

**VICTORY CREDIT UNION LIMITED
CHARTER BY-LAWS**

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ARTICLE 1 – MEMBERSHIP

Eligibility

- 1.01 Applications for membership or for associate status shall be on an accepted form and shall be approved by the Board of Directors or approved in the manner authorized by the Board of Directors.
- 1.02 The Board of Directors of the credit union may refuse to accept any application for membership if they are satisfied that it is not in the interest of the credit union to accept the application.
- 1.03 Any person applying for membership must satisfy the common share purchase requirements as set out in Articles 2.02 and 2.03 of these Charter By-laws.
- 1.04 A person under ~~nineteen~~eighteen (18) years of age may be accepted as a member of the credit union and common and surplus shares may be held and money may be received by the credit union in that person's name or in the name of a trustee for that person if the trustee is a member or is eligible to be a member of the credit union.
- 1.05 Associate status shall be limited to:
 - (a) non-individuals may include any form of company, association, charitable organization, municipality, or other government agency,
 - (b) individuals who are not full-time residents of the area serviced by the credit union, and
 - (c) individuals acting as trustee. Beneficiaries under a trust agreement do not need to be members or associates of the credit union.
- 1.06 At no time shall the number of associates exceed ten (10) percent of the number of members of the credit union.
- 1.07 Subject to the Credit Union Act (hereinafter referred to as the Act) an associate of a credit union, as described in the Act, shall have all the rights and privileges and is subject to all of the obligations of a member of a credit union, except that an associate shall not
 - (a) vote at any meeting of members, or
 - (b) become an officer or a Director of the credit union
- 1.08 Two (2) or more individuals may jointly hold a membership in the credit union, and that membership may vote in accordance with Articles 4.22 and 4.23 of these Charter By-laws.

Termination

- 1.09 The Board of Directors of the credit union may terminate the membership or associate status of an individual(s), corporation or association in accordance with Section 59 of the Act.
- 1.10 A member whose membership is proposed to be terminated is entitled to appeal the decision of the Board of Directors at the next meeting of members in accordance with Section 59 of the Act.

Withdrawal

- 1.11 The credit union may require up to ninety (90) days notice in writing of a member's or associate's intention to withdraw deposit or to redeem any common or surplus shares. Withdrawal of common or surplus shares and deposits may be restricted subject to payment in full of any outstanding loans, service charges, or other liabilities owed by withdrawing member or associate of the credit union.
- 1.12 The termination of or withdrawal from membership or associate status does not release a person from any liability to the credit union.

ARTICLE 2 – COMMON SHARES

General

- 2.01 Common shares shall have an issue price of five dollars (\$5.00) per share.

Requirements

- 2.02 Each member of the credit union shall be required to purchase and hold ten (10) fully paid common shares, with such purchase being made by full payment in money or as otherwise set out in the policies of the credit union.
- 2.03 Members under the age of ~~nineteen (19)~~eighteen (18) shall be required to purchase one (1) common share. Upon reaching the age of eighteen (18), the credit union may allow the member to purchase the remaining share requirement outright or to participate in a subscription plan to fulfill their membership requirement.

Redemption

- 2.04 Subject to Section 34 of the Act, common shares may be redeemed or purchased by the credit union at a price per share not to exceed the issue price. Such redemption is

subject to approval by the Board of Directors at such time as the member is no longer eligible for membership in the credit union, or the member withdraws from membership in the credit union, or the member is terminated from membership by the Board of Directors, or the member is deceased.

Ranking

- 2.05 Common shares shall rank behind all other classes of shares issues by the credit union and holders of common shares shall not, upon winding up or liquidation of the credit union, be entitled to redeem, in whole or in part, any common shares until the amounts outstanding on all other classes of shares have been paid in full.

Dividends

- 2.06 Subject to Section 36(1) of the Act, dividends may be declared and paid on common shares as may be established by a resolution of the Board of Directors. Dividends declared by the credit union on common shares may be deposited to each eligible member's surplus share account where the proceeds shall be used to purchase surplus shares.

ARTICLE 3 – SURPLUS SHARES and PATRONAGE REFUNDS

Surplus Shares

- 3.01 Surplus shares shall have an issue price of one dollar (\$1.00) per share.

Redemption of Surplus Shares

- 3.02 Surplus shares shall be redeemed or purchased by the credit union at a price per share not to exceed the issue price. Such redemption or purchase is subject to compliance with the Act and to approval by the Board of Directors at such time as the member or associate is no longer eligible for membership or associate status in the credit union, or the member or associate withdraws from membership or associate status in the credit union, or the member or associate is terminated from membership or associate status by the Board of Directors, or the member or associate is deceased.

Dividends on Surplus Shares

- 3.03 Subject to Section 36(1) of the Act, dividends may be declared and paid on surplus shares as may be established by a resolution of the Board of Directors.

Patronage Refunds

- 3.04 Subject to Section 32(1) of the Act and upon the approval by a resolution of the Board of Directors, a patronage refund may be declared and paid to the members and associates.
- 3.05 The credit union may deposit patronage refunds declared by the credit union to each eligible member's or associate's surplus share account where the proceeds shall be used to purchase surplus shares.
- 3.06 Patronage refund is defined as an amount that is allocated among and credited or paid by a credit union to its members or associates based upon the business done by each of them with or through the credit union. The Board of Directors shall have the authority to determine the manner in which patronage refunds shall be calculated.

ARTICLE 4 – MEETINGS

Place

- 4.01 The meetings of the members of the credit union shall be held at such a place within the Province of Nova Scotia as may be determined by the Board of Directors from time to time.

Rules of Order

- 4.02 The rules of order for all meetings of members and Board of Directors shall be based upon Robert's Rules of Order.

Fiscal Year End

- 4.03 The fiscal year end of the credit union shall be December 31.

Annual Meeting

- 4.04 The Board of Directors of the credit union shall call an annual meeting of the members to be held within four (4) months after the end of the fiscal year of the credit union
 - (i) to consider the annual report of the Board of Directors, the financial statements of the credit union and the auditor's report,
 - (ii) to appoint the auditor,
 - (iii) to elect Directors, and
 - (iv) to deal with such other matters as may properly come before the meeting.

Notice of Meetings

- 4.05 Notice of the time and place of any meeting of members shall be given to all members and the auditor of the credit union in a manner that is accessible to all members, but at a minimum shall be posted in the branches of the credit union's website not less than fourteen (14) clear days and not more than thirty (30) clear days before the meeting.
- 4.06 Where a meeting of the members is adjourned by one (1) or more adjournments for more than seven (7) days, notice of the adjourned meeting shall be given in the same way as for an original meeting.

Record Date

- 4.07 The record date for determining which members are entitled to receive notice of a meeting of members and entitled to vote at that meeting shall be at the close of business on the day immediately preceding the day on which the notice is given.

Special Meetings

- 4.08 The Board of Directors of a credit union may at any time call a special general meeting of members.
- 4.09 All business transacted
 - (a) At a special meeting of members, or
 - (b) At an annual meeting of members; except consideration of the annual report of the Board of Directors, the financial statements of the credit union and the auditor's report, election of Directors, and appointment of the auditor; and any other business authorized by these Charter By-laws to be transacted at an annual meeting,is deemed to be special business.
- 4.10 Notice of a meeting of members at which special business is to be transacted shall be given in accordance with Sections 67(5) and 67(6) of the Act.

Requisition By Members to Call Special Meeting

- 4.11 Twenty-five (25) members who have the right to vote at a meeting sought to be held, may, by written requisition, require the Board of Directors to call a special meeting of members for the purposes state in the requisition. The requisition may consist of several documents of like form, each signed by one or more members, and shall be sent to the registered office of the credit union. The members making the requisition shall:
 - (a) identify themselves by providing to the Board of Directors their names, addresses and signatures, and

- (b) include in the requisition information with sufficient detail as to why the requisition is being made so that Board of Directors and the members may form a reasonable judgement as to the intent of the requisition.

General

- 4.12 A member entitled to vote at a meeting of members may submit a proposal to be presented at the annual meeting of the members, subject to those conditions and methods described in Section 69 of the Act.

Quorum

- 4.13 A number of members equal to the number of Directors plus five (5) constitutes a quorum for all meetings of members.
- 4.14 Where a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.
- 4.15 Where a quorum is not present at the opening of a meeting of the members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

Voting

- 4.16 Subject to Article 4.07 of these Charter By-laws, a member of the credit union who is ~~nineteen~~eighteen (18) years of age or over may vote at a meeting of members.
- 4.17 ~~Subject to the provisions of sections 39(1) and 39(2) of the Act, a member of the credit union has only one (1) vote on any question that may be voted on at a meeting of the credit union, unless they are authorized under s.72(1) 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. A member of the credit union has only one vote on any question that may be voted on at a meeting of members.~~
- 4.18 ~~Where a body corporate or association is a member of the credit union, the credit union shall recognize an individual authorized by resolution of the directors or governing body of the body corporate or association to represent it at meetings of members of the credit union. Subject to Section 72 of the Act, a body corporate or association may authorize an individual to represent it and vote on its behalf at meeting of members of the credit union. If the individual representing the body corporate is also a member in their own right, that individual will be limited to one vote only on any question.~~

- 4.19 An individual authorized pursuant to Article 4.18 of these Charter By-laws may exercise, on behalf of the body corporate or association referred to in that Article, all the powers the body corporate or association could exercise if it were an individual member.
- ~~4.2019~~ No member, other than a member that is a body corporate or association, shall vote by proxy at any meeting of members of a credit union. ~~Voting by proxy shall not be permitted.~~
- 4.21 Where these Charter By-laws provide for voting by proxy, no person other than a member of a credit union may be appointed proxy and:
- a) no member may vote more than one (1) proxy;
 - b) no member may represent more than one (1) body corporate or association; and
 - c) no member may both vote a proxy and represent a body corporate or association,
- at a meeting of a credit union.
- 4.220 Subject to Article ~~4.231~~ below, where two (2) or more individuals jointly hold a membership in the credit union, that membership is entitled to only one (1) vote.
- 4.231 The individuals making up a joint membership are entitled to one (1) vote each, where, if the joint membership was divided up equally among joint holders, each individual within the joint membership would meet the requirements of Article 2.02 of these Charter By-laws.
- 4.242 An executor or administrator holding a membership in the credit union in the capacity of executor or administrator may represent the estate of the member at meetings of the credit union and may vote as a member. If the executor or administrator is also a member in their own right, that individual will be limited to one (1) vote only on any question.

Methods of Voting

- 4.253 Voting at a meeting of members in relation to any issue before the members, 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. The form and manner of voting to be used at any meeting of members, shall be determined and approved by a majority of the Board of Directors. ~~Voting at a meeting of members shall be by a show of hands or by voice response except where a ballot is demanded by a member entitled to vote at the meeting.~~
- ~~4.24~~ ~~A member may demand a ballot, either before or after a vote, by a show of hands and the result of the ballot shall be the decision of the members.~~

Enacting, Amending or Repealing of By-Law

- 4.265 Subject to the Act and the Articles of the credit union, the members of the credit union may, at an annual meeting or special meeting called for that purpose by special resolution

of the members, enact, amend, or repeal By-laws in relation to those matters authorized or required by the Act or Regulations to be dealt with by By-law.

ARTICLE 5 – BOARD OF DIRECTORS

Number

- 5.01 The Board of Directors shall consist of nine (9) members who shall be elected at annual meetings or special meetings where elections are to take place.

Powers and Duties

- 5.02 Subject to the Act, the Regulations and these Charter By-laws, the Board of Directors shall be responsible for the general management of the affairs of the credit union and, without limitation, shall
- (a) authorize termination of membership and establish the form and manner in which all application for membership or associate status are accepted. The Board of Directors may delegate to the General Manager the authority to approve applications for membership or associate status.
 - (b) establish the manner, in which interest rates on loans, and deposits are determined,
 - (c) declare such dividends and patronage refunds as these Charter By-laws may authorize,
 - (d) appoint a credit committee and an audit committee and any other committees it deems necessary and delegate appropriate levels of authority to these committees,
 - (e) approve a loan policy for the credit union,
 - (f) approve an investment policy and authorize investments on behalf of the credit union,
 - (g) approve all other policies deemed necessary for the effective operation of the credit union,
 - (h) ensure effective internal control processes are in place for the credit union,
 - (i) oversee the risk management program of the credit union,

- (j) ensure the credit union maintains adequate insurance and bonding coverage,
- (k) authorize the write-off of uncollectible loans,
- (l) appoint signing authorities for the credit union,
- (m) elect officers of the credit union,
- (n) hire a General Manager for the credit union,
- (o) appoint delegates and alternate delegates as required by Atlantic Central's By-laws and the policies of the credit union, and
- (p) perform such other duties as may be required by the Act and Regulations, these Charter By-laws, and to ensure the effective and efficient management of the credit union.

Vacancy

- 5.03 A vacancy among the Board of Directors shall be filled by a vote of the members at a meeting of the members. Casual vacancies that occur throughout the year may be filled by the Board of Directors as specified in Article 5.05 of these Charter By-laws.
- 5.04 Where a meeting of members fails, for any reason, to elect the fixed or minimum number of Directors, the Directors elected at that meeting may exercise all the powers of the Board of Directors if the number of Directors so elected constitutes a quorum.
- 5.05 A quorum of Directors may fill a casual vacancy among the Board of Directors except a vacancy resulting from an increase in, or the members' failure to elect, the fixed or minimum number of Directors. The term of the Director appointed to fill the vacancy shall expire as of the next scheduled membership meeting.

Eligibility

- 5.06 A citizen of Canada who is ~~nineteen-eighteen~~ (18) years of age, a member of the credit union and satisfies the requirements set out in the Credit Union Act and these Charter By-laws of the credit union may be eligible to hold the position of director except
 - (a) an undischarged bankrupt,
 - (b) a current employee of the credit union, or anyone who, in the past two years, has been an employee of the credit union, Atlantic Central or the Nova Scotia Credit Union Deposit Insurance Corporation,
 - (c) an auditor, or a partner of the auditor's firm of the credit union,

- (d) the solicitor, or a partner in the solicitor's firm of the credit union,
- (e) a civil servant whose official duties are concerned with the credit union,
- (f) a member who is in arrears for more than ninety (90) days under a debt obligation to a credit union,
- (g) a person who is in breach of any policy of the credit union,
- (h) a person who has not completed the director training requirements as set out in the Credit Union Act 82(3), or
- (i) a person who fails to attend three (3) consecutive Board meetings, without cause satisfactory to the other members of the Board of Directors.

5.07 A non-individual shall not be a Director of the credit union.

Term

5.08 Subject to Articles 5.06 and 5.13 of these Charter By-laws, members of the Board of Directors shall be elected for terms of three (3) years.

5.09 Subject to Article 5.06 of these Charter By-laws, a Director is eligible for re-election and there shall be no limitation to the number of consecutive years a Director is eligible to serve.

Nominations

5.10 The Board of Directors shall appoint, at least ninety (90) days prior to the annual meeting or special meeting where elections are to take place, a Nominations Committee made up of three (3) members.

The names of Committee members shall be posted in the office(s) of the credit union along with an invitation for nominations to the position of director. Included with the invitation for nominations shall be the position description of a credit union director.

The invitation shall be posted for a period of four (4) weeks prior to the close of nominations.

5.11 Nominations shall be made on an approved form signed by two (2) members in good standing and signed by the nominee confirming that he or she is eligible to serve as a director in accordance with Article 5.06. Such form shall include background information regarding the nominee.

Credit Union directors whose terms have expired and who wish to be re-elected will follow the same nomination procedures as above.

The closing date for nominations to be received by the Nominations Committee shall be no later than forty (40) days prior to the date of the members' meeting.

Elections

- 5.12 The Chair of the Nominations Committee shall present the list of nominees for the vacant position(s) to the members at the annual or special meeting where elections are to take place.

Nominees shall be invited to briefly address the meeting to give further background on their candidacy.

- 5.13 The method of election shall be by one (1) ballot at the annual or special meeting where elections are to take place, and the nominee(s) receiving the highest number of votes shall be declared elected.

The meeting shall appoint scrutineers who shall distribute and collect the ballots, and, when the vote is taken, the scrutineers shall tally the vote and report the result of the election to the Chair.

Where a vacancy exists due to an unexpired term of a director, that position shall be filled for the remainder of the term vacated.

Where the nominees are to be elected for various terms with one (1) ballot, the nominee(s) receiving the highest number of votes shall be declared elected for the longest term(s).

- 5.14 Where the number of nominees equals the number of vacancies available, or where there are insufficient nominees to fill the vacant positions of director, those duly nominated shall be declared elected by acclamation.

Where vacancies still exist, the Chair shall call three (3) times for additional nominations from the floor, and after a reasonable time has elapsed, a motion to close nominations shall be in order. If this call results in sufficient nominations to fill the vacant positions such that an election is required, the method of election shall be by one (1) ballot at the members' meeting and the nominee(s) receiving the highest number of votes shall be declared elected.

If the position(s) of Directors cannot be filled because two (2) or more nominees receive an equal number of votes, the meeting may, by resolution carried by a clear majority of those present, provide that a second ballot may be cast. Only those nominees so tied for the position(s) shall be entered on the second ballot. In the event a tie remains, the scrutineer shall write the names of the nominees separately on blank sheets of paper of equal size and of the same colour and texture, and after folding them in a uniform manner so that the names are concealed, deposit them in a receptacle and direct some

person to pick one of the sheets. The nominee(s) whose name(s) appears on the sheet(s) picked will become the director(s).

Resignations, Removals and Suspensions

- 5.15 A resignation of a Director becomes effective at the time a written resignation is received by the credit union, or at a time specified in the resignation, whichever is later.
- 5.16 The members of the credit union may by ordinary resolution at a special meeting remove any Director from office.
- 5.17 A Director who resigns or who is being removed from office is entitled to submit to the credit union a written statement giving the reasons for the resignation or for opposing any action or resolution proposed for the purposes described in Section 86 of the Act.
- 5.18 The Board of Directors may, by a vote of not less than seventy-five (75) percent, suspend another Director if, in their opinion, a breach of policy by the suspended Director does not justify immediate removal. The suspension may be lifted if the voting Directors elect, by a similar majority, that the breach has been resolved.

Meetings of the Board

- 5.19 The Board of Directors of the credit union may meet at such place and on such notice as the Board of Directors may determine.
- 5.20 The majority of the Directors constitutes a quorum at any meeting of the Board of Directors and, notwithstanding any vacancy among the Board of Directors, a quorum of Directors may exercise all the powers of the Board of Directors.
- 5.21 Regular meetings of the Board of Directors shall be held at least six (6) times per year.
- 5.22 Special meetings of the Board of Directors may be called by the Chair at any time and shall be called upon the written request of at least three (3) Directors.
- 5.23 Where all the Directors participating in the meeting consent, a Director may participate in a meeting of the Board of Directors or of a committee of Directors by means of telephone or other such communications facilities as permits all persons participating in the meeting to hear each other, and a Director participating in the meeting is deemed for the purposes of the Act to be present at that meeting.
- 5.24 The Board of Directors shall report to the annual meeting of members the number of board and committee meetings attended by each director.

Remuneration of Directors and Committee Members

- 5.25 The Directors and committee members of the credit union shall be paid such remuneration and shall be reimbursed for such reasonable expenses incurred in the performance of their duties as may be approved by the Board of Directors of the credit union so long as all reporting requirements are met as specified in the Act and in the policies of the credit union.

Election Officers and Committees

- 5.26 The officers of the credit union shall be the Chair, the Vice-Chair, the Secretary, and any other officers deemed necessary for the efficient operation of the credit union, which may include second Vice-Chair or officer(s) at large.
- 5.27 The Board of Directors shall meet within fourteen (14) days following the annual or special meeting of members where their election took place, and they shall from their number elect a Chair, Vice-Chair, Secretary and other officers as provided in Article 5.26.
- 5.28 The Board of Directors may appoint a recording Secretary who may or may not be a Director.
- 5.29 The Board of Directors shall appoint a Credit Committee consisting of not less than three members of the credit union, none of whom is an employee, a member of the Audit Committee or the Chair of the Board of Directors and at least one of whom is a director.
- 5.30 The Board of Directors shall appoint an Audit Committee consisting of not less than three (3) members of the credit union, none of whom is an employee, a member of the Credit Committee or the Chair of the Board of Directors and at least one of whom is a director.
- 5.31 The chair
- (a) of the Credit Committee shall be a Director, and
 - (b) of the Audit Committee shall be a Director.
- 5.32 The Board of Directors may appoint such other committees as it deems appropriate and may delegate to those committees any of the powers of the Board of Directors.
- 5.33 The members of other committees appointed by the Board of Directors shall be members of the credit union and the Chair shall be a Director of the credit union.
- 5.34 A committee appointed by the Board of Directors shall keep minutes of its proceedings and the Chair of that Committee shall submit to the Board of Directors at each meeting of the Board of Directors the minutes of committee's proceedings during the period since the last meeting of the Board of Directors.
- 5.35 Notwithstanding Article 5.32 of these Charter By-laws, no committee or officer appointed by the Board of Directors has authority to:
- (a) hire or establish the terms of employment of the General Manager of the credit union,

- (b) submit to the members any question or matter requiring approval of the members,
- (c) fill a vacancy among the Board of Directors,
- (d) Issue or redeem shares, except in the manner and on the terms authorized by the Board of Directors, or
- (e) Approve the fiscal year-end financial statements.

Indemnification

- 5.36 Subject to Section 102 of the Act, the credit union may indemnify a Director or officer of the credit union or a person who acts or acted at the credit union's request.