

The ACU Board is recommending that ACU's by-laws be amended to authorize the holding of meetings and the attendance at meetings by telephone or electronic means, and to add certain statements in order to maintain the Credit Union's B Corp certification (Amending By-Law No. 2021/01).

## RESOLUTION INFORMATION

A copy of the consolidated by-laws, with the corresponding changes to approve the said Amending By-Law No. 2021/01 noted in tracked changes, are available at [acuvote.ca](http://acuvote.ca).

## AMENDING BY-LAW NO. 2021/01

**WHEREAS** the By-Laws\* – Table of Particulars and the By-Laws\* of the Credit Union currently do not contemplate electronic meetings and electronic voting at meetings of the members and directors;

**AND WHEREAS** it is in the best interest of the Credit Union to amend its by-laws to authorize the holding of meetings through, and/or attendance of directors or members by, telephonic, electronic or other communications facilities;

**AND WHEREAS** it is in the best interest of the Credit Union to amend its by-laws to add certain statements in respect of the Credit Union's purpose and acts of its directors, in order to maintain the Credit Union's B Corp. certification and the values represented by that certification;

**NOW THEREFORE** be it and it is hereby resolved as a Resolution of the Members of the Credit Union that the By-Laws\* – Table of Particulars and the By-Laws\* of the Credit Union originally enacted on January 1, 2008, as amended by Amending By-Law No. 2010/01 which came into force on April 20, 2010, and as further amended by Amending By-Law 2017/01, which came into force on April 19, 2017 (collectively, the "**Existing By-Laws**"), be further amended in accordance with Amending By-Law 2021/01 in the form attached as **Schedule "A"** hereto.

## SCHEDULE "A"

### AMENDING BY-LAW NO. 2021/01

**Being a by-law of The Assiniboine Credit Union Limited** (hereinafter referred to as the "**Credit Union**") to amend the By-Laws\* – Table of Particulars and the By-Laws\* of the Credit Union originally enacted on January 1, 2008, as amended by Amending By-Law No. 2010/01 which came into force on April 20, 2010, and as further amended by Amending By-Law 2017/01, which came into force on April 19, 2017 (collectively, the "By-Laws").

**BE IT ENACTED AND IT IS HEREBY ENACTED** as an amending by-law of the Credit Union that the By-Laws be amended and supplemented as follows:

#### 1. Section 1.01 of Schedule "B" to the By-Laws\* – Table of Particulars, which reads as follows:

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.

#### be repealed and the following substituted therefor:

Voting at a meeting of members shall be by show of hands or, in the case of an electronic meeting, voting shall also be permitted by electronic voting, except where a ballot is demanded by a member entitled to vote at the meeting.

#### 2. Section 1.03 of Schedule "B" to the By-Laws\* – Table of Particulars, which reads as follows:

A member may vote by mail on any question designated by the directors. For the purposes of conducting a vote by mail, the directors may, to the extent allowed by the Act, adopt policies and procedures for conducting a vote by mail, including methods of

delivery of mail (including by electronic or digital means as and when allowed by applicable legislation or regulation), and the processes for verifying and keeping track of votes received by mail.

#### be repealed and the following substituted therefor:

Subject to the determination of the directors pursuant to subsection 1.04 below, a member may vote by mail or electronically on any question designated by the directors. For the purposes of conducting a mail and/or electronic vote, the directors may, to the extent allowed by the Act, adopt policies and procedures for conducting a vote by mail or electronic means, including methods of delivery (including by electronic or digital means as and when allowed by applicable legislation or regulation), and the processes for verifying and keeping track of votes received by mail or electronic means.

#### 3. Section 1.04 of Schedule "B" to the By-Laws\* – Table of Particulars, which reads as follows:

The directors may, in their discretion, determine that any question or matter on which the members are entitled to vote may be decided by:

- voting only at a meeting of the members;
- voting by a combination of mail ballots and votes at a meeting of the members; or
- voting by mail ballot only.

#### be repealed and the following substituted therefor:

The directors may, in their discretion, determine that any question or matter on which the members are entitled to vote may be decided by:

- voting only at a meeting of the members;
- voting by a combination of mail and/or electronic ballots and votes at a meeting of the members; or
- voting by mail and/or electronic ballot only.

#### 4. References in Section 1.05 of Schedule "B" to the By-Laws\* – Table of Particulars to "a mail ballot" and "mail ballots" shall be deleted and replaced, respectively, with references to "a mail/electronic ballot" and "mail/electronic ballots".

#### 5. In Section 1.06 of Schedule "B" to the By-Laws\* – Table of Particulars, the words "or electronic ballot" shall be inserted immediately after the words "mail ballot".

#### 6. A new Section 1.07 of Schedule "B" to the By-Laws\* – Table of Particulars be added as follows:

If a meeting of the members is an electronic meeting, the board of directors of the credit union shall take reasonable measures to ensure that the identity of each individual who votes is verified, and that each individual who votes does so only in their own right consistent with the Act.

**and the previously-numbered Section 1.07 shall be renumbered as Section 1.08.**

#### 7. New definitions be added to subsection 1.01(a) of the By-Laws as follows:

"electronic meeting" means a meeting of the directors or members at which one or more participants attends, votes and/or participates by telephonic, electronic or other communications facilities and may include two or more simultaneous meetings

in different locations at which the members at each location communicate with members at the other locations by means of electronic communication technology;

“electronic voting” means a method of voting by telephonic, electronic or other communication facility, which facility (i) enables the votes to be gathered in a manner that permits their subsequent verification; and (ii) permits the tallied votes to be presented without it being possible for the credit union to identify how each individual voted;

**8. A new Section 1.02 of the By-Laws entitled “Purpose” be added as follows:**

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.

**9. Section 5.01 of the By-Laws, which reads as follows:**

A meeting of the members shall be held at a place in Manitoba as determined by the board of directors of the credit union.

**be repealed and the following substituted therefor:**

A meeting of the members shall be held at a place in Manitoba as determined by the board of directors of the credit union. If so determined by the board of directors of the credit union, a meeting of the members may be an electronic meeting, provided that:

- (a) the electronic communication technology gives each member a substantially similar ability to communicate and participate in the proceedings that the member would have enjoyed if the member had been present at a conventional members’ meeting held in a single location;
- (b) information presented at an electronic meeting is simultaneously presented to all attending members, including at each meeting location, if applicable;
- (c) the identity of all persons participating and voting is able to be ascertained; and
- (d) each meeting location, if more than one, has adequate physical, human and technological resources to ensure that (i) members are able to exercise their rights fully and in an informed manner, (ii) members have amenities and facilities that are equivalent, as far as is practicable, and (iii) proceedings are not subject to undue delays.

**10. A new subsection (c) of Section 5.06 of the By-Laws be added immediately after subsection 5.06(b) as follows:**

- (c) the notice for an electronic meeting shall include attendance or call-in instructions and instructions for members to register to attend the meeting.

**11. The following sentence be added to the end of Section 5.11 of the By-Laws:**

A person who participates in, attends, or votes at, an electronic meeting, is deemed to be present at the meeting for all purposes, including for determining quorum.

**12. The following sentence be added to the end of Section 6.09 of the By-Laws:**

If so determined by the board of directors of the credit union, a meeting of the directors may be an electronic meeting, provided that all persons participating are able to communicate adequately with each other during the meeting, and the identity of all persons participating and voting is able to be ascertained.

**13. The following sentence be added to the end of Section 6.10 of the By-Laws:**

The notice for an electronic meeting shall include attendance or call-in instructions and instructions for members to register to attend the meeting.

**14. The following sentence be added to the end of Section 6.11 of the By-Laws:**

A person who participates in, attends, or votes at, an electronic meeting, is deemed to be present at the meeting for all purposes, including for determining quorum.

**15. A new Section 6.21 of the By-Laws entitled “Director Acts” be added as follows:**

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.

**16. Subsection 7.01(a) of the By-Laws, which reads as follows:**

Any notice shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person’s recorded address or if mailed to the person at the person’s recorded address or if sent to the person’s recorded address by means of prepaid transmitted or recorded communication, or 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.

**be repealed and the following substituted therefor:**

Any notice shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person’s recorded address or if mailed to the person at the person’s recorded address or if sent to the person’s recorded address by means of prepaid transmitted or recorded communication, or if sent by e-mail or other electronic method as directed by the person to whom it is to be given, or 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.

**17. Subsection 7.01(b) of the By-Laws, which reads as follows:**

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given on the 3rd day after it is deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch, and a notice so published in a newspaper or other publication shall be deemed to have been given at the time the publication containing the notice is distributed in the ordinary course.

**be repealed and the following substituted therefor:**

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given on the 3rd day after it is deposited in a post office or public letter box; a notice so e-mailed or sent by other electronic method shall be deemed to have been given on the day after it is sent; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch, and a notice so published in a newspaper or other publication shall be deemed to have been given at the time the publication containing the notice is distributed in the ordinary course.

**18. The By-Laws, as amended by this Amending By-Law No. 2021/01, are confirmed as in full force and effect.**