

**Bylaws**  
**Cornerstone Credit Union Financial Group Limited**

**MEANING OF TERMS**

**1.1** Defined Terms

As used in these Bylaws the following terms have the definitions set forth below:

- (a) "Act" means *The Credit Union Act, 1998*;
- (b) "Annual Meeting" means the Annual Meeting required under *The Credit Union Act, 1998*;
- (c) "At Large" means the position of Director which is elected by the members and not limited to any particular place;
- (d) "Credit Union" means Cornerstone Credit Union Financial Group Limited;
- (e) "Basis of business done with or through the Credit Union" means and is determined in the manner set forth in *The Credit Union Act, 1998*, as amended from time to time for determining and calculating patronage returns;
- (f) "Primary Financial Institution" means and is determined with reference to the quantity and value of services and deposits handled between accounts at the Credit Union and elsewhere;
- (g) "Proposal" means a proposal as defined by Section 85 of *The Credit Union Act, 1998*;
- (h) "Fundamental Change" means a fundamental change as defined by the Regulations";
- (i) "Regulations" means the regulations to *The Credit Union Act 1998*, as amended or enacted from time to time."
- (j) "Voting Period" means the period for voting for election of directors or voting on a Fundamental Change as set by the Regulations.
- (k) "Key Management Person" means and includes an individual who is employed in an executive management position in the Credit Union or is a Director of the Credit Union.

**1.2** Other Terms

Other terms, whenever used in these Bylaws, shall have the respective meanings ascribed to each such term in *The Credit Union Act, 1998* as amended from time to time.

## **HEADINGS**

### **2.1** Headings

The section headings used in these Bylaws are not substantive and are included solely for convenience of reference only.

## **MEMBERSHIP**

### **3.1** Qualification

Subject to the Articles, membership in the Credit Union is open to all persons.

### **3.2** Minimum Membership Shares

All persons wishing to become a member shall hold a minimum of one membership share.

## **ASSIGNMENT**

### **4.1** Assignment

Shares and other similar interest(s) may only be assigned or transferred with the approval of the Board of Directors.

## **DIRECTORS**

### **5.1** Number of Directors

Subject to the Articles, the number of directors shall be a minimum of nine (9) and a maximum of fourteen (14).

### **5.2** Election of Directors

Directors shall represent and be elected At Large. Members will elect 12 directors.

### **5.3** Qualifications of Directors

In addition to the qualifications set out in the Act, nominees and directors shall have the following qualifications:

Each Nominee and Director shall:

- (a) have been a member of the Credit Union for a minimum of one (1) year as at the Closing Date for Nominations;
- (b) use the Credit Union as his/her Primary Financial Institution;
- (c) not be involved in legal proceedings against the Credit Union or any of its affiliates or subsidiaries, in the previous year;
- (d) not be a spouse of a person involved in legal proceedings against the Credit Union or any of its affiliates or subsidiaries;
- (e) not have any loans or credit in arrears (in excess of 90 days) with the Credit Union in the previous year or have any Judgment registered against them;
- (f) not be an employee of the Credit Union within 24 months of the Closing Date for Nominations;
- (g) not be a Director or employee of a business selling competitive products or services except as a representative of the Credit Union;
- (h) not be a spouse of a Key Management Person of the Credit Union.

#### **5.4** Nominations of Directors

- (a) The Board of Directors will advertise the opening and closing date for the nominations of directors, which shall be set at least 15 days before the start of the scheduled Voting Period. Nominations will close no later than 10 days before the start of the Voting Period. Nominations will not be accepted after the closing date.
- (b) All nominees must sign a nomination paper confirming that the nominee meets the eligibility requirements set out in the Act and in these Bylaws.
- (c) The Board of Directors shall establish a nominating committee or nominating team whose function shall be to solicit suitable candidates for the Board of Directors and verify the eligibility of the nominees.
- (d) The Board shall establish specific policies and procedures in connection with the nominating committee functions including establishing guidelines and criteria for determining suitable candidates based on skill, experience and attributes.

#### **5.5** Conduct of Elections

- (a) Election of Directors will take place during the Voting Period;
- (b) The Voting Period will be set annually by the Board of Directors;
- (c) The Voting Period will be not less than 7 days or more than 21 days in length and shall begin not more than 28 days or end less than 7 days prior to the Annual Meeting;
- (d) Voting for directors will be conducted by secret ballot in the manner which is approved by the board of directors. The manner of voting may include but is not limited to voting polls, in branch voting, mail in or electronically or by all such methods.

- e) Each member is entitled to one vote;
- f) Where a member votes for more or less than the number of directors to be elected on the ballot, the ballot is not to be counted;
- g) Ballots shall be counted by the returning officer prior to the Annual Meeting and successful candidates will be announced at the Annual Meeting. Resolution for destruction of ballots shall be made at the Annual Meeting;
- h) If a meeting is scheduled at which business is to be conducted during the Voting Period for election of directors, and the credit union is permitting electronic voting, a member or shareholder shall be allowed to participate in such meeting by means of telephonic, electronic or other communication facility and vote in person as if participating in the meeting in person.

## **5.6** Term of Office

After the expiry of the initial term, all Directors will be elected for a term of three years.

## **5.7** Removal of Directors

### (a) Removal by Members

Members may remove a director by two thirds of the votes cast at a meeting.

### (b) Disqualification

A director who fails to attend a minimum of 75% of the regularly called Board of Directors' meetings in any one year without just cause is disqualified to remain as a Director. The Board of Directors shall determine just cause.

Any person removed by members or disqualified for failing to attend the minimum number of meetings is also disqualified from any committee or representative body that requires an individual to be a director.

## **5.8** Vacancies

The Board of Directors may fill a vacancy on the board until the next Annual Meeting provided there is a quorum.

## **5.9** Remuneration

Directors shall be reimbursed for expenses incurred in connection with Director duties. Directors may be paid a per diem for attending Board or Committee meetings or for performing official Director or Committee functions at rates established by the Board of Directors from time to time. The Board of Directors may also establish and pay reasonable annual or monthly retainer fees in addition to or in lieu of per diems.

## **MEETINGS OF MEMBERS**

### **6.1 Conduct**

If approved by the Board, meetings of members may be held using telephonic, video, electronic or other communication facilities. Unless a chair is otherwise appointed, the President or any other director designated by the Board of Directors shall preside over all meetings of the Credit Union and the Board.

### **6.2 Voting**

If approved by the Board, voting at a meeting conducted using telephonic, electronic or other communication facilities shall be by show of hands or secret ballot or by any other means that will identify the voter and vote cast to the returning officer appointed for such location.

### **6.3 Location**

Meetings of the Credit Union may be held at more than one location. If approved by the Board, meetings may be held separately or simultaneously at more than one location. Where arrangements are made for members to participate in the meeting through electronic, video, telephonic or other communication such meeting is considered to be a meeting in one location.

### **6.4 Meetings at More than One Location**

For meetings at more than one location, members can attend and vote at any location. Members may only vote once on any question. The returning officer will keep lists of members who registered to vote at each location and may deny registration to any member who previously registered at another location.

### **6.5 Resolutions for Meetings at More than One Location**

Votes on resolutions will be held at each meeting and the resolution will only pass if the aggregate of the votes cast in all meetings is sufficient to pass the resolution. Resolutions from the floor are not permitted.

### **6.6 Proposals**

All Proposals must be submitted in the time and manner prescribed by *The Credit Union Act, 1998*. Resolutions that have not been presented in the time and manner required for Proposals may, at the discretion of the Chair, be presented and debated at an Annual Meeting. Any such resolution is non-binding and will be received by the Board for informational purposes only.

## **6.7** Annual Meeting Agenda

The Annual Meeting agenda may include the following items of business in addition to those specified by the Regulations.

- (a) Announcement of successful candidates from the conduct of elections;
- (b) Other business including presentment and debate of non-binding resolutions;
- (c) Other specific agenda items (e.g. Amendment to Bylaws).

## **6.8** Notice of Meetings

Notice of Meetings may be provided by all methods authorized or permitted under the Act or Regulations.

## **6.9** Other Meetings

The Credit Union may hold semi-annual or other periodic meetings of the members.

## **6.10** Quorum

The quorum at an annual or special meeting of members:

- (a) is 15 members entitled to vote; and
- (b) where the meeting is held at more than one location, is not less than 10 members who are entitled to vote at each location.

## **6.11** Voting on a Fundamental Change

- (a) Voting on a resolution respecting a Fundamental Change will be conducted by secret ballot in the manner which is approved by the board of directors. The manner of voting may include but not limited to in person, electronic voting, by mail or by any other approved voting method during a Voting Period established by the board of directors.
- (b) If the credit union authorizes electronic voting on a Fundamental Change during a Voting Period a member shall be allowed to participate in the meeting at which the resolution is presented and vote by means of telephonic, electronic or other communication facility and vote in person if participating in the meeting in person.
- (c) Each member is entitled to one vote. All votes must be received during the Voting Period. The returning officer shall announce the results of the voting on the resolution to approve the Fundamental Change within three (3) business days after the close of the Voting Period.

- (d) The meeting at which the resolution to approve a Fundamental Change is presented and considered is not concluded until after expiry of the Voting Period and the counting of all votes cast by the voting methods authorized by the board of directors.

### **COMMITTEES**

- 7.1** The Board may appoint any person to a committee.

### **TERMINATION OF MEMBERSHIP**

- 8.1** On any appeal from termination of membership, a vote to rescind the decision of the Board of Directors must be passed by 75% of the members present at the membership meeting.

### **REDEMPTION OF MEMBERSHIP SHARES**

- 9.1** When a member withdraws or is terminated from the Credit Union for whatever reason, all shares and other interests in the Credit Union shall be paid to the member not later than one (1) year after the effective date of withdrawal or termination; provided the Credit Union is solvent or that such withdrawal will not cause insolvency.
- 9.2** Where a member has a loan with the Credit Union, all shares and other interests shall be firstly applied to the repayment of the loan with any balance remaining to be paid to the member.

### **MEMBERSHIP CERTIFICATE**

- 10.1** Membership share certificates need not be issued to members.

### **SERVICES TO NON-MEMBERS**

- 11.1** The Board may determine from time to time what services may not be provided to non-members.

### **ALLOCATION OF SURPLUS**

- 12.1** The Board shall determine annually the percentage of the patronage return allocated for members in any given financial year to be applied to the purchase of membership shares of the Credit Union.
- 12.2** Members shall be informed in writing of the number of shares purchased or to be purchased.

**12.3** Issuance of shares shall be with the approval of the Board or in a manner approved by the Board.

**12.4** The credit union may allocate a portion of surplus arising from the operation of the credit union to non-members.

**12.5** Any closed or terminated account will not qualify for any dividend or patronage returns declared by the Board at a subsequent date.

### **BUSINESS WITH THE CREDIT UNION**

**13.1** Members may do business with the credit union at any branch of the credit union and nothing in these Bylaws is intended to or shall be interpreted to restrict the member from conducting business at any branch.

### **CHARGE AND SETOFF**

**14.1** The Credit Union has a charge on all membership shares including any joint membership share for a debt of the member and may apply such shares or monies standing to the credit of the member towards payment of such debt.