

### **ARTICLE 1 – Name**

No changes.

### **ARTICLE 2 – MEMBERSHIP**

No Changes.

### **ARTICLE 3 – MEETINGS**

- In Section 1 the words “at the place within New Brunswick that” have been replaced with “in such a manner as”. This allows greater flexibility to enable virtual meetings.
- A new Section 4(2) has been added as follows “These by-laws provide that any member of a credit union may, in the presence of a facilitator for the meeting, participate in a meeting of members by means of telephone, electronic means or other communication facilities that permit all persons participating in the meeting to hear each other, and any member participating in a meeting by those means shall be deemed for the purposes of the Credit Union Act, Section 90 to be present at that meeting.” Have been added to allow greater flexibility to enable virtual meetings.
- In Section 5(2)(b), the words “approval of the maximum aggregate amount to be paid to all directors as remuneration for the performance of their duties during the current fiscal year of the credit union” has been added. This was added to the new *Credit Unions Act* as something that is not considered special business, and this change to 5(2)(b) mirrors the language in the *Act*.
- In Section 9(1) the word “nineteen” has been replaced with “eighteen”, to reflect the lower member voting age permitted by the new *Act*.
- In Section 9(2), the words “unless they are authorized under subsection 10(1) of these By-laws to vote on behalf of a body corporate or association, in which case they are entitled to vote on their own behalf as well as on behalf of the body corporate or association” have been added. This reflects a change in the *Act*, which clarified that members who are authorized to vote on behalf of a corporation or association are also permitted to vote on their own behalf if they hold a personal membership.
- In Section 14(1), the words “shall be by a show of hands except where a ballot is demanded by a member entitled to vote at the meeting” have been replaced with “shall be in the form and manner established by the Board of Directors from time to time, and may include mail ballot, in branch ballot, electronic voting, or other means”. This allows greater flexibility around the method of voting and is in line with what is in the new *Act*.
- Section 14(2) has been removed in accordance with changes to 14(1).
- In Section 15(1) the minimum number of members required to call a special meeting has been changed to reflect the new *Act*. The words “One hundred members who have the right to vote at a meeting sought to be held” have been replaced with “Five percent of members who are entitled to vote at a meeting of members or 250 members entitled to vote at that meeting, whichever represents the lower number of members”.

#### **ARTICLE 4 – NOMINATION AND ELECTION OF DIRECTORS**

- Section 3, which required the President or Chairperson to call for nominations on the floor during a member meeting, has been removed. This allows greater flexibility if the credit union ever wanted to hold advance voting.
- In Section 3 (previously Section 4 but has been renumbered due to removal of Section 3 above), the wording for scrutineers has been changes as follows. The words “...who shall distribute the ballots and collect same, and when the vote is taken shall tally the same...” have been replaced with “to oversee voting by the members. The appointed scrutineers shall tally the votes...”. This new language allows greater flexibility for advance voting, electronic voting, etc. since it does not require distribution and collection of ballots.
- A new Section 4 has been added as follows. “Where vacancies still exist following the close of nominations, an additional call for nominations shall be made by the Chairperson at the members’ meeting. If this call results in sufficient nominations to exceed the vacant positions such that an election is required, the method of election shall be by one vote per member and the nominee(s) receiving the highest number of votes shall be declared elected.” This new section gives flexibility so that if no nominees are found for director vacancies ahead of the member meeting, the President or Chairperson may call for nominations from the floor.
- In Section 6, the words “a ballot shall be taken” have been replaced with “voting shall take place”. This still allows for use of a ballot vote but allows greater flexibility in case electronic voting is ever used.
- In Section 10(e), the words “the Credit Union Central of New Brunswick or the Risk Management Agency” have been replaced with “Atlantic Central, the New Brunswick Credit Union Deposit Insurance Corporation or the Financial Consumer Services Commission” to reflect the updated names of the organizations as well as the new *Act*.
- In Section 10(i) and 10(j) the words “spouse of a person” have been added after the words “a person”. This reflects an addition in the new *Act*.

#### **ARTICLE 5 – DIRECTORS AND OFFICERS**

- In Section 3(2) the number “89” has been replaced with “101”.
- In Section 4(1), the words “at such a place in the Province” have been replaced with “in such a manner” to allow greater flexibility around the types of director meetings the directors can choose to have.

#### **ARTICLE 6 – DUTIES OF OFFICERS**

No change.

#### **ARTICLE 7 – AUDIT COMMITTEE**

- In Preamble the words “those regulations” has been replaced with “Rule CU-001” to reflect the new *Act*.
- In Section 1(1) the number “10” has been replaced with “6”. This allows the Audit Committee to still meet 10 or more times if it chooses but allows greater flexibility to miss a meeting during times of the year when it may be more difficult to meet (Summer, December, etc.).

**ARTICLE 8 – MEMBERSHIP SHARES**

- In Section 2(a)(i) the wording “membership shares, with such purchase being made by full payment in money or by subscription in amounts no less than five dollars and over a period of time not to exceed 60 months from the date the member joined the Credit Union” have been removed. In addition the words “three thousand” has been replaced with “five thousand”
- In section 4 the number 39 has been replaced with “46” to reflect the new *Act*. In addition the words “with the approval of the members at the annual meeting of the Credit Union” have been replaced with “as may be established by a resolution of the Board of Directors” to reflect the new act.

**ARTICLE 9 – SURPLUS SHARES**

- In section 6 the number “39” has been replaced with the number “46” to reflect the new *Act*.
- In Section 7(b) the word “equity” has been replaced with “regulatory capital” to reflect new wording in the *Act*.
- In Section 7(c) the word “equity” has been replaced with “regulatory capital” and the word “regulations” has been replaced with “rules” to reflect the new *Act*.