

Proposed Rule Changes – April 2022

Be it Resolved, that the membership of Integris Credit Union approve the Rules with the proposed amendments and are hereby adopted as the Rules of Integris Credit Union. Furthermore, asked that the proposed Rule amendments be approved as a single item and encouraged to read the document in its entirety.

CHANGE ALL REFERENCES OF GENDER IDENTITY THROUGHOUT

RULES

- 2.31 – change reference from his or her to their
 - 2.32 – change reference from his or her to their
 - 2.34 – change reference from he or she is to they are
 - 4.4 - change reference from he or she receives to they receive
 - 4.10 – change reference from he or she is to they are
 - 4.20 - change reference from he or she to they
 - 4.23 – change reference from his or her to their
 - 4.26 – change reference from his or her to their; change reference from he or she to they
 - 4.29c. – change reference from his or her to their
 - 4.34a. – change reference from his or her to their; change reference from he or she to they
 - 4.43 – change reference from his or her to their in two areas
 - 4.48 – change reference from his or her to their
 - 4.59 – change reference from his or her to their
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RULE 2 – SHARES AND DEPOSITS

Old Rule

2.18 Method of Notice – Without precluding any other method of giving notice, a notice under Rule 2.14 or Rule 2.15 sent by post, addressed to the member at the member’s address shown on the register of members shall be deemed to have been received on the 4th day, Saturdays and holidays excepted, following the date of mailing.

New Rule

2.18 Method of Notice – Without precluding any other method of giving notice, a notice under Rule 2.14 or Rule 2.15 sent by post, addressed to the member at the member’s address shown on the register of members shall be deemed to have been received on the 5th day, Saturdays and holidays excepted, following the date of mailing.

Rationale: The statement of 4 days is in conflict with the Credit Union Incorporation Act that states to be effected on the 5th day, unless the rules of a credit union provide for a longer period of time. Change to 5th day to reflect the correct timeline.

Rule 2.35 – fix a spelling error - totalling to totaling

RULE 4 – DIRECTORS AND MANAGEMENT

Old Rule

4.7 Disqualification of Candidates

- a) i. b. A person who is a member of the immediate family who occupies the same house of an employee of Integris Credit Union or any of its subsidiaries or affiliates;

New Rule

4.7 Disqualification of Candidates

- a) i. b. A person who is a member of the immediate family who occupies the same house of an employee of Integris Credit Union or any of its subsidiaries or affiliates;
 - Immediate family refers to grandparents, parents, spouse, siblings, and children (whether by whole or half).

Rationale: Provides clarity on who an immediate family member is.

Old Rule

4.7 Disqualification of Candidates

- a) i. c. A person who is a relative who occupies the same house of an employee of Integris Credit Union or any of its subsidiaries or affiliates;

New Rule

4.7 Disqualification of Candidates

- a) i. c. A person who is a direct relative who occupies the same house of an employee of Integris Credit Union or any of its subsidiaries or affiliates;
 - Direct relative refers to nieces, nephews, cousins (whether by whole or half) and mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law.

Rationale: Provides clarity on who a direct relative is.

Old Rule

4.7 Disqualification of Candidates

- b) A person who ceases to be qualified under Rule 4.7 shall vacate unless the Board of Directors determines by a resolution of 2/3 of the remaining Directors that Rule 4.7 does not apply to such a person.

New Rule

4.7 Disqualification of Candidates

- b) A person who ceases to be qualified under Rule 4.7 shall vacate the office of director unless the Board of Directors determines by a resolution of 2/3 of the remaining Directors that Rule 4.7 does not apply to such a person.

Rationale: Provides clarity on what to vacate.

Old Rule

4.16 Notice of Election to Members – Where an election is to be held, the Nominating Committee shall forward, at least 30 days before the annual general meeting, to all members of the credit union entitled to vote:

New Rule

4.16 Notice of Election to Members – Where an election is to be held, the Nominating Committee shall notify, at least 30 days before the start of the voting period, to all members of the credit union entitled to vote:

Rationale: Provides clarity on the process to notify members of an election 30 days prior to the start of voting.

Rule

4.34 Conduct of Directors – Removal of Directors –
b) i. Remove ‘and Ethics’ to align with Code of Conduct
b) iii. Remove ‘set out in the Performance Standards Policy for Directors’

Rationale: To remove specific policy titles

Old Rule

4.50 Meetings by Telecommunications – A director or a committee member may participate in a meeting of the directors or any committee of the directors by means of conference telephones or other communications facilities by means of which all directors or committee members participating in the meeting can hear each other, provided that all such directors or committee members agree to such participation. A director or committee member participating in accordance with this Rule shall be deemed to be present at the meeting and to have so agreed and shall be counted in a quorum therefore and be entitled to speak and vote thereat.

New Rule

4.50 In Person or Virtual Meetings – Directors meetings and committee meetings may be held by in person attendance or by virtual (telephone or electronic) attendance or by both in person attendance and virtual attendance, provided that:
a) appropriate notice procedures are satisfied (which must include instructions on how to participate and vote at the meeting);
b) all persons present at the meeting are able to communicate and vote at the meeting; and
c) the credit union facilitates the use of the virtual communications medium at the meetings.

A director or committee member participating in accordance with this Rule shall be deemed to be present at the meeting and to have so agreed and shall be counted in a quorum therefore and be entitled to speak and vote thereat.

Rationale: The wording update matches a ministerial order in place for virtual meetings.

Old Rule

4.52 (4.51 previously) Audit Committee – The directors shall annually elect or appoint a minimum of three of their number as the Audit Committee.

New Rule

4.52 (4.51 previously) Audit Committee – The directors shall annually elect a minimum of three of their number as the Audit Committee.

Rationale: A Credit Union Incorporation Act requirement to elect the Audit committee

Old Rule

4.59 (4.58 previously) Committee Reports – Every committee shall report to the next succeeding meeting of the directors all business dealt with by the committee since the last preceding meeting of the directors

New Rule

4.59 (4.58 previously) Committee Reports – Every committee shall report, written or verbal to the next succeeding meeting of the directors all business dealt with by the committee since the last preceding meeting of the directors.

Rationale: Provide clarity that the report shall be delivered by means of written or verbal.

RULE 5 – GENERAL MEETINGS

New Rule Addition

5.3 In Person or Virtual Meetings – The annual general meeting or other general meeting may be held by in person attendance or by virtual (telephone or electronic) attendance or by both in person attendance and virtual attendance, provided that:

- a) appropriate notice procedures are satisfied (which must include instructions on how to participate and vote at the meeting);
- b) all persons present at the meeting are able to communicate and vote at the meeting; and
- c) the credit union facilitates the use of the virtual communications medium at the meeting.

A member participating in accordance with this Rule shall be deemed to be present at the meeting and to have so agreed and shall be counted in a quorum therefore and be entitled to speak and vote thereat.

Rationale: The wording update matches a ministerial order in place for virtual meetings.

Old Rule:

5.8 (5.7 previously) Who May Vote –

- a) Only a person who is a member in good standing at least 90 days prior to the commencement of voting and who is not a junior member may vote on a resolution, including a special resolution

New Rule:

5.8 (5.7 previously) Who May Vote –

- a) Only a person who is a member in good standing at least 90 days prior to the commencement of voting and who is not a junior member may vote on a resolution, including a special resolution. Each member shall be entitled to one vote.

Rationale: To clarify one member one vote rule

New Rule Addition:

5.9 Declaration - After a vote at a meeting is taken, a declaration of the chairperson that a motion or resolution has been carried by the requisite majority shall be conclusive.

Rationale: Clarification on process.

Old Rule:

5.13 (5.12 previously) Method of Voting

- b) mail ballot – *delete*

Rationale: Mail ballot is referred to in item a). Delete the repetition.

New Rule Addition:

5.16 No person may photograph, record or film the proceedings of the meeting by use of any camera or other electronic device, without the permission of the chair or the consent of the meeting.

Rationale: Updated language with virtual meetings
