

## **Proposed Integris Rule Change – May 2024**

***Be it Resolved, that the membership of Integris Credit Union approve the Rules as amended and the Rules currently in effect be replaced by the Rules presented and are hereby adopted as the Rules of Integris Credit Union.***

***Furthermore, asked that the proposed Rules be approved as a single item and encouraged to read the document in its entirety.***

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### **RULE 4 – DIRECTORS AND MANAGEMENT**

#### **Old Rule**

4.36 Appointment to Fill Vacancy – Where a casual vacancy occurs among the directors or, for any reason, the office of director is not filled in an election, the remaining directors may appoint a qualified person to the fill vacancy. Any person so appointed shall hold office until the close of the next annual general meeting.

#### **New Rule**

4.36 Appointment to Fill Vacancy – Where a casual vacancy occurs among the directors, or for any reason, the office of director is not filled in an election, the remaining directors may appoint a qualified person to fill the vacancy. A qualified person will not be required to fulfill the consecutive 12-month membership requirement under 4.7(a)(i)(f), thus allowing the remaining directors to fill a vacancy based on skillset. A qualified person must be a current member of the credit union. Any person so appointed shall hold office until the close of the next annual general meeting.

**Rationale:** The Integris Board of Directors adheres to the Principles of Good Governance and an effective Board should comprise of itself of diverse skills, perspectives, and backgrounds. From time to time a vacancy may arise on the Board. This rule change would enable the Directors to appoint to the Board an individual that could bring a needed skillset, or other diverse perspective. The appointed Director will be required to be/ become a member of Integris, however will not be required to fulfill the 12-month membership status. Note any appointment ends at the following AGM and if that appointed Director chose to run again, their membership requirements in a normal election would not be exempted by this rule.

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