

Niverville Credit Union Ltd.

By-Laws

11-26-2022

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NIVERVILLE CREDIT UNION BY-LAWS

Section One **DEFINITIONS AND INTERPRETATION**

1.01 Definitions

In the by laws of the credit union, unless the context otherwise requires:

"Act" means The Credit Unions and Caisses Populaires Act;

"articles" means the articles of the credit union;

"board" means the board of directors of the credit union;

"branch office" means a permanent location, other than the registered office of the credit union, which is owned, leased or occupied by the credit union or its agent and from which: business is transacted or services offered by the credit union or its agent on behalf of the credit union that are not of a temporary, occasional or special nature;

"credit union" means Niverville Credit Union Limited;

"directors" means the board of directors of the credit union;

"meeting of members" means an annual meeting of members or a special meeting of members;

1.02 Interpretation

- a) words and expressions defined in the Act have the same meanings;
- b) words importing the singular number include the plural and vice versa: and
- c) words importing gender include the masculine, feminine and neuter genders

Section Two **OFFICES AND RECORDS**

2.01 Branch Offices

The credit union may establish or relocate a branch office of the credit union if it complies in all respects with the Act and the Regulation.

2.02 Fiscal Year End

The fiscal year of the credit union shall end on the last day of September.

2.03 Information Available to Members

Members of the credit union may examine the following records during the usual business hours of the credit union and may obtain therefrom upon payment of a reasonable fee:

- a) the articles and the by-laws of the credit union and all amendments thereto;
- b) the duly executed minutes of meetings and resolutions of members; and
- c) a register of directors, officers and committee members setting out the names, addresses and other occupations, if any, of all persons who are or have been directors, officers or committee members of the credit union with the several dates on which each become or ceased to be a director, officer or committee member.

2.04 Access to Records

The board may, at their own discretion, determine whether and to what extent and at what time and place and under what conditions or rules the records (other than those listed above) of the credit union shall be open to the inspection and extraction of members.

2.05 Information Not Available to Members

Subject to the Act, no member shall be entitled to any information respecting any details or conduct of the credit union's business which, in the opinion of the directors, it would be inexpedient or not in the interests of the members or the credit union to communicate to the public.

Section Three

SHARES

3.01 Shares Held by a Member

A member of the credit union shall purchase and hold one or more common shares in the capital stock of the credit union as may be determined by resolution of the directors.

3.02 Patronage Refund

After providing for all known liabilities, making allowance for doubtful accounts and making such other provisions as are required by the Act and the regulations and after providing for payment of dividends, if any, on all classes of shares, the directors of the credit union may, subject to the articles allocate as a patronage refund among, and credit its members any surplus arising from; the operations of the credit union in each fiscal year, and each member shall be entitled to a share thereof proportionate to the business done by that member with or through the credit union in that fiscal year as computed by the directors and at a rate prescribed by them. The directors may determine to pay any patronage refund by the issue of surplus shares, by cash or by a combination of surplus shares and cash.

3.03 Small Patronage Refund Not Credited

Where a patronage refund that would otherwise be payable to a member in respect of the operations of a fiscal year is less than \$1.00, no patronage refund shall be credited to that member for that fiscal year, but shall be the property of the credit union to be used as the directors may decide.

3.04 Surplus Shares

In a fiscal year, part or all of a patronage refund or common or surplus share dividend credited to a member shall be applied to purchase shares of the Credit Union for the member, up to a maximum of 7500 shares per fiscal year.

3.05 No Share Certificates

The credit union is not required to issue share certificates, but shall, if requested in writing by a shareholder, provide a statement to the shareholder showing the interest of the shareholder in the credit union.

Section Four

MEMBERSHIP AND ASSOCIATES

4.01 Method of Applying for Memberships

A person shall apply for membership of the credit union by submitting a written application for membership in the form that has been approved by the board from time to time.

4.02 Conditions of Membership

It is a condition of membership that each member:

- a) continue to meet the qualifications for membership as set out in these by-laws; and
- b) at all times maintain respect for members, associates, employees, directors and property of the credit union.

4.03 Qualifications of Membership

Membership in the credit union shall be confined to persons who:

- a) submit a written application for membership which is approved by the directors or by a person authorized by the directors to approve membership;
- b) have fully paid for the number of shares of the credit union a person is required to purchase to become a member;
- c) hold a financial transaction record/history that is acceptable to the credit union.
- d) are not a credit union

4.04 Termination of Membership

The directors may, by a resolution passed by a majority of 3/4 of the directors at a meeting called to consider the resolution, terminate the membership of a member. The member with respect to whom a resolution to terminate membership has been passed shall have those rights of appeal as set out in the Act.

4.05 Joint Memberships

Two (2) or more persons may apply for joint membership in the credit union but that membership is entitled to one (1) vote only.

4.06 Statement of Interest

If two or more persons are registered as joint holders of a share, the credit union shall not be bound to issue more than one statement showing the interest of the joint holders in the credit union, and delivery of such statement to one of such persons shall be sufficient delivery to all of them.

4.07 Business Done by Joint Holder

The business done with the credit union in a fiscal year by a joint holder of a membership is deemed to be business done by the joint membership.

4.08 One Vote

Each joint membership shall have one vote. The two or more persons who hold the membership jointly shall vote as one the membership jointly held by them.

4.09 Withdrawal of Membership

A member may withdraw membership from the credit union by giving to the credit union 90 days notice of intention to withdraw. The directors may, by resolution, accept any application to withdraw on shorter notice. The death of a member shall have the same effect as notice of withdrawal. The following special provisions shall apply to joint members:

- a) an application for withdrawal of joint membership shall be in writing and signed by all surviving joint holders of such membership.
- b) the death of one of the joint holders of a membership shall not have the same force and effect as a notice of withdrawal.

4.10 Rights of Members

Members of the Credit Union have the right to:

- a) make, amend and repeal the bylaws of the Credit Union; and
- b) Hold a referendum on any matter of general concern to the members;

in accordance with the Act and these by-laws.

4.11 Notice to Joint Membership

If two or more persons are registered as joint holders of a share or membership in the credit union, any notice shall be addressed to all of such joint holders but notice to one of such persons shall be sufficient notice to all of them.

4.12 Restriction

Only one joint holder of a membership may be a director of the credit union at any one time.

4.13 Deceased Members and Share Holders

In the event of the death of a member or shareholder or one of the joint members or joint holders of a share, the credit union shall not be required to make any entry in the members' register, or make any payments, in respect thereof, except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the credit union.

4.14 Method of Applying for Associate Status

A person shall apply for associate status with the credit union by submitting a written application for associate status in the form that has been approved by the board from time to time.

4.15 Conditions of Associate Status

Conditions of associate status is that each associate:

- a) continue to meet the qualifications for associate status as set out in these by-laws; and
- b) at all times maintain respect for members, associates, employees, directors and property of the credit union.

4.16 Qualifications of Associate Status

Associate status with the credit union shall be confined to persons who:

- a) submit a written application for associate status which is approved by the directors or by a person appointed by the directors to approve associate status;
- b) have fully paid for the number of shares of the credit union a person is required to purchase to become an associate; and
- c) are not a credit union.

4.17 Limit on Number of Associates

At no time may the number of associates of the credit union exceed a number that is equal to twenty-five (25%) per cent of the number of members of the credit union.

4.18 Termination of Associate Status

The directors may, by a resolution passed by the directors at a meeting called to consider the resolution, terminate the associate status of an associate.

4.19 Withdrawal of Associate

Any associate may withdraw from the credit union at any time upon giving 90 days' notice of withdrawal.

4.20 Consequences of Termination or Withdrawal

All amounts paid in on deposits of a terminated or withdrawing associate, with any interest accrued thereto to the date thereof, as funds become available and subject to the Act, shall be paid to such terminated or withdrawing associate, subject to such associate making satisfactory arrangements with the credit union in respect of any amounts owing to the credit union or guaranteed by such associate.

An associate who withdraws or is terminated shall have no further rights in the credit union, but such associate shall not, by the withdrawal or the termination, be released from any remaining liability to the credit union.

4.21 Joint Associate Status

Two or more persons may apply for joint associate status in the credit union.

4.22 No Vote

Associates of the credit union shall have no right to vote.

4.23 Deceased Associates

In the event of the death of an associate or one of the joint associates, the credit union shall not be required to make any entry in the associates' register, or make any payments, in respect thereof, except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the credit union.

Section Five **MEETINGS OF MEMBERS AND VOTING**

5.01 Meetings

The Credit Union shall hold Meetings of Members in accordance with the Act.

5.02 Holding of Referendum

The directors shall call a referendum whenever requested in writing to do so by not less than 3% of members having the right to vote for the purposes stated in the requisition.

5.03 Location of Meetings

A meeting of the members shall be held at such place or places in Manitoba as determined by the board of directors of the credit union.

5.04 Annual Meeting

The credit union shall hold its annual meeting in accordance with the Act.

5.05 Special Meetings

The following provisions apply to special meetings:

- a) the directors may at any time call a special meeting of members.
- b) that the number of members, 3% who have the right to vote at a meeting sought to be held may by written requisition require the directors to call a meeting of members for the purposes stated in the requisition.

5.06 Record Date

The record date for determining what members are entitled to receive notice of a meeting shall be as set out in the Act.

5.07 Notice of Meeting

Notice of a meeting shall be given in accordance with following provisions:

- a) Such notice shall be given not less than 14 days and not more than 50 days before the meeting.
If the board of directors has determined to hold two or more simultaneous meetings at different

- locations, the notice shall set out the various options available to the members for attendance.
- b) the notice shall be given to each member entitled to vote at the meeting and to the auditor of the credit union.

5.08 Adjournment

Where a meeting of members is adjourned for less than 7 days, it is not necessary to give notice of the adjourned meeting other than by announcement at the meeting that is adjourned.

5.09 Notice of Adjourned Meeting

Where a meeting of members is adjourned by one or more adjournments for more than the number of days set out in the foregoing section, notice of the adjourned meeting shall be given in the same way as for an original meeting.

5.10 Business

All business transacted at meetings of the credit union shall be carried out as set out in the Act.

5.11 Notice of Business

The notices of all meeting of members shall be in accordance with Act.

5.12 Quorum

A quorum for the transaction of business at any meeting of members shall be the number of members who are entitled to vote thereat being that number of members is 25 more than the number of directors of the credit union. If 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.

5.13 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the auditors of the credit union and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person may be admitted only on invitation of the chairperson of the meeting or with the consent of the meeting.

5.14 Voting Eligibility

A member of the Credit Union who is 18 years of age or more may vote on matters that are submitted to the members for a decision.

5.15 Method of Voting at a Meeting

Subject to the Act and these by-laws, the process of member voting shall be as follows:

- a) Voting at a meeting of members shall be by show of hands, except where a ballot is demanded by a member entitled to vote at the meeting.
- b) A member may demand a ballot either before or within two (2) minutes after any vote by show of hands, and the result of the ballot shall be the decision of the members.
- c) A member may vote on any question put to the members in the method prescribed by the directors, provided such method are in accordance with the Act and regulations.
- d) The directors may determine that any question or matter on which the members are entitled to vote be decided by:
 - i) voting only at a meeting of the members;
 - ii) voting by mail ballot;
 - iii) voting by ATM;
 - iv) voting by on-line electronic or digital means (including email); and
 - v) voting in-branch.
- e) The directors shall appoint a returning officer, from time to time, whose duties shall be to develop procedures to conduct a vote and to oversee compliance with provisions of these by-laws with respect to such a vote. The returning officer shall, without limiting the generality of the foregoing, develop and communicate to the members policies and procedures for:
 - i) providing information and instructions in sufficient detail to permit the members to complete their ballots and to register their votes.
 - ii) determining the format of ballots;
 - iii) appointing scrutineers, independent of the directors, to ascertain the results of a ballot at each location where simultaneous meetings are held;
 - iv) providing for the safe, secure and confidential receipt of the vote ballots;
 - v) examining or verifying and keeping records necessary to determine the validity of the ballots: and
 - vi) delivering the ballots to the scrutineers for tabulation and determination of the result of the ballot.

- f) A mail ballot shall:
 - i) be valid only for the meeting of the members for which it is designated;
 - ii) be delivered unopened or otherwise communicated by the Returning Officer to the scrutineers appointed by the Returning Officer; and
 - iii) be invalid if the member is present at a meeting at which the question is to be considered and votes again on the same question.

5.16 Chairperson, Secretary and Scrutineers

The chairperson of any meeting of members may be the president, or a vice president, or some other person appointed by the persons present provided those persons present are entitled to vote thereat. If the secretary of the credit union is absent, the chairperson shall appoint some person to act as secretary of the meeting. Unless otherwise set out in any Schedule to these by-laws or to the Table of Particulars, scrutineers may be appointed by a resolution or by the chairperson with the consent of the meeting.

5.17 Scrutineers Entitles to Information

Scrutineers appointed at a meeting of the members for the purpose of ascertaining the results of a ballot shall be entitled to any information and may examine any records of the credit union necessary to determine the validity of any ballots.

5.18 Votes to Govern

At any meeting of members, every question shall, unless otherwise required by the Act, articles, or the by-laws, be determined by the majority of the votes cast on the question. In case of an equality of votes, the motion shall be lost.

5.19 Proxy Appointment

The members shall not have any right to appoint proxies to represent them at meetings of the credit union.

5.20 Electronic Meetings

- a) A Meeting of Members may be arranged by means of telephonic, electronic or other communication facilities (“electronic meetings”), provided the means permit all persons participating in the meeting, including all persons who are entitled to vote, to communicate adequately with each other during the meeting.

- b) A person who participates in, or attends or votes at, an electronic meeting is deemed to be present at the meeting for all purposes, including determining quorum.

- c) If voting is to take place at or before an electronic meeting, the board of directors must take reasonable measure to ensure that:
 - i) the identity of each person who votes is verified; and
 - ii) each person who votes does so only in their own rights consistent with the Act.
 - iii) the vote is conducted in a manner than allows votes to be individually counted.

Section Six

DIRECTORS, COMMITTEES AND OFFICERS

6.01 Number of Elected Directors

The credit union shall have a minimum of 5 and a maximum of 11 directors to direct the management of the business and affairs of the credit union.

6.02 Appointed Directors

Subject to the provisions of the Act and these by-laws, the elected board may appoint up to 2 additional directors, provided at no time may there be appointed directors in excess of $\frac{1}{4}$ of the total number of directors.

6.03 Qualifications of Directors

The qualifications to be a director of the credit union are as set out in the Act and in addition, a director shall have the following additional qualifications:

Any citizen of Canada who is 18 years of age, a member of the credit union and satisfies the requirements set out in the by- laws may be a director of the credit union except if that person is:

- a) An undischarged bankrupt, or a discharged bankrupt who was discharged within the past seven years;
- b) A former employee of the credit union, within two years since their employment terminated;
- c) In default for more than 60 days respecting any contractual obligations to the credit union;
- d) Absent from three consecutive regular meetings of the board or absent from 4 regular meetings of the board during any calendar year, without being excused for cause by the Board of Directors;
- e) A person who has not been a member of the credit union for at least two (2) years prior to election;
- f) In non-compliance with any of the credit union's policies, including the credit union's policies on director training, conduct and confidentiality, unless he or she has a valid reason for non-compliance;
- g) A director, officer or employee of an entity that provides products or services that are competitive to the products and services provided by the credit union;
- h) A person who has failed to provide consent to a Criminal Record check and Credit Bureau investigation or, having provided such consent, a person whose search results are not satisfactory to the Board Governance Committee.

6.04 Director Compliance

Each director must comply fully with the Act, the Regulations, the Articles, these by-laws and the Credit Union's policies, as adopted by the Board from time to time. Failure to comply, unless a valid reason is presented to and excused by the Board, may result in disciplinary action imposed by the Board on such Director, which could include, among other action, removal from committee(s) or a recommendation to the Members that such Director be removed from the Board in accordance with Section 80 of the Act.

6.05 Confidentiality and Conflict of Interest

Each director and officer of the Credit Union is prohibited from:

- a) without authority, disclosing to another person confidential information about the Credit Union, or its members;
- b) using for personal advantage information about the Credit Unions or its members which is not generally known;
- c) engaging on behalf of the Credit Union in a transaction with a person with whom the director has a common interest whether business or personal;
- d) using their office or relationship with the Credit Union to attempt to gain personal benefit or to confer a benefit upon others with whom they have a common interest whether business or personal; or
- e) attempting to influence the Credit Union's policies or decisions so that it might affect their interest outside the Credit Union.

6.06 Knowledge and Experience of Appointed Directors

When appointing directors, the Board must have regard to the range of knowledge and experience it needs to discharge its responsibilities effectively.

6.07 Election and Term

Directors shall be elected in accordance with the following provisions:

- a) the term of office for directors shall be maximum of 3 years, except, for the purpose of staggering terms, directors may be elected for a shorter term. A director's term of office expires at the close of the annual meeting of members in the year which coincides with the expiration of the director's term;

the election of directors shall be by secret ballot. In the event that the vote for two or more directors results in a tie, a further vote shall be undertaken to decide which of those two individuals is to be elected to fill that vacancy. If a further vote is not practical, the directors who have already been elected in the election and any

directors whose terms of office do not end at or before the end of the meeting at which the election is held shall determine which of the two individuals is to be elected.

6.08 Term of Appointed Directors

The term of office for appointed directors shall be 3 years.

6.09 Successor

A director appointed in accordance with the Act and these by-laws continues in office until a successor is appointed, unless the appointment is revoked.

6.10 Governance Committee and Nominations

A nominating committee shall be appointed by the Board, or if the meeting to elect directors is being called by requisition of the members, by the members, to place nominations for the office of director before the members and to determine which nominees shall be placed on the ballot.

Persons seeking election, including those eligible directors whose terms are coming to an end, if any, who are seeking re-election, shall submit their names and other personal information to the nominating committee for consideration within the period set out by the committee and in a form and manner as prescribed by the nominating committee, for the purpose of providing adequate notice to members regarding those persons selected, from among the nominations received by the nominating committee, to stand for election. The nominating committee is not obligated to add any person to the list of candidates that does not meet all of the qualifications for being a director as set out in these by-laws. The nominating committee shall include on the list of candidates, any person that meets the eligibility requirements for being a director as set out in these by-laws who is nominated, or who nominates himself or herself, as a candidate prior to the deadline set by the nominating committee for receiving such nominations.

Additional provisions related to the mandate and activities of the nominating committee shall be as follows:

- a) The Board may approve rules and policies from time to time to govern the electoral process for directors; provided that such rules or policies do not contravene the Act or these by-laws.
- b) Provided that the elections are to take place in the context of a meeting called by the Board (including a meeting at which the results of an election held entirely by mail is announced), the Governance Committee appointed by the Board of the credit union shall place nominations for candidates before the meeting at which directors will be elected or at which the results of an election conducted by mail or other method will be announced. The following provisions shall govern the appointment of the Governance Committee and the procedural requirements of the nominations and electoral process:
 - i) Annually, at its reorganization meeting, the Board of Directors shall, from among its members, appoint a Governance Committee, the role and function of which is to ensure the continuity of sound and prudent corporate governance as prescribed in The Credit Unions and Caisses Populaires Act, and the By-Laws of the credit union. Any current

board member, who will be a candidate for re-election at the next annual meeting, may not be appointed or serve as a member of the Board Governance Committee.

- ii) The Governance Committee, in its director recruitment activities, will diligently strive to attract potential board candidates, possessing the appropriate skill-sets, to ensure that, in the aggregate, the board composition broadly reflects current trends in the membership makeup of the credit union as well as in the business and general communities in which the credit union operates.
- iii) In accordance with the credit union's policies, the Governance Committee shall perform in accordance with the Governance Committees Terms of Reference.
- iv) In advance of every meeting of the credit union at which directors will be elected or at which the results of an election conducted will be announced, the Governance Committee shall cause the credit union to notify members of the credit union of the call for nominations to the board of the credit union, and of the Governance Committee's nomination process. Notification of this information to members may be by such methods as the Governance Committee deems appropriate, and need not comply strictly with the formal notice requirements in subsection (method of giving notices) of these by-laws.
- v) In addition to identified and endorsed candidates by the Governance Committee, the list of candidates in the report to be presented to the Board shall be such that:
 - (1) every candidate must be nominated in writing by a member in good standing of the credit union
 - (2) the candidate signed the Director Nomination Consent and Undertaking form adopted by the Board.

The directors shall be elected from amongst the list of candidates included in the report of the Governance Committee prepared in accordance with these by-laws.
- vi) The ballots used for the election of directors may show which candidates are endorsed by the Board Governance Committee and which, if any, meet the legal qualification requirements of these By-Laws but have not been endorsed by the Board Governance Committee.
- c) In addition to candidates for immediate recommendation for election, the nominating committee shall recommend to the board of directors individuals for appointment as corporate advisors. The role of corporate advisors shall be as determined from time to time by the board, but generally the purpose of such appointments is to:
 - i) Assist in identifying and developing potential candidates for election to the board;
 - ii) Retain and engage the expertise of former board members; and
 - iii) Corporate Advisors shall serve at the pleasure of the board and subject to policies adopted by the board.

The Board can, on the recommendation of the Governance Committee or by its own design, enact rules and policies to govern the nominations and electoral process for candidates, including without limitation, to

establish the informational requirements to be supplied by the candidates and to establish deadlines in the nomination process. Each candidate shall abide by all such rules and policies.

6.11 Removal of Directors

A director ceases to hold office when they:

- a) die or resign;
- b) are removed from office by an ordinary resolution voted on by the members at a special meeting of the members; or
- c) cease to meet the qualifications set out in the Act or these by-laws.

6.12 Filling Vacancy of Elected Directors

A vacancy among the directors may be filled by a quorum of directors, except a vacancy resulting from an increase in, or the members' failure to elect the minimum number of directors.

6.13 Filling Vacancy of Appointed Directors

If, as a result of the death, resignation or removal of an elected director, the number of appointed directors exceeds $\frac{1}{4}$ of the total number of directors then in office, those appointed directors shall continue in office until the vacancy created by the death, resignation or removal of an elected director is filled.

6.14 Meeting of Members to Fill Vacancy

If there is a vacancy resulting from an increase in the number of directors or there is a failure by the members to elect the minimum number of directors, the directors then in office shall forthwith call a meeting of members to fill the vacancy and if they fail to call a meeting of members or if there are no directors then in office the meeting may be called by any member.

6.15 Ratification

If a vacancy among the directors is filled by the directors, the appointment shall be submitted for ratification at the next meeting of the members. Any directors whose appointment has been ratified shall serve for the remainder of the term left by the vacancy

6.16 Time and Place of Meetings

Meetings of directors shall be held at such time and place in Manitoba as the directors, or failing determination by the directors, the president or any two directors may determine.

6.17 Electronic Participation

If provided in the notice, a director may participate in a meeting of directors or of the committee of directors (if any) by means of such electronic or other communications facilities as permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at that meeting.

6.18 Notice of Meeting

Notice of the time and place of each meeting of directors shall be given in the manner provided by the by-laws to each director not less than 5 days before the meeting where the notice is given personally or by means of transmitted or recorded communication and not less than 10 days if notice is given by another method, and not more than 14 days before the meeting.

6.19 Quorum at Board Meetings

A majority of the number of directors constitutes a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

6.20 Exercise of Authority

Except as otherwise provided by the by-laws, the powers of the directors or a committee of directors may be exercised by resolution passed at a meeting at which a quorum is present, and every question shall be decided by a majority of the votes cast on the question. The chairperson will not ordinarily vote, but the chairperson will vote in the case of an equality of votes, thus casting the tie-breaking vote.

6.21 Regular Meetings

The directors may appoint a day in any month for regular meetings of directors at a place and hour to be named. A copy of any resolution of the directors fixing the place and time or such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose or business to be specified.

6.22 Committees

The directors may appoint committees and delegate to such committees' powers duties and responsibilities except those which, under the Act, a committee has no authority to exercise.

6.23 Procedure

Unless otherwise determined by the directors, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to regulate its procedure.

6.24 Officers

The directors may designate the officers of the credit union and appoint from among the directors a Chairperson, Vice-Chairperson, and a 2nd Vice-Chairperson. The directors may also appoint a President and/or a Chief Executive Officer and one or more vice presidents, a treasurer, a secretary, and other officers as designated who may or may not be directors. The directors shall specify the duties of the officers and delegate to them powers to manage the business and affairs of the credit union except those powers which, under the Act, the directors may not delegate.

6.25 Variation of Powers and Duties

The directors may, subject to the provisions of the Act, vary, add to, or limit the powers, duties and responsibilities of any committee or officer.

6.26 Term of Office

The directors may remove any committee member or officer appointed by them. Otherwise, each committee member or officer appointed by the directors shall hold office until he or she resigns, or a successor is appointed.

6.27 Remuneration and Expenses

The directors shall be paid such remuneration for their services as the directors may by resolution determine. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of directors or any committee thereof. The remuneration and reimbursement of expenses of officers shall be settled by the directors.

6.28 Dissent

Directors are deemed to have consented to any resolution passed or action taken at a meeting of directors or a committee of directors unless they record their dissent within the time and in the manner provided by the Act.

6.29 Electronic Meetings

- a) A Meeting of Members may be arranged by means of telephonic, electronic or other communication facilities (“electronic meetings”), provided the means permit all persons participating in the meeting, including all persons who are entitled to vote, to communicate adequately with each other during the meeting.
- b) A person who participates in, or attends or votes at, an electronic meeting is deemed to be present at the meeting for all purposes, including determining quorum.
- c) If voting is to take place at or before an electronic meeting, the board of directors must take reasonable measure to ensure that:
 - i) the identity of each person who votes is verified; and
 - ii) each person who votes does so only in their own rights consistent with the Act.
 - iii) the vote is conducted in a manner than allows votes to be individually counted.

Section Seven

INDEMNITY OF DIRECTORS AND OFFICERS

7.01 Indemnity

Except in the case of an action by or on behalf of the Credit Union to procure a judgment in its favour, or by or on behalf of the Registrar or the guarantee corporation under section 208 of the Act, in which case the approval of the court must first be obtained, the Credit Union shall indemnify a director or officer of the Credit Union, a former 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 of a body corporate of which the Credit Union is or was a member, shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Credit Union or body corporate, if the director or officer:

- a) acted honestly and in good faith with a view to the best interests of the Credit Union; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the conduct was lawful.

7.02 Insurance

Subject to the limitations contained in the Act, the Credit Union may purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

Section Eight **NOTICES**

8.01 Method Of Giving Notices

This section applies to any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a member, shareholder, director, officer, auditor or to a member of committee.

- a) Any notice shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's recorded address or if mailed to the person at the person's recorded address or if sent to the person's recorded address by means of prepaid transmitted or recorded communication, or if sent to the person at the person's electronic mail address or by insertion of the notice in a newspaper or other publication distributed in the community or area in which the credit union conducts its business.
- b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid: a notice so mailed shall be deemed to have been given on the 3rd day after it is deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch, and a notice so published in a newspaper or other publication shall be deemed to have been given at the time the publication containing the notice is distributed in the ordinary course.

In addition to the foregoing methods of giving notice, a notice of a member's meeting shall be sufficiently given if a written Notice is posted prominently in each branch of the credit union and by means of electronic dissemination such as posting on the credit union's website or messages on the credit union's online banking system.

8.02 Computation Of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 Undelivered Notices

If any notice given to a person pursuant to this section is returned on 2 consecutive occasions because the person cannot be found, the credit union shall not be required to send any further notices or documents to such person until the credit union is informed, in writing, of the person's new address.

8.04 Omissions And Errors

The accidental omission to give any notice to a person entitled to receive notice or the non-receipt of any notice by such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Section Nine **AMENDMENT TO THESE BY-LAWS**

9.01 Amending the By-laws

The members of the Credit Union may amend, repeal or enact by-laws at a meeting duly called, provided written notice of the proposed amendment, repeal, or new by-laws is circulated to the members in the notice of the meeting. The notice of the meeting must state the text of the resolution that will be proposed, containing the amendment, repeal or new by-law, unless the full text is too lengthy to conveniently include in the notice, in which case a summary of the proposed changes must be included.

The proposed enactment, amendment or repeal, if included in the notice of meeting as per the above paragraph, may be approved by a majority of the votes cast at the meeting called for the purpose.