

NELSON & DISTRICT CREDIT UNION

RULES

OFFICE CONSOLIDATION
incorporating Rules adopted by
special resolution passed on
April 30, 2019.

INDEX

<i>DEFINITIONS</i>	<i>1</i>
<i>RULE J MEMBERSHIP</i>	<i>2</i>
<i>RULE 2 SHARES AND DEPOSITS</i>	<i>2</i>
<i>RULE 3 BORROWING AND LENDING</i>	<i>9</i>
<i>RULE 4 DIRECTORS AND MANAGEMENT</i>	<i>9</i>
<i>RULE 5 GENERAL MEETINGS</i>	<i>19</i>
<i>RULE 6 SEAL</i>	<i>22</i>
<i>RULE 7 ALTERATION</i>	<i>22</i>
<i>RULE 5 FINANCIAL YEAR END</i>	<i>22</i>

RULES OF NELSON & DISTRICT CREDIT UNION

Consolidation incorporating Rules adopted by special resolution passed on April 30, 2019.

DEFINITIONS

In these rules, unless the subject or context is inconsistent therewith:

- (a) "chairman" means the chairman of the directors;
- (b) *Company Act* means the *Company Act*, R.S.B.C. 1996, c.62, as that Act applies to and in respect of credit unions as provided by the *Credit Union Incorporation Act* and the *Financial Institutions Act*;
- (c) "Credit Union" means NELSON & DISTRICT CREDIT UNION;
- (d) *Credit Union Incorporation Act* means the *Credit Union Incorporation Act* (British Columbia) from time to time in force and all amendments thereto and regulations made pursuant thereto;
- (e) "director" means a director of the Credit Union for the time being;
- (f) "directors" unless the context otherwise requires, means the board of directors of the Credit Union;
- (g) "East Shore Representative Area" means that part of the Central Kootenay Regional District lying east of the mid points of the Kootenai River, Kootenay Lake, excluding the West Arm of Kootenay Lake, the Lardeau River, Duncan Lake and the Duncan River;
- (h) *Financial Institutions Act* means the *Financial Institutions Act* (British Columbia) from time to time in force and all amendments thereto and regulations made pursuant thereto;
- (i) "Nelson Representative Area" means the Central Kootenay Regional District excluding the East Shore Representative Area;
- (j) "Representative Area" means any of the East Shore Representative Area, the Nelson Representative Area, or the Rossland Representative Area and "Representative Areas" means more than one Representative Area;

- (k) "Rossland Representative Area" means the Kootenay Boundary Regional District.

The meaning of any words or phrases defined in the *Credit Union Incorporation Act*, the *Financial Institutions Act* and, to the extent that it relates to the Credit Union, the *Company Act* shall, if not inconsistent with the subject or content, have the same meaning in these Rules.

RULE 1

MEMBERSHIP

- 1.1 Every application for membership shall be in writing and shall be accompanied by payment in full of the number of Class "A" Membership Equity Shares required to be held by a member on the date of application for membership.
- 1.2 A member may withdraw from membership, and the membership of any person may be terminated, in accordance with the *Credit Union Incorporation Act*.
- 1.3 A member in good standing is a member, including a junior member, who at the date on which good standing is determined:
- (a) has purchased, paid for and holds the number of Class "A" Membership Equity Shares required by these Rules; and
 - (b) is not more than 90 days delinquent in any obligation to the Credit Union.
- 1.4 Subject to the provisions of the *Credit Union Incorporation Act* that specify the minimum number of membership shares for which a member must subscribe and pay, the directors may establish policies to waive or delay purchase, payment, redemption, and ownership in whole or in part of equity shares as required by these Rules.

RULE 2

SHARES AND DEPOSITS

- 2.1 The directors may determine the forms by which a person may withdraw monies on deposit or request redemption of shares.
- 2.2 Interest on deposits, in the absence of an express contract or agreement, shall be paid or credited at times, intervals, and in a manner determined by the directors and the directors may delegate the power to make such determinations.
- 2.3 The shares of the Credit Union shall be divided into the following classes of shares, each consisting of an unlimited number of shares: Class "A" Membership Equity Shares; Class "B" Dividend Transaction Equity Shares; Class "C" Voluntary Investment Equity Shares; and Class "D" Non-Equity Shares.

- 2.4 All shares shall have a par value of One Dollar (\$1.00) each.
- 2.5 All shares issued and outstanding on the date this Rule comes into effect shall be deemed to be Class "D" Non-Equity Shares.
- 2.6 Subject to the *Credit Union Incorporation Act* and these Rules, the Credit Union may, by resolution of the directors, redeem or purchase any of its shares.
- 2.7 If the Credit Union proposes, at its option, to redeem some but not all of the shares of any class, the directors may, subject to the special rights and restrictions attached to such class of shares, decide the manner in which the shares to be redeemed shall be selected.
- 2.8 Monies invested in equity shares and dividends thereon shall not be guaranteed by the fund administered by the Credit Union Deposit Insurance Corporation of British Columbia.
- 2.9 Class "A" Membership Equity Shares have attached thereto the following rights and restrictions:
- (a) Ownership, assignment, transfer and issue of Class "A" Membership Equity Shares is limited as set out in the *Credit Union Incorporation Act*;
 - (b) Subject to the *Credit Union Incorporation Act*, the Credit Union shall redeem the Class "A" Membership Equity Shares held by a member if:
 - (i) the member is a natural person and dies, subject to Rule 2.21 and subject to any contrary instruction of the personal representative of the deceased member to transfer the shares to a person entitled to hold the same pursuant to the *Credit Union Incorporation Act* and these Rules;
 - (ii) the member is an incorporated company and is dissolved or wound up;
 - (iii) the Credit Union terminates the membership of the member;
 - (iv) the member withdraws from membership in the Credit Union;
 - (v) the member is a partnership which dissolves; or
 - (vi) the member, in any other case, ceases to be a legal entity according to the statute by or pursuant to which it was created.
 - (c) Subject to the *Credit Union Incorporation Act*, the Credit Union may redeem the Class "A" Membership Equity Shares held by a member on such terms and conditions and at such times as the directors, in their discretion, resolve.
 - (d) Notwithstanding the foregoing but subject to the *Credit Union Incorporation Act*, the amount of Class "A" Membership Equity Shares that the Credit Union may be

required to redeem in any financial year is limited to 10% of the amount of such shares issued and outstanding on the last day of the immediately preceding financial year.

- (e) Any redemption or purchase of Class "A" Membership Equity Shares shall be at par value plus any dividends declared but unpaid thereon.

2.10 Class "B" Dividend Transaction Equity Shares have attached thereto the following rights and restrictions:

- (a) Class "B" Dividend Transaction Equity Shares may only be issued to a member of the Credit Union.
- (b) Subject to the *Credit Union Incorporation Act*, the Credit Union may, but shall not be required to redeem the Class "B" Dividend Transaction Equity Shares held by a member if all indebtedness of the member to the Credit Union has been fully paid and discharged and:
 - (i) the member is an individual and dies, subject to Rule 2.21;
 - (ii) the member is an incorporated company and is dissolved or wound up;
 - (iii) the member is a partnership which dissolves;
 - (iv) the member, in any other case ceases to be a legal entity according to the statute by or pursuant to which it was created; or
 - (v) the member requests, in writing, that the Class "B" Dividend Transaction Equity Shares be redeemed.
- (c) The Credit Union may redeem any Class "B" Dividend Transaction Equity Shares held by a member on such terms and conditions and at such times as the directors, in their discretion, resolve.
- (d) Notwithstanding the foregoing, but subject to the *Credit Union Incorporation Act*, the amount of Class "B" Dividend Transaction Equity Shares that the Credit Union may be required to redeem in any financial year is limited to 10% of the total amount of such shares issued and outstanding on the last day of the immediately preceding financial year.
- (e) Any redemption or purchase of Class "B" Dividend Transaction Equity Shares shall be at par value plus any dividends declared but unpaid thereon.

- 2.11 Class "C" Voluntary Investment Equity Shares have attached thereto the following rights and restrictions:
- (a) The Credit Union may redeem any Class "C" Voluntary Investment Equity Shares on such terms and conditions and at such times as the directors, in their discretion, resolve.
 - (b) Any redemption or purchase of Class "C" Voluntary Investment Equity Shares shall be at par value plus any dividends declared but unpaid thereon.
- 2.12 The Credit Union may require evidence as to the events described in Rule 2.9, or Rule 2.10, before redeeming equity shares.
- 2.13 Each member of the Credit Union, at the time this Rule comes into force, shall subscribe, fully pay for, and hold the following number of Class "A" Membership Equity Shares as provided below:
- (a) each member - 25 shares;
 - (b) each junior member - 5 shares;
 - (c) each member which is an incorporated company - 5 shares;
 - (d) each member which is a legal entity, other than an incorporated company, created by or pursuant to statute - 25 shares;
 - (e) if shares are jointly held - 25 shares per member. Each joint holder must be a member.
- 2.14 Subject to Rule 2.20, Rule 2.13 shall come into force and effect on a date stated in a notice given to all members of the Credit Union, which date shall be not less than 90 days following the date on which the notice is deemed to have been received by the members.
- 2.15 The directors may, by resolution, determine that the number of Class "A" Membership Equity Shares required to be owned by a member shall be increased, PROVIDED THAT:
- (a) the directors may not determine that the total number of Class "A" Membership Equity Shares required to be owned by a member shall exceed 100 Class "A" Membership Equity Shares;
 - (b) on any one occasion, the directors may not determine to increase the number of Class "A" Membership Equity Shares required to be owned by more than 10 Class "A" Membership Equity Shares;
 - (c) a determination by the directors pursuant to this Rule may be made no more frequently than once per financial year;

- (d) a subsequent determination by the directors shall not be made to have effect within 6 months of the last such determination; and
 - (e) subject to Rule 2.20, a determination by the directors pursuant to this Rule shall not be effective until the expiration of not less than 90 days after notice of a determination is deemed to have been received by the members.
- 2.16 If, on the expiration of not less than 30 days after the deemed receipt of the notice described in Rule 2.14 or Rule 2.15, a member does not hold the required number of Class "A" Membership Equity Shares, the Credit Union may apply any money on deposit and interest thereon or invested in Class "C" Voluntary Investment Equity Shares or Class "D" Non-Equity Shares and dividends credited thereon in the name of the member to the purchase of sufficient Class "A" Membership Equity Shares in the name of the member so that the member shall hold the number of Class "A" Membership Equity Shares required by Rule 2.13 or Rule 2.15.
- 2.17 If, on the expiration of the period of notice described in Rule 2.14 or Rule 2.15, a member does not hold the required number of Class "A" Membership Equity Shares and the member has insufficient monies on deposit or invested in Class "C" Voluntary Investment Equity and Class "D" Non-Equity Shares to permit the purchase of sufficient Class "A" Membership Equity Shares pursuant to Rule 2.16, the directors may terminate that member's membership unless that membership shall terminate in accordance with the *Credit Union Incorporation Act*.
- 2.18 Without precluding any other method of giving notice, a notice under Rule 2.14 or Rule 2.15 sent by post, addressed to the member at the member's address shown on the register of members shall be deemed to have been received on the 4th day, Saturdays and holidays excepted, following the date of mailing.
- 2.19 (a) A junior member becomes a member with full membership rights and obligations on attaining the age of majority, provided that such member then holds the number of Class "A" Membership Equity Shares required to be held by a member of the age of majority.
- (b) If, on the 30th day proceeding the day on which a junior member attains the full age of majority, that member does not own the number of shares referred to in Rule 2.19(A), then Rules 2.16 and 2.17 shall apply, except that no notice shall be required.
- 2.20 A person who becomes a member of the Credit Union at any time after notice is given under Rule 2.14 or Rule 2.15 shall, as a condition of membership, subscribe and fully pay for the number of Class "A" Membership Equity Shares required to be held by a member.

- 2.21 (a) Equity shares may be held jointly, but nothing in this Rule diminishes the number of Class "A" Membership Equity Shares that a member must hold.
- (b) All jointly held equity shares shall carry the right of survivorship unless a contrary statement, in writing, is given at the time of subscription and signed by all parties jointly holding the shares.
- (c) The Credit Union shall not be required to redeem any equity share that is jointly held, until the death of the last joint holder.
- 2.22 Where required by applicable legislation, the Credit Union shall issue share certificates for equity shares, each of which shall state on its face the words "NOT GUARANTEED BY THE CREDIT UNION DEPOSIT INSURANCE CORPORATION".
- 2.23 Every share certificate issued by the Credit Union shall be in such form as the directors approve and shall comply with the *Credit Union Incorporation Act* and the *Company Act*.
- 2.24 If any share certificate is worn out or defaced, then, on production of that certificate to the Credit Union, the certificate may be cancelled and a new certificate issued in place of that certificate; and if any share certificate is lost or destroyed, then, on proof of the loss or destruction to the satisfaction of the directors, on paying to the Credit Union a fee not exceeding that prescribed under the *Company Act*, and on giving such indemnity as the directors deem adequate, a new certificate in place of the lost or destroyed certificate shall be issued to the party entitled to it.
- 2.25 A share certificate registered in the names of two or more persons shall be delivered to the person first named on the register of members.
- 2.26 No equity shares shall be transferred without the previous consent of the directors expressed by a resolution of the directors, and the directors shall not be required to give any reason for refusing to consent to any such proposed transfer.
- 2.27 No transfer or assignment of equity shares is effective until the register of members of the Credit Union is completed, indicating the transfer or assignment.
- 2.28 No transfer of equity shares shall be registered unless a proper instrument of transfer has been delivered to the Credit Union, but an instrument of transfer is not required for the Credit Union to register a transmission of shares in compliance with the *Credit Union Incorporation Act* and the *Company Act*.
- 2.29 Subject to the *Credit Union Incorporation Act*, the *Company Act*, its constitution, and these Rules, the Credit Union shall, on application of the transferor or transferee of an equity share, enter the name of the transferee on its register of members.

- 2.30 The instrument of transfer of any equity share shall be in writing in the form, if any, on the back of the Credit Union's share certificates or any other form that the directors may approve.
- 2.31 If the directors so require, each instrument of transfer shall be in respect of only one class of shares.
- 2.32 Every instrument of transfer shall be executed by the transferor and left at the registered office of the Credit Union for registration, together with the share certificate, if any, for the shares to be transferred and such other evidence, if any, as the directors may require to prove the title of the transferor or his right to transfer the shares. All instruments of transfer which are registered shall be retained by the Credit Union but any instrument of transfer that the directors decline to register shall be returned to the person depositing the same, together with the share certificate which accompanied the same when tendered for registration.
- 2.33 The signature of the registered owner of any equity shares or of his duly authorized attorney on the form of transfer constitutes an authority to the Credit Union to register the shares specified in the form of transfer in the name of the person named in that form as transferee.
- 2.34 Neither the Credit Union nor any director, officer or agent is bound to inquire into the title of the transferee of those equity shares to be transferred or is liable to the registered or any intermediate owner of those shares, for registering the transfer.
- 2.35 Subject to these Rules and the *Credit Union Incorporation Act*, a person who becomes entitled to an equity share as a result of the death or bankruptcy of any member or auxiliary member, on producing the evidence required by the *Company Act*, or who becomes entitled to a share as a result of an order of a court of competent jurisdiction or a statute, on producing such evidence as the directors think sufficient that he is so entitled, may be registered as holder of the share or may transfer the share to a person entitled by these Rules and the *Credit Union Incorporation Act* to hold such share.
- 2.36 (a) A member may subscribe for a maximum of 100 Class "A" Membership Equity Shares.
- (b) A member may subscribe for a maximum of 5000 Class "B" Dividend Transaction Equity Shares.
- (c) A member may subscribe for a maximum of 5000 Class "C" Voluntary Investment Membership Equity Shares.

- 2.37 (a) Dividends, patronage refunds, or bonuses declared, if any, at the discretion of the directors may be paid as an allocation of Class "A" Membership Equity Shares, Class "B" Dividend Transaction Equity Shares, or Class "C" Voluntary Investment Equity Shares, and Class "D" Non Equity Shares.
- (b) Dividends declared, if any, may, at the discretion of the directors, be at a different rate for different classes of shares.
- (c) Subject to the provisions of the *Company Act*, the *Financial Institutions Act*, and the *Credit Union Incorporation Act*, the Credit Union, or the directors on behalf of the Credit Union, may pay a commission or allow a discount to any person in consideration of that person subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Credit Union, or procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any such shares, provided that the rate of the commission and discount shall not in the aggregate exceed the amount permitted by the *Company Act*.
- 2.38 Subject to the *Credit Union Incorporation Act*, the *Financial Institutions Act*, and the *Company Act*, the directors may develop and offer such participation programs as they deem in the best interest of the Credit Union.
- 2.39 Class "D" non-equity shares shall be redeemed by the Credit Union upon the written request of the member.

RULE 3

BORROWING AND LENDING

- 3.1 Subject to the *Credit Union Incorporation Act*, *Financial Institutions Act*, and the *Company Act*, the directors of the Credit Union may raise and borrow money for the purposes of the Credit Union upon such terms and conditions as to interest, terms of repayment, and security as they determine by resolution.
- 3.2 Subject to the *Credit Union Incorporation Act*, *Financial Institutions Act*, and the *Company Act*, the directors shall determine the terms and conditions of loans as to interest and other charges, terms of repayment and security, and may require that a number of Class "B" Dividend Transaction Equity Shares be subscribed for and purchased by a member as a condition of a loan to that member and may, by resolution, delegate the power to make loans and to make the determination aforesaid.

RULE 4

DIRECTORS AND MANAGEMENT

- 4.1 The number of directors of the Credit Union shall be nine, and subject to Rule 4.2 shall be comprised of the following:

- (a) one director from the East Shore Representative Area;
- (b) four directors from the Nelson Representative Area;
- (c) two directors from the Rossland Representative Area;
- (d) two directors elected at large;

but if that number is reduced by death, resignation, disqualification or removal from office or by failure to elect or appoint a director pursuant to these Rules, the remaining directors, save as provided by any other provision in these Rules, shall have all the powers of the directors until the vacancy or vacancies caused thereby have been filled by the appointment or election.

- 4.2 The directors of the Credit Union, in their sole discretion, may increase or decrease the number of directors to be elected from a Representative Area if the directors, in their sole discretion, determine that there has been a material change in the assets, profitability or number of members of the branch or branches of the Credit Union located in that Representative Area relative to the assets, profitability or number of members of the branches of the Credit Union in other Representative Areas. If the directors so determine to increase or decrease the number of directors from a Representative Area, the directors shall decrease or increase the number of directors to be elected from another Representative Area or Representative Areas by a like number, so that there remain in the aggregate seven directors from Representative Areas. A Representative Area shall, at all times, have no less than one director. A change in the number of directors from a Representative Area shall take effect when specified by the Directors, provided that an incumbent director shall be entitled to continue to hold office for the balance of his or her term of office. Any determinations made by the directors pursuant to this Rule shall be final and conclusive.
- 4.3 Each year, directors shall be elected to replace those whose terms of office expire and a director whose term of office expires is eligible for re-election. Except where an election is held to fill the unexpired portion of a term, directors shall be elected to hold office for three years.
- 4.4 Members having their principal residence in a Representative Area shall be entitled to vote for the directors nominated to represent that Representative Area, but not for the directors nominated to represent any other Representative Area. The directors may, in their sole discretion, determine the criteria for determining the principal residence of a member. All members shall be entitled to vote for the directors nominated to represent the Credit Union at large.
- 4.5 Where any offices of directors being filled at any election are for different lengths of terms, the term of each person shall be determined in proportion to the number of votes each person receives, the person receiving the greatest number of votes to hold office for the longest term, provided that if there are two or more persons having an equal number

of votes, or, if there is an election by acclamation, the Chairman of the Nominating Committee shall either determine the respective terms of the persons so elected or direct that the terms be determined by lot.

4.6 Subject to the provisions of Rule 4.33, a member in good standing, other than a person disqualified by Rule 4.7, shall be eligible for election as a director.

4.7 No person who:

- (a) is a person disqualified from becoming or acting as a director pursuant to the *Company Act*, the *Financial Institution Act*, or the *Credit Union Incorporation Act*;
- (b) is or becomes a paid employee of the Credit Union or an affiliate of the Credit Union or the spouse, child or stepchild of a paid employee of the Credit Union or an affiliate of the Credit Union;
- (c) is an employee of a credit union or an affiliate of a credit union during the one year period prior to the date that nominations for the office of director under these Rules closed;
- (d) is an employee, officer or director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution or another credit union (other than a director of a central credit union) or a subsidiary of any of them except where that person has been requested or authorized in writing by the directors to serve as a director of a bank, trust company, loan company, savings and loan association, deposit-taking institution, lending institution or another credit union or a subsidiary of any of them;
- (e) has not been a member in good standing of the Credit Union for twelve consecutive months; or
- (f) being a director, has failed, without being excused, to attend regular meetings of directors for three consecutive months in which meetings are held;

is eligible to hold office as a director and, if holding office as a director, such person shall vacate the office forthwith.

4.8 Before commencing duties, a director shall complete and submit to the Superintendent the personal information return required by the *Financial Institutions Act*, disclosing the required information.

4.9 At least 150 days before an annual general meeting, the directors shall appoint a Nominating Committee of not less than three members, who shall be individuals and not junior members and who may, but need not be directors, provided however that no director whose term of office is expiring at the annual general meeting next following the

appointment of the Nominating Committee may serve as a member of the Nominating Committee.

- 4.10 At least 120 days before an annual general meeting, the Nominating Committee shall:
- (a) determine the total number of directors required to be elected to take office at the close of the next annual general meeting, the number, if any, required to be elected from each Representative Area, and the number, if any, required to be elected at large;
 - (b) notify all members of the Credit Union that an election of directors is to take place, specifying the number of positions required to be filled, the number of directors, if any, required to be elected from each Representative Area, and the number of directors, if any, required to be elected at large;
 - (c) advise all members that, for the purposes of being eligible to vote in the election, a person must be a member, other than a junior member, in good standing 15 days prior to the first day on which voting takes place as contemplated by Rule 4.18, and
 - (d) invite the submission to it, in writing, for consideration, the names of proposed candidates, prior to the date on which nominations shall close, which shall be specified in the notice, and which date shall be not less than 30 days from the date of the notice.
- 4.11 The Nominating Committee shall ensure that all nominated candidates are members in good standing and eligible to seek election or re-election. Junior members shall not be eligible for election.
- 4.12 No member, unless a member of the Nominating Committee, may nominate more than one candidate in respect of an election of a Director or Directors. Nominations close on a date as determined by the Nominating Committee.
- 4.13 Only a member in good standing 15 days prior to the first business day on which voting takes place as contemplated by Rule 4.18 is eligible to vote in an election of a director or directors.
- 4.14 A member of the Credit Union, who is not an individual, may vote in an election of directors by an individual who:
- (a) is not a member, and
 - (b) by written authorization deposited with the Credit Union, is authorized to vote on behalf of that member.
- 4.15 Before the name of a person is placed in nomination as a candidate for election as a director, that person shall deliver to the Nominating Committee a declaration, in writing:

- (a) stating that the member is willing:
 - (i) to stand for election, and if elected, to serve as a director;
 - (ii) to observe the provisions of the *Credit Union Incorporation Act*, the *Financial Institutions Act* and the *Company Act*, as applicable;
 - (iii) to comply with the Directors' Conflict of Interest Guidelines adopted by the directors from time to time;
 - (iv) to observe the Rules of the Credit Union and procedures relating to the election and conduct thereof; and
 - (b) if the member is nominated for election as a director from the East Shore Representative Area, the Nelson Representative Area or the Rossland Representative Area, stating that the member meets the qualifications set out in Rule 4.33.
- 4.16 The Nominating Committee shall examine each nomination received and determine whether the nomination complies with the *Financial Institutions Act* and these Rules, and shall accept each nomination of a member qualified to be a candidate whose nomination is in order and reject each nomination which is not in order or that does not comply and notify each nominee accordingly and shall:
- (a) place in nomination the names of qualified candidates at least equal to the number of vacancies to be filled in the election;
 - (b) place in nomination the names of other qualified candidates nominated in writing by one member in good standing of the age of majority;
 - (c) determine whether or not a member being considered for nomination for election as a director from the East Shore Representative Area, the Nelson Representative Area or the Rossland Representative Area meets the qualifications set out in Rule 4.33 and their decision shall be final and binding; and
 - (d) request that each candidate complete the personal information return required to be submitted to the Superintendent pursuant to the *Financial Institutions Act*.
- 4.17 If the number of qualified persons nominated for the offices for which the election is to be held is less than or equal to the number of offices to be filled, the persons so nominated shall be declared by the Nominating Committee to be elected by acclamation.
- 4.18 Where an election is to be held, the Nominating Committee shall forward at least 30 days before the annual general meeting to all members of the Credit Union entitled to vote:
- (a) a photograph, resume and policy statement if submitted by a candidate for election pursuant to Rule 4.30;

- (b) clear and precise instructions for voting;
- (c) advice of the dates and times during which voting in the election shall take place;
- (d) advice of the place or places at which polling in the election shall take place;
- (e) a list of conditions under which members will be eligible to vote in the election;
- (f) advice of the right of each member to request in writing, not less than 10 days prior to commencement of voting, a ballot or ballots which may be cast by mail instead of being cast at a polling place;

and where the member requests a mail ballot, the member shall receive:

- (i) a ballot or ballots listing, alphabetically, the names of all nominees from the Representative Area for which the member is entitled to vote and all nominees for at-large positions;
- (ii) a ballot envelope which will ensure confidentiality;
- (iii) a ballot authentication envelope with space for the name, address, branch, Representative Area, membership number, and the signature of the member;
- (iv) an addressed envelope bearing the address of the registered office of the Credit Union; and
- (v) clear instructions for casting the ballots and return thereof by Canada Post or personal delivery, specifying the day on which the ballots must be received by the Credit Union in order to be counted.

- 4.19 Voting in an election of directors shall be by voting in person, at any branch office of the Credit Union on three business days ending not less than two days before the annual general meeting, by electronic means on three business days ending not less than two days before the annual general meeting, or by mail ballot upon receipt of a member's written request in the manner and within the time provided in Rule 4.18(f).
- 4.20 The directors may appoint a returning officer.
- 4.21 A returning officer appointed under Rule 4.20 may, but need not be, a member of the Credit Union but the returning officer shall not be an employee of the Credit Union.
- 4.22 Where a returning officer is appointed, he or she shall be appointed at least 30 days prior to the date on which voting in an election is to commence.
- 4.23 The Nominating Committee may engage such other resource persons as the directors and the Nominating Committee agree are required to conduct the election in a proper manner.

- 4.24 A ballot listing nominees from a Representative Area may contain votes for less than or equal to, but not more than, the number of persons to be elected from the Representative Area for which the member is entitled to vote and a ballot listing nominees for at-large positions may contain votes for less than or equal to, but not more than, the number of persons to be elected to represent the Credit Union at large, and any ballot indicating another intention is void.
- 4.25 If a member who is entitled to receive a ballot does not receive a ballot or loses or destroys the ballot before it is cast, then prior to the close of balloting, on declaration by the member that the ballot was not received or has been lost or destroyed and that the member has not cast a ballot in the election, a new ballot shall be made available to that member, together with such information as was provided to other members entitled to vote in that election.
- 4.26 The returning officer or, if there is no returning officer, the Nominating Committee, shall supervise the election of directors and:
- (a) may require a member to provide proof and particulars of membership and may require a member to provide a declaration that the member has not previously cast a ballot in the election then in progress;
 - (b) shall obtain all ballots and after the close of balloting, shall cause a tally to be made of all ballots, such tally to be made in a manner that ensures the secrecy of the balloting;
 - (c) shall determine whether a ballot is to be accepted or rejected and such determination is final and not open to review;
 - (d) following the completion of voting, inform the candidates and the board of directors of the results; and
 - (e) shall announce at the annual general meeting next following the completion of voting the results of the election.
- 4.27 An alphabetic list of the successful candidates shall be posted in each office of the Credit Union as soon as the result of the voting have been announced at the annual general meeting and shall remain posted for three clear business days.
- 4.28 Subject to the *Financial Institutions Act*, a person elected as a director shall take office at the close of the annual general meeting next following his or her election or, if the election results with respect to the election of that person are not determined by the close of the annual general meeting, then as soon thereafter as the results are determined, provided that for the purpose of determining that person's length of term, he or she shall be deemed to have taken office at the close of the annual general meeting.

- 4.29 The directors may from time to time determine the method and manner in which candidates shall be permitted to campaign for election and candidates shall campaign in accordance with the method and manner as determined by the directors.
- 4.30 No candidate shall interfere with the election process or seek assistance in connection with the election from any employee of the Credit Union.
- 4.31 A candidate may submit a photograph of the candidate, a resume and a statement not exceeding in aggregate 250 words setting forth the candidate's biographical information, occupation, Credit Union affiliation, experience and qualifications which statement shall be reviewed by the Nominating Committee and may be rejected by the Committee if the Committee considers it to be lacking in good taste, inaccurate, defamatory, injurious to the reputation of the Credit Union or if it exceeds 250 words.
- 4.32 Every director shall, forthwith after his or her election as a director of the Credit Union, file with the Conduct Review Committee a statement of disclosure in the form established by the Conduct Review Committee disclosing any conflicts of interest which he or she may have.
- 4.33 (a) In order to be qualified to be elected as a director from the East Shore Representative Area, a person must, at the time his or her name is placed in nomination, have his or her principal residence within the East Shore Representative Area and must be a member in good standing of the East Shore Branch of the Credit Union 12 months prior to the time his or her name is placed in nomination;
- (b) In order to be qualified to be elected as a director from the Nelson Representative Area, a person must, at the time his or her name is placed in nomination, have his or her principal residence within the Nelson Representative Area and must be a member in good standing of the Nelson Branch of the Credit Union 12 months prior to the time his or her name is placed in nomination;
- (c) In order to be qualified to be elected as a director from the Rossland Representative Area, a person must, at the time his or her name is placed in nomination, have his or her principal residence within the Rossland Representative Area and must be a member in good standing of the Rossland Branch of the Credit Union 12 months prior to the time his or her name is placed in nomination.
- 4.34 Where a casual vacancy occurs among the directors or for any reason the office of director is not filled in an election, the remaining directors may appoint a qualified person to fill the vacancy. Any person so appointed shall hold office until the close of the next annual general meeting.
- 4.35 Where the number of directors of the Credit Union is reduced below the number fixed by, or pursuant to, Rule 4.43 as the quorum for directors, the continuing directors may act for

the purpose of filling the vacancies up to that number or of summoning a general meeting of the Credit Union but for no other purpose.

- 4.36 Notwithstanding Rule 4.1 or Rule 4.7(d) or (e), whenever the Credit Union enters into an agreement to purchase all or substantially all of the assets of another Credit Union, in accordance with the *Credit Union Incorporation Act*, the directors may appoint as additional directors, persons who were directors of the transferring Credit Union at the date of the transfer and designate their terms of office but the total number of directors of the Credit Union following such appointment shall not exceed 15.
- 4.37 Where the term of office of a director appointed pursuant to Rule 4.36 has expired or where the position becomes vacant prior to the expiration of the term of office, no vacancy shall be deemed to exist.
- 4.38 The directors shall meet within 30 days after each annual general meeting and shall elect from their own numbers a chairman, who shall be the President, a vice-chairman and a secretary and may appoint such additional officers as they consider necessary.
- 4.39 The director shall meet at least nine times in each year and not less frequently than once in each quarter.
- 4.40 The Chairman may call a meeting of the directors at any time and shall, within 14 days of receipt of a written request of three directors, call a meeting of the directors.
- 4.41 Reasonable notice of a meeting of directors specifying the place, day and hour of such meeting shall be given by mail, postage prepaid, addressed to each of the directors at his or her address as it appears on the books of the Credit Union or by leaving it at his or her usual business or residential address or by telephone, electronic mail, or any method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of directors to any director:
- (a) who is at the time not in the Province of British Columbia; or
 - (b) if such meeting is to be held immediately following the general meeting at the close of which such director takes office or is the meeting of directors at which such director is appointed.

Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at that meeting.

- 4.42 A director may waive, in writing, notice of any past or present meeting of the directors.
- 4.43 A majority of the directors shall constitute a quorum but a lesser number may adjourn from time to time until a quorum is obtained.

- 4.44 A director who is interested, directly or indirectly, in a proposed contract or transaction with the Credit Union may be counted for the purposes of the quorum required by Rule 4.43.
- 4.45 The directors shall appoint the general manager and may appoint committees or authorize the appointment of such employees as may be required for the proper operation of the Credit Union.
- 4.46 In the absence of the chairman or his or her inability for any cause to act or in case the office of the chairman becomes vacant the vice-chairman shall discharge the duties of the chairman.
- 4.47 Subject to the *Credit Union Incorporation Act* and the *Financial Institutions Act*, the directors may adopt rules of order governing their conduct but, where no rules are adopted, the current edition of "Robert's Rules of Order Newly Revised" shall be used.
- 4.48 A director or a committee member may participate in a meeting of the directors or any committee of the directors by means of conference telephones or other communications facilities by means of which all directors or committee members participating in the meeting can hear each other, provided that all such directors or committee members agree to such participation. A director or committee member participating in accordance with this Rule shall be deemed to be present at the meeting and to have so agreed and shall be counted in a quorum therefore and be entitled to speak and vote thereat.
- 4.49 A resolution, whether or not in counterpart, consented to in writing by all directors or all the members of a committee and filed with the minutes of the directors or the committee shall be as valid and effectual as if it had been passed at a meeting of the directors or of the committee, duly called and constituted.
- 4.50 The directors shall annually elect three of their number as the Audit Committee.
- 4.51 The directors shall annually elect an Investment and Loan Committee composed of not fewer than three individuals.
- 4.52 The directors shall annually elect not fewer than three of their number as the Conduct Review Committee.
- 4.53 Subject to the *Credit Union Incorporation Act*, the *Financial Institutions Act*, and the *Company Act*, the directors may delegate any of their powers to committees consisting of such persons as the directors think fit, and to such officer or officers as the directors think fit, and may from time to time revoke such delegations.
- 4.54 Any committee formed under Rule 4.53 shall, in the exercise of the powers so delegated, conform to any terms and conditions that may from time to time be imposed upon it by the directors.

- 4.55 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any regulations made by the directors under Rule 4.54.
- 4.56 Every committee shall report to the next succeeding meeting of the directors all business dealt with by the committee since the last preceding meeting of the directors.
- 4.57 Subject to the limitations contained in the *Financial Institutions Act*, the Credit Union shall indemnify:
- (a) each director and officer of the Credit Union;
 - (b) each former director and officer of the Credit Union; and
 - (c) each person who acts or who has acted at the request of the Credit Union as a director or officer of a corporation of which the Credit Union is or was a member or creditor;

against all costs, charges and expenses, including an amount paid to settle any action or satisfy any judgment, reasonably incurred by the director or officer or person for any civil, criminal or administrative action or proceeding to which the director or officer or person is made a party by reason of being or having been a director or officer of the Credit Union or corporation, if the director or officer of the Credit Union or corporation acted honestly and in good faith with a view to the best interests of the Credit Union and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer of the Credit Union or corporation had reasonable ground for believing that his or her conduct was lawful.

RULE 5

GENERAL MEETINGS

- 5.1 The Annual General Meeting of the Credit Union shall be held on a date to be fixed by the directors and shall be convened and held in accordance with the provisions of the *Credit Union Incorporation Act*.
- 5.2 Other General Meetings may be convened and held in accordance with the provisions of the *Credit Union Incorporation Act*.
- 5.2A The Annual General Meeting and any other General Meeting of the Credit Union may be held by holding two (2) or more meetings of members at different times and places which meetings together shall constitute a single Annual General Meeting or other General Meeting as the case may be and the total of the votes that are cast on a resolution at the meetings shall be counted after the last of the meetings have been held. The Directors shall, subject to the *Credit Union Incorporation Act*, determine the procedure for conducting such meetings.

- 5.3 Subject to the *Credit Union Incorporation Act*, a General Meeting may adopt rules of order for its conduct, but if no rules are adopted, the current edition of "Robert's Rules of Order Newly Revised" shall be used.
- 5.4 At a General Meeting of the Credit Union, thirty (30) members shall constitute a quorum, but a lesser number may adjourn from time to time until a quorum is obtained. For the purposes of this Rule, if a General Meeting is being held by holding two or more meetings of members at different times and places, the quorum for each such meeting is thirty (30) members.
- 5.5 So far as is practical, the order of business at an Annual General Meeting shall be as follows:
- call to order, ascertainment
 - of quorum,
 - appointment of recording secretary and of parliamentarian, adoption
 - of agenda,
 - approval of minutes,
 - business arising out of minutes, report
 - of the directors,
 - report of management,
 - presentation of financial statements,
 - report of the auditor,
 - approval of auditor's report, report
 - of other committees, elections,
 - appointment of auditor,
 - unfinished business, new
 - business,
 - good and welfare
 - adjournment
- 5.6 Each person desiring to cast a vote on any issue, shall on request, present evidence of age, identity and membership, and a declaration that the member has not previously voted on the issue then in progress.
- 5.7 (a) Only a member in good standing who is not a junior member may vote on a resolution.
- (b) A member of the Credit Union who is not an individual may be represented and vote at meetings of the Credit Union by an individual who:
- (i) is not a member, and
 - (ii) by written authorization deposited with the Credit Union, is authorized to vote at the meeting on behalf of the member.

- 5.8 The chairman or a director designated by the chairman shall chair General Meetings of the Credit Union.
- 5.9 Subject to the *Credit Union Incorporation Act* the chairman shall determine the manner by which voting shall be undertaken at a meeting of the Credit Union.
- 5.10 No member shall vote by proxy.
- 5.11 Special resolutions may be proposed by the Board of Directors.
- 5.12 To be eligible to vote on a special resolution, a person must be member in good standing, other than a junior member, fifteen (15) days prior to the first business day on which voting takes place as contemplated by Rule 5.13.
- 5.13 Voting on a special resolution shall be mail ballot, electronic ballot, or by voting in person at any branch of the Credit Union, whichever method the member chooses.
- 5.14 Procedures for voting on special resolutions shall be determined by the directors, provided that voting in person at a branch of the Credit Union or voting by means of an electronic ballot shall take place on no fewer than three business days.
- 5.15 The auditor of the Credit Union and a returning officer (who may, but need not be, a member of the Credit Union) appointed by the Directors shall be responsible for the supervision of the voting on special resolutions. A determination of the returning officer shall be conclusive and binding upon all concerned.
- 5.16 The returning officer may require a member to provide proof and particulars of membership and eligibility and may require a member to provide a declaration that the member has not previously cast a ballot during the special resolution vote then in progress.
- 5.17 The returning officer shall obtain all ballots and after the close of balloting shall cause a tally to be made of all ballots, such tally to be made in a manner that ensures the secrecy of the balloting.
- 5.18 Notwithstanding anything herein contained, the final decision in determining whether a ballot is to be accepted or rejected shall be made by the returning officer when the votes are tallied and the decision of the returning officer is final and not open to question or review.
- 5.19 The auditor shall communicate the results of the vote on a special resolution to the Chairman within seven (7) days of the tally of ballots and the Directors shall communicate the results of the vote on a special resolution to the members by mail within sixty (60) days of receiving the results from the auditor.
- 5.20 The Credit Union will file with the Superintendent every special resolution passed by its members.

RULE 6

SEAL

- 6.1 The Credit Union may have a corporate seal.
- 6.2 If the Credit Union has a corporate seal, the directors shall provide for its safe custody at the registered office of the Credit Union or such other place as the directors determine it shall be kept for safekeeping and shall provide for its use.

RULE 7

ALTERATION

- 7.1 Subject to the *Credit Union Incorporation Act*, the *Financial Institutions Act*, and the *Company Act*, the Credit Union may alter its constitution or these Rules from time to time, by special resolution.

RULE 8

FINANCIAL YEAR END

- 8.1 The financial year end of the Credit Union is December 31.