

VACATION OF OFFICE

- 4.04** A director ceases to hold office in the circumstances prescribed by an applicable Authority rule. In the absence of any such Authority rule, a director ceases to hold office when the director dies, resigns in a manner permitted by an applicable Authority rule, becomes disqualified pursuant to the Act, is removed from office by the Board or by the Chief Executive Officer, or the director's term expires. Notwithstanding the following, any vacation of office for any reason other than the expiration of a director's term occurring after the forthcoming vacancies have been posted by the Credit Union pursuant to its Director Elections Policy and Procedure, but before the next annual general meeting of the Credit Union, shall be deemed not to have occurred until the day following that annual general meeting of the Credit Union.

VACANCIES

- 4.05** A vacancy in the Board created between annual general meetings may be filled in accordance with the provisions of an applicable Authority rule. In the absence of an applicable Authority rule, a quorum of the Board may fill a vacancy in the Board. In the absence of a quorum of the Board, the directors then in office shall forthwith call a special meeting of Members to fill the vacancy. If the directors then in office fail to call such meeting or if there are no directors then in office, any Member may call the meeting.

ACTION BY THE BOARD

- 4.06** The Board shall manage or supervise the management of the business and affairs of the Credit Union. Subject to paragraphs 4.07 and 4.08, the powers of the Board may be exercised at a meeting at which a quorum is present.

QUORUM

- 4.07** Unless prescribed otherwise by an applicable Authority rule, or by a Board resolution specifying a higher requirement, the quorum for the transaction of business at any meeting of the Board shall be a majority of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

POLICY ON REMOTE MEETINGS OF DIRECTORS

- 4.08** Subject to compliance with an applicable Authority rule, the Credit Union's policy on remote meetings of directors is as follows: If all the directors of the Credit Union present or participating in the meeting consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective with respect to all meetings of the Board and of committees of the Board in which a director holds office.

PLACE OF MEETING

4.09 Meetings of the Board may be held at any place within Ontario.

CALLING OF MEETINGS

4.10 Subject to the Act, meetings of the Board shall be held from time to time on such day and at such time and at such place as the Board, the Chair of the Board, a Vice-Chair or any two directors may determine, and the Corporate Secretary, when directed by the Board, the Chair of the Board, a Vice-Chair or any two directors shall convene a meeting of the Board.

NOTICE OF MEETING

4.11 Notice of the date, time and place of each meeting of the Board shall be given in the manner provided in paragraph 14.01 to each director not less than 48 hours (exclusive of any part of a Non-business day) before the time when the meeting is to be held. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except where the Act requires such purpose or business to be specified.

A director may in any manner waive notice of or otherwise consent to a meeting of the Board.

FIRST MEETING OF NEW BOARD

4.12 Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

ADJOURNED MEETING

4.13 Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

REGULAR MEETINGS

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

VOTES TO GOVERN

4.15 At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall have a vote only to resolve an equality of votes.

PROCEEDINGS AT BOARD MEETINGS

- 4.16** The purpose of the Credit Union includes, but is not in any way limited to or restricted by, the creation of a positive impact on society and the environment, taken as a whole, from the business and operations of the Credit Union, which impact is material in view of the size and nature of the Credit Union's business.

The directors shall, in accordance with their applicable statutory and regulatory duties and requirements and in alignment with the co-operative principles of the Credit Union and its purpose, act with a view to the best interests of the Credit Union. In considering the best interests of the Credit Union, the directors shall consider the interests of the Credit Union's members, shareholders, employees, suppliers and creditors, as well as the government, the natural environment, and the community and society in which the Credit Union operates (collectively, the "Stakeholders") and the short-term and long-term interests of the Credit Union, to inform their decisions. In discharging their duty to act with a view to the best interests of the Credit Union, the directors shall consider the interests of all of the Credit Union's Stakeholders and shall not be required to consider the interests of any particular Stakeholder as determinative, in exercising their judgment.

CONFLICT OF INTEREST

- 4.17** Subject to the Credit Union's conflict of interest policy, a director, officer, or Employee who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, or is a spouse, parent or child of an individual who is a party to, a material contract or transaction or proposed material contract or transaction with the Credit Union shall disclose in writing to the Credit Union or request to have entered in the minutes of the meetings of the Board the nature and extent of the person's interest at the time and in the manner provided by the Act. Any such contract or transaction or proposed contract or transaction shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Credit Union's business would not require approval by the Board, and a director interested in a contract so referred to the Board shall not vote on or be present at any resolution to approve the same except as permitted by the Act.

REMUNERATION AND EXPENSES

- 4.18** The Board shall comply with the provisions of any Authority rule prescribing the procedures for setting, paying and disclosing remuneration and reimbursement for expenses. In the absence of any such Authority rule, the directors shall be paid such remuneration for their services as the Board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Members, shareholders or of the Board or any committee thereof, or otherwise in the performance of their duties.