

PROPOSED BY-LAW CHANGES

Part 1:

1(a). Section 1.01 Definitions amended to provide a definition of ordinary resolution and special resolution of the members.

| Current By-law | 2025 By-law Amendment |
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| N/A | <p>"ordinary resolution": means a resolution passed by a majority of the votes cast by members who voted in respect of that resolution;</p> <p>"special resolution of the members" means a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted in respect of that resolution;</p> |

1(b). Section 2.02 Information available to members amended to remove the last paragraph as this language contradicts the Act.

| Current By-law | 2025 By-law Amendment |
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| <p>Members of the credit union may examine the following records during the usual business hours of the credit union and may obtain copies therefrom upon payment of a reasonable fee:</p> <p>(a) the articles and the by-laws of the credit union and all amendments thereto;</p> <p>(b) the duly executed minutes of meetings and resolutions of members; and</p> <p>(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</p> | <p>Members of the credit union may examine the following records during the usual business hours of the credit union and may obtain copies therefrom upon payment of a reasonable fee:</p> <p>(a) the articles and the by-laws of the credit union and all amendments thereto;</p> <p>(b) the duly executed minutes of meetings and resolutions of members; and</p> <p>(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</p> |

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| <p>union with the several dates on which each become or ceased to be a director, officer or committee member.</p> <p><i>provided that the Credit Union reserves the right to deny any person access to this information if it believes the person intends to use the information for the purposes of enforcing a personal claim or grievance against the Credit Union or any of its directors, officers or others, for purposes of promoting general economic, political, racial, religious, social or similar causes, or for a purpose not related to the affairs of the Credit Union.</i></p> | <p>union with the several dates on which each become or ceased to be a director, officer or committee member.</p> |
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1(c). Section 4.04 Termination of Membership has been amended to align with the Act.

| Current By-law | 2025 By-law Amendment |
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| <p>4.04 The directors may, by resolution passed by a majority of not less than 3/4 of the directors at a meeting called to consider the resolution, terminate the membership of a member.</p> | <p>4.04 The membership of a member may be terminated by the directors by resolution passed by a majority of not less than 3/4 of the directors at a meeting called to consider the resolution, provided the member whose membership is the subject of termination must be given seven days prior notice of the directors meeting that will consider the termination, and the member is entitled to appear at the meeting, in person or by or with an agent or counsel, to make submissions to the directors. Notice of the decision to terminate shall be given to the person whose membership has been terminated, within seven days after the meeting.</p> <p>4.05 The membership of a member may be terminated by a credit union without a resolution of the directors if the member engages in abusive or discriminatory conduct or conduct that threatens the health or safety of others in the member's dealings with the credit union. The credit union shall give the person notice of the termination together with a statement of the grounds upon which the membership was terminated within seven days of the termination.</p> |

1(d). Section 4.06 and 4.07 Appeal of Termination has been amended to align with the Act.

| Current By-law | 2025 By-law Amendment |
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| <p>4.05 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.</p> | <p>4.06 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</p> <p>(a) A person whose membership is terminated under Section 4.04 above may appeal the decision to the membership at the next meeting of members, provided the person gives notice to the credit union of the intention to appeal within fourteen days of receipt of notice of termination issued pursuant to Section 4.04, and further provided that there is no right of appeal if the reasons for termination included causing financial loss to the credit union through fraud or by issuing illegal negotiable instruments or as a result of a breach of any agreement between the member and the credit union for the use of electronic services provided by the credit union.</p> <p>(b) If notice to appeal is issued within the time lines in 4.06 subsection (a), the members shall, at the next meeting of members, by majority vote, either ratify the termination or set aside the termination and reinstate the member. Until the decision of the member, the membership shall continue to be valid. If the members ratify the termination, the person whose membership is terminated shall not be again admitted to membership except by special resolution of the members.</p> <p>4.07 (a) A person whose membership is terminated under this Section 4.05 above may request that the board of directors of the credit union review the decision. The request must be in writing and be sent to the credit union within 14 days after the date that of receipt of notice of termination issued pursuant to was given under subsection 4.05. The directors are not required to hold a hearing on a review, but they must give the person requesting the review an opportunity to make written submissions. The directors must either confirm or set aside the decision of termination and must give the person written notice of their decision.</p> |

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| | (b) A person whose membership termination has been reviewed pursuant to subsection (a) has no further right of appeal. The person whose membership is terminated shall not be again admitted to membership except by special resolution of the members |
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1(e). In accordance with the Act, Section 4.08 Suspension of Services has been included.

| Current By-law | 2025 By-law Amendment |
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| N/A | The credit union may at any time and without Board resolution suspend some or all services to a member who has caused financial loss to the credit union through fraud or by issuing illegal negotiable instruments or by breaching a term or condition of an agreement for use of electronic services provided by the credit union. |

1(f). Section 4.07 Rights of Members has been repealed as it doesn't fit in the general provisions relating to applications. Terminations of membership and the by-laws already contemplate the referendum concept in Section 5.03 and the amendment concept in Section 9 in better detail.

| Current By-law | 2025 By-law Amendment |
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| <p>Subject to the Act and these by-laws, the members of the credit union shall have the right to:</p> <ul style="list-style-type: none"> a) make, amend and repeal the by-laws of the credit union; and b) hold a referendum on any matter of general concern to the members | N/A |

1(f). Section 5.02 Location of Meeting amended to include virtual meeting in accordance with the Act.

| Current By-law | 2025 By-law Amendment |
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| <p>A meeting of members shall be held at such place or places in Manitoba as determined by the board of directors of the credit union.</p> | <p>A meeting of members shall be held at such place or places in Manitoba as determined by the board of directors of the credit union (including the holding of a virtual meeting)</p> |

1(g). Section 5.04 has been amended to align with the Act, changing the Maximum notice period from 40 (forty) days to 50 (fifty) days.

| Current By-law | 2025 By-law Amendment |
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| <p>Notice of meetings shall be provided in accordance with the Act. Such notice shall be given not less than 14 (fourteen) days nor more than 40 (forty) days before the meeting.</p> | <p>Notice of meetings shall be provided to members and auditor of the credit union in accordance with the Act. Such notice shall be given not less than fourteen (14) days nor more than fifty (50) days before the meeting.</p> |

1(h). Section 5.11 Method of voting has been amended to refer to section 5.19 Virtual Meetings - Members. Language within Section 5.11 Method of voting has been updated to clarify that a combination of voting methods may occur. Section 5.11 (b) – show of hands - is now included within Section 5.12 (below).

| Current By-law | 2025 By-law Amendment |
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| <p>Subject to the Act and these by-laws, the process of member voting shall be as follows:</p> <p>(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;</p> | <p>Subject to the requirements for a fully virtual meeting, as set out in Section 5.19, the directors may determine that any question or matter on which the members are entitled to vote be decided by:</p> <p>(a) voting at a meeting of the members; or</p> <p>(b) voting in advance by</p> |

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| <p>(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;</p> <p>(c) A member may vote on any question designated by the directors in the method prescribed by the directors, provided such method in accordance with the Act and regulations.</p> <p>(d) The directors may determine that any question or matter on which the members are entitled to vote be decided by:</p> <ul style="list-style-type: none"> (i) voting 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); or (v) voting in-branch. | <ul style="list-style-type: none"> (vi) mail ballot; (vii) voting by ATM; (viii) voting by on-line electronic or digital means (including email); (ix) voting in-branch; or (x) a combination of the foregoing. |
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1(i). In the previous amendment, section 5.11 (b) voting process by show of hands language, has now been amended into a new section, Section 5.12. The time to demand a ballot has been amended from two minutes, to one minute.

| Current By-law | 2025 By-law Amendment |
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| <p>(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;</p> | <p>Where voting is to take place at a meeting of the members, it shall be by show of hands, except where a ballot is demanded by a member entitled to vote at that meeting. A member may demand a ballot either before the vote is taken, or within one (1) minute after any vote is made by show of hands, and the result of the ballot shall be the decision of the members.</p> |

1(j). Section 5.19 Electronic Meetings – Voting has been removed; the content of this by-law is now included within section 5.19 Virtual Meetings – Members.

| Current By-law | 2025 By-law Amendment |
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| <p>If voting is to take place at or before an electronic meeting, the board of directors must take reasonable measures to ensure that (a) the identity of each person who votes is verified; and (b) each person who votes does so only in their own right consistent with the Act; and the vote is conducted in a manner than allows votes to be individually counted</p> | <p>Meetings of the members may be arranged by means of telephonic, electronic, or other communication facilities (“virtual meetings”), provided the means permit all persons participating during the meeting, including all members who are entitled to vote, to communicate adequately with each other during the meeting and reasonable steps are taken to ensure that the identity of each member in attendance is verified, each member entitled to vote does so in their own right only and not by proxy, and if a ballot is demanded, the vote is conducted in a manner that allows votes to be individually counted.</p> |

1(k). To provide clarity, Section 6.03 Director Qualifications has been amended into two sections, 6.03 minimum qualifications and 6.04 additional qualifications. The geographical restrictions are now included within section 6.05 Composition of the board and the six (6) year waiting period in Section 6.03 (i) has been removed.

| Current By-law | 2025 By-law Amendment |
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| <p>The qualifications to be a director of the credit union are as set out in the Act. In addition, a director shall have the skills and experience as identified by the Board from time to time, including relevant training and expertise. A director shall also have the following additional qualifications;</p> <p>(a) A candidate must not have been in default for more than ninety (90) days of any contractual obligations to the credit union;</p> | <p>6.03 Directors shall have the skills and experience as identified by the board from time to time, including relevant training and expertise, and may be required to participate in education and training programs from time to time. Any member is eligible to be a director, and each director is eligible to remain a director, if the person;</p> <p>(a) is a resident of Canada;</p> <p>(b) is at least 18 years of age;</p> |

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| <ul style="list-style-type: none">(b) A candidate must not have been an employee of the credit union at any time within the last three (3) years;(c) A candidate must not be an Immediate Family Member of a current employee of the credit union;(d) A candidate must have been a member in good standing of the credit union for at least one (1) year;(e) A candidate must not be a director or an employee of another credit union;(f) A candidate must have signed a written undertaking, in the form approved from time to time by the board, to act in the best interests of the credit union and in accordance with these by-laws, the legislation governing the credit union and any approved policies of the board, if elected or appointed as a director;(g) Each director must, unless he or she has a valid reason to non-compliance and is excused by the board, comply fully with all of the credit union's policies, as adopted by the board of directors from time to time. Further, each director must undertake to maintain the confidentiality of the credit union and comply with the Board of Directors Code of Conduct, Director Liability & Fiduciary Risk Policy, and the Director Meeting Attendance Policy, which undertakings and policies are set out in Schedule "A" of these by-laws. Failure to comply with the undertakings and policies set out in Schedule "A" shall result in immediate disqualification in and removal from the board;(h) A candidate must not be an Immediate Family Member of any other incumbent director;(i) A candidate must not, in the six (6) years prior to their nomination, have been removed from the office of director of the | <ul style="list-style-type: none">(c) is not an undischarged bankrupt;(d) is not in default, and has not been in default during the person's membership for more than ninety (90) days of any contractual obligations owing by the person or by any corporation in which the person has a significant interest to the credit union;(e) has not been an employee of the credit union at any time within the last three (3) years;(f) is not an Immediate Family Member of a current director or employee of the credit union or the spouse or dependent child of any member who has been in arrears for more than ninety (90) days of any contractual obligations to the credit union;(g) has been a member in good standing of the credit union for at least one (1) year;(h) has not been previously removed as a director of the credit union for failure to maintain the qualifications in this Section 6.03 and 6.04 below; and(i) is not and has not been, within the twelve months prior to being elected, a director or an employee of<ul style="list-style-type: none">i. the credit union's auditor,ii. the credit union's solicitors,iii. another credit union,iv. the central orv. the guarantee corporation. |
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| <p>credit union as a result of a failure to meet the qualification set out in section 6.03 (g) or pursuant to section 6.10(b);</p> <p>(j) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in Gilbert Plains, Ethelbert, Dauphin, Winnipegosis, or Rorketon;</p> <p>(k) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in Roblin, Inglis, Russell, or Rossburn;</p> <p>(l) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in St. Lazare, Birtle, Binscarth, or Miniota; and</p> <p>(m) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in Brandon, Kenton, Oak Lake, Oak River or Hamiota.</p> | <p>6.04. Directors must:</p> <p>(a) have signed a written undertaking, in the form approved from time to time by the board, to act in the best interests of the credit union and in accordance with these by-laws, the legislation governing the credit union and any approved policies of the board, if elected or appointed as a director;</p> <p>(b) unless the board accepts a valid reason for non-compliance, comply fully with all of the credit union's policies, as adopted by the board from time to time. Further, each director must undertake to maintain the confidentiality of the credit union and comply with the Board of Directors Code of Conduct, Director Liability & Fiduciary Risk Policy, and the Director Meeting Attendance Policy, which undertakings and policies are set out in Schedule "A" of these by-laws;</p> |
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1(l). Section 6.05 Composition of the board has been added to house the geographical restrictions. There are no changes to the geographical restrictions.

| Current By-law | 2025 By-law Amendment |
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| <p>Previously stated within section 6.03 Director Qualifications</p> | <p>Subject to the appointment of a director to fill a vacancy in accordance with Section 6.13, at all times,</p> <p>(a) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in Gilbert Plains, Ethelbert, Dauphin, Winnipegosis, or Rorketon;</p> |

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| | <ul style="list-style-type: none"> (b) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in Roblin, Inglis, Russell, or Rossburn; (c) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in St. Lazare, Birtle, Binscarth, or Miniota; and (d) At least one (1) director must conduct the majority of their business with the Credit Union at branches located in Brandon, Kenton, Oak Lake, Oak River or Hamiota. |
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1(m). Section 6.02 Nominations has been updated to Section 6.11 Nominations. Language has been updated to confirm the establishment of the Nominating and Governance Committee, the minimum number of committee members and qualifications to become a committee member.

| Current By-law | 2025 By-law Amendment |
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| <p>A current director who is proposing to seek re-election to the board cannot be a member of the nominating committee in the year in which they will be required to be re-elected.</p> <ul style="list-style-type: none"> (a) 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 committee for consideration in a form and manner as prescribed by the committee, for the purpose of providing adequate notice to members regarding those persons selected, from among the nominations received by the committee, to stand for election. The nominating committee is not obliged 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 | <p>The board shall annually establish a committee of at least three (3) directors whose terms of office do not expire at the next meeting of members to solicit nominations for the positions to be filled on the board and oversee the elections process. The board may delegate such powers from time to time to the nominations committee as it deems necessary to ensure fair and equitable elections and to ensure that the board composition is met at all times.</p> <ul style="list-style-type: none"> (a) 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 committee for consideration in a form and manner and within such timelines as prescribed by the committee, for the purpose of providing adequate notice to members regarding those persons selected, from among the |

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| <p>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;</p> <p>(b) 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 nominations process. Each candidate shall abide by all such rules and policies</p> | <p>nominations received by the committee, to stand for election. The nominating committee is not obliged 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 or who fails to meet the timelines established by the committee. 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;</p> <p>(b) The board can, on the recommendation of the Nominating and 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; deadlines in the nominations process; and any requirements for advance voting. Each candidate shall abide by all such rules and policies.</p> |
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1 (n). Removal of directors section 6.10 (c) has been updated to Section 6.12 removal of directors. Subsection (c) and has been amended to include language pertaining to failing to comply with the qualifications set out within section 6.04.

| Current By-law | 2025 By-law Amendment |
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| <p>(c) cease to meet the qualifications set out in the Act or these by-laws.</p> | <p>(d) cease to meet the qualifications set out in the Act or these by-laws or fails to comply with the undertakings and policies identified in Section 6.04.</p> |

1 (o). Section 6.11 Filling a Vacancy of Elected Directors has been amended to Section 6.13 Filling a Vacancy of Elected Directors. Language has been updated to remove the geographical restriction in the event no eligible person within the geographical area is available.

| Current By-law | 2025 By-law Amendment |
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| <p>A vacancy among the elected directors may be filled by a quorum of directors, except a vacancy resulting the members' failure to elect the minimum number of directors</p> | <p>A vacancy among the elected directors may be filled by a quorum of directors, except a vacancy resulting the members' failure to elect the minimum number of directors. In filling a vacancy, the board shall attempt to ensure the composition remains consistent with Section 6.05, however, if no eligible person is available, the appointment to fill the vacancy does not have to comply with Section 6.05.</p> |

1(p). Section 8.01 Method of Giving Notice has been amended to include the date for determining notice in subsection (b) and (e).

| Current By-law | 2025 By-law Amendment |
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| <p>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 there under, the articles, the by-laws or otherwise to a member, shareholder, director, officer, auditor or to a member of committee. Any notice shall be sufficiently given if;</p> <p>(a) delivered personally to the person to whom it is to be given;</p> <p>(b) if delivered or mailed to the person's recorded address;</p> <p>(c) 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;</p> <p>(d) by posting the notice on the Credit Union's website; or</p> | <p>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 articles, the by-laws or otherwise to a member, shareholder, director, officer, auditor or to a member of committee. Any notice shall be sufficiently given if;</p> <p>(a) delivered personally to the person to whom it is to be given;</p> <p>(b) delivered or mailed to the person's recorded address;</p> <p>(c) 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;</p> <p>(d) by posting the notice on the credit union's website; or</p> |

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| <p>(e) by electronic (email) delivery to the person's recorded email address.</p> | <p>(e) by electronic (email) delivery to the person's recorded email address.</p> <p><i>The record date for determining the addresses in (b) and (e) above shall be the close of business on the day immediately preceding the day on which notice is given.</i></p> |
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1(q). Section 9.02 Enactment of By Laws has been added to provide clarity.

| Current By-law | 2025 By-law Amendment |
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| <p>N/A</p> | <p>The enactment, amendment or repeal of a by-law is effective on the date of the members' approval.</p> |

Part 2:

In addition to the amendments outline above, below are other proposed "clean-up" amendments:

Section 1.01: Definitions - Language throughout the document has been updated to reflect the spelling within section 1.01: Definitions (ie: Board of directors to become directors, Credit Union to become credit union).

Section 5.13: Method of Voting - "mail" ballot amended to become "advance" ballot

Sections 6.29, 6.30, 6.31: Electronic Meetings – Board - amended to reflect verification requirements, language updated from electronic to virtual.