

Credit Union Act
Revised Statutes of Alberta 2000 Chapter C-32
Current as of January 31, 2000

Qualifications of directors

65(1) A person is not qualified to become, and shall not act or continue to act as, nor permit the person to be elected or appointed as, a director of a credit union, and the credit union shall not knowingly permit any of those acts, unless the person satisfies the qualifications specified and referred to in this section.

- (2) A person is not qualified to be a director of a credit union
- (a) unless the person is
 - (i) an individual of adult age,
 - (ii) a member or a designated representative, and
 - (iii) a Canadian citizen or a person who has been lawfully admitted into Canada for permanent residence;
 - (b) if the person has the status of a bankrupt;
 - (c) subject to subsection (5), if the person is, or within the 3-year period immediately preceding the person's election or appointment to the board was, an employee of any body corporate;
 - (d) if the person is a professional advisor to the credit union;
 - (e) subject to subsection (5), if the person is a director or officer of another credit union or of the Corporation;
 - (f) if the person is employed in the public service of Alberta or by a Provincial agency within the meaning of the *Financial Administration Act* and to which that Act applies, whether under a contract of service or a contract for services, whose substantive duties are directly concerned with the business or affairs of credit unions or of Central;
 - (g) if, within the immediately preceding 5 years, the person has been convicted of
 - (i) an indictable offence that is of a kind that is related to the qualifications, functions or duties of a corporate director, or
 - (ii) an offence against this Act, and either the time for making an appeal has expired without the appeal's having been made or the appeal has been finally disposed of by the courts or abandoned;
 - (h) if the person has a loan from that credit union in respect of which the repayment of principal or interest is in arrears for the prescribed period;
 - (i) if the person is a represented adult as defined in the *Adult Guardianship and Trusteeship Act* or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*,
 - (j) if the person is a formal patient as defined in the *Mental Health Act*,
 - (k) if the person has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - (l) if the person is disqualified by, or unless the person satisfies any other qualification requirements of, the bylaws.

- (3) A person is not qualified to remain a director if the person fails without good cause to attend the minimum number of board meetings that the person is required by the bylaws to attend.
- (4) Three-quarters of the directors must at all times be ordinarily resident in Alberta.
- (5) The Minister may approve an exemption from the application of subsection (2) (c) and (e) in respect of a person's employment with, or a person's service as a director or officer of, the Corporation.

RSA 2000 cC-32 s65; 2008 cA-4.2 s126

Servus Credit Union Bylaws
March 4, 2020

Board of Directors

5.20. In addition to the qualifications under Section 65 of the Act and such other qualifications as may be determined by the Directors from time to time, a member is not eligible to be nominated for election, be appointed as a Director, or hold office as a Director, unless the member:

- a. is bondable in the amount determined by the Board of Directors;
- b. has been a member for at least one year;

and is not eligible to be nominated for election, be appointed as a Director, or hold office as a Director, if the member:

- c. is employed in a position that could be construed as a conflict of interest situation or a potential conflict of interest situation; or
- d. is the spouse or adult interdependent partner of a Director or employee of the Credit Union or is a relative of or a relative of the spouse or an adult independent partner; or
- e. resides in the same household as a Director or employee of the Credit Union; or
- f. is in a real or perceived conflict of interest through personal, business or other relationships.

POLICY TYPE: Governance Process

POLICY #: GP - 15

POLICY TITLE: Governance Succession
Planning

DATE APPROVED: June 24, 2021

DATE AMENDED:

DATE LAST REVIEWED: June 24, 2021

The Nominating Committee shall ensure that candidates nominated for the Board of Directors are qualified and eligible to run for election as per Board policy.

Accordingly:

Candidates are eligible to run for the Board of Directors when they:

1. are active adult members, in good standing for a minimum of one year since the previous fiscal year end, and commit to continue to do so, if elected.
2. declare that they will make a reasonable attempt to conduct their financial business with Servus Credit Union.
3. declare that they have read, and that they understand and that they will comply with the excerpts of Servus' bylaws, and excerpts of the Credit Union Act and this policy document as provided.
4. provide an outline of their understanding and knowledge of the credit union system, and Servus in particular.
5. submit a résumé giving relevant background, intentions, and objectives in running for a position on the Board of Directors.
6. provide a photo for use in nomination publications, and an appropriate release.
7. agree not to campaign actively for election on Servus property.
8. are not employed by or are directors of a competing financial institution.
9. are not the spouse or partner of a Director of Servus.
10. are not the spouse or partner of an employee of Servus.
11. are not related by birth or marriage with a sitting Director or employee of Servus Credit Union.
12. have not been an employee of Servus Credit union in the past three years.
13. do not reside in the same household as a sitting Servus Director or employee.
14. are not a duly elected member of a municipal, provincial, or federal public office or a candidate for the same during the nomination and election period for the Servus Credit Union Board of Directors.

Furthermore:

15. The minimum number of candidates allowed on the ballot will be twice the positions available. The maximum will be two more than the minimum.

POLICY TYPE: Governance Process **POLICY #:** **GP - 16**

POLICY TITLE: Election Campaign Policy **DATE APPROVED:** October 26, 2017

DATE AMENDED:

DATE LAST REVIEWED: October 26, 2017

The campaign policy has been developed to guide all candidates through the election process. It has been developed to ensure that all candidates, regardless of their means or influence: have the opportunity for equal exposure to the members; preserve the organization's brand during the election; and protect Servus employees from undue influence.

Accordingly:

1. Each candidate must submit to the Nominating Committee a written statement (maximum 200 words), digital and/or photographic material as specified in the Director Nomination Form. Servus Credit Union will publish supplied materials in the appropriate forms and media as determined by the Nominating Committee. No other campaign literature or materials may be produced or used by a candidate unless vetted through the Nominating Committee.
2. The Nominating Committee has the right to review all campaign material and may reject any material that in the opinion of the Nominating Committee contains defamatory, prejudicial or misleading comments. All candidates shall act independently and not appear to belong to a "slate" of candidates.
3. Each candidate will be given the opportunity to participate in the production of a video profiling them as a candidate. The video will be available to all members on servus.ca and played in all Servus branches leading up to and during the election period. Other material may also be displayed in Servus branches at the discretion of the Nominating Committee.
4. Candidates may not actively campaign within 30 metres of any Servus Credit Union branch or office.
5. Candidates may not advertise or otherwise publicize their campaign in the paid media. The organization will administer social media for campaigning on behalf of the candidates. Any independent use of social media by the candidates will ensure the organization's brand is preserved and Servus employees are protected from undue influence.
6. No candidate shall interfere with or permit any person on his or her behalf to interfere with the duties of any person appointed as a returning officer in connection with the election. During working hours any employee assistance will be limited to administrative or informational details. Staff shall not be involved in the campaign of any candidate.
7. Any dispute about the interpretation, application or alleged violation of the guidelines shall be dealt with by the Nominating Committee. The restrictions on candidates also apply to any person campaigning for, or acting on behalf of a candidate.