



ST. STANISLAUS - ST. CASIMIR'S
POLISH PARISHES CREDIT UNION LIMITED

Election Package
for Nominee Candidates to the
BOARD OF DIRECTORS
(Candidate's Package)

January 2024

ELECTION RULES

for the election of members to the

Board of Directors

The following Election Rules have been developed in accordance with Articles 4.03, 4.04, 5.04, 5.05, 7.09 of By-law No.1 (the "By-laws") of the St. Stanislaus-St. Casimir's Polish Parishes Credit Union Limited (the "Credit Union"). They apply in preparing for the election of the members to the Board of Directors of the Credit Union:

1. A meeting of the Board of Directors in December of each year shall appoint a Nominating Committee and an Election Committee pursuant to Articles 5.04 and 5.05 respectively of the By-laws.
2. During the month of January prior to the annual general meeting, the Chair of the Election Committee shall give notices of the Nomination Period to members of the Credit Union who on the first day of such January appear on the records of the Credit Union by posting such notice in each office of the Credit Union, and either (a) sending the notice by prepaid mail to the Recorded Address of the member; or (b) publishing the notice in a newspaper that is circulated in the community in which the head office of the Credit Union is situated; or (c) publishing the notice on the Credit Union's website.
3. Nominations shall be addressed to the Chair of the Election Committee at the Head Office of the Credit Union from the first day of February prior to the annual general meeting to the close of business on the last business day immediately preceding the last day of such February respectively.
4. Notice of the Nomination Period shall be in accordance with section 7.09 (b) and (c) of the Credit Union By-laws.
5. All nominees should familiarize themselves with the contents of this package and complete the following forms:
 - i. **Form 2-B Nomination Form**
 - ii. **Form 3-B Acknowledgment and Undertaking – Nominee**
 - iii. **Form 5-B Curriculum Vitae – with passport size photo, preferably B/W**
 - iv. **Form 6-B Statutory Declaration – Notarized**
 - v. **Form 7-B Authorization to conduct searches against Nominee**

When the Application for nomination has been received by personal delivery to the Credit Union's Main Office, a receipt will be issued.

6. The Nomination Committee will confirm those nominations that meet the Director eligibility requirements as specified in the Credit Union and Caisses Populaires Act, 2020 (the "Act"); the Credit Union's By-laws, Articles 4.02 and 7.09 (d0); and as further defined in Form 1-B, 3B and Form 6-B. After the close of nomination the Chair of the Election Committee will arrange to have the acceptable curriculum vitae, other relevant supporting information and pictures of Nominees prepared for forwarding to the members. If there are more Nominees than vacancies, the Chair of the Election Committee will also arrange to have all necessary ballots prepared.
7. The Corporate Secretary shall, in the month of March prior to the annual general meeting and after all acceptable nominations have been received by the Chair of the Election Committee, cause to be sent to each member so entitled, notice as fully defined in section 7.09 (j) of the Credit Union By-laws.
8. All ballots completed at the Advance Polls shall be delivered in sealed containers to the site of the annual general meeting, where any member who has not already voted at an Advance Poll may complete a ballot and the ballot will be counted.
9. The Election Committee and its appointees (such as a tabulation firm), in conjunction with the auditors of the Credit Union shall supervise the counting and the Chair of the Election Committee shall announce the final results of the balloting to the membership at the annual general meeting.

Election and Nomination Procedures and Instructions have been developed to assist members of the Election and Nominating Committees and other stakeholders that supplement these Rules; the By-laws; and the Credit Unions and Caisses Populaires Act, 2020.

Note:

It is the responsibility of each candidate to properly complete all forms and submit all required attachments.

Should the candidate wish to engage in an informational interview and/or wish the Nominating Committee to review his/her nomination papers and communicate to such nominee regarding his/her eligibility to stand for election prior to the end of the nomination period, the completed package of forms has to be submitted to the Chair of the Election Committee at least 10 days prior to the end of the nomination period.

Form 1- B

Director Eligibility

Disqualified Individuals as per Section 29(1) of the Act

29. (1) For the purposes of section 84 of the Act, the following individuals are disqualified from being directors of a credit union:

1. One whose membership in any credit union has been terminated, other than voluntarily.
2. One who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere.
3. One who is an undischarged bankrupt or who has been discharged as a bankrupt in the five years preceding the date on which the individual may be elected as director.
4. One who is unable to obtain proof of bonding insurance that is satisfactory to the Chief Executive Officer.
5. One who is more than 90 days in arrears in the payment of a debt owed to the credit union, unless the credit union has agreed to extend the time for repayment.
6. One who is a listed person within the meaning of the United Nations Suppression of Terrorism Regulations under the United Nations Act (Canada).
7. One who has been convicted, in the five years preceding the date on which the individual may be elected as a director, of an offence described in subsection (3) and who has not received a pardon for the offence.
8. One whose membership in a professional association has been terminated, in the five years preceding the date on which the individual may be elected as director, for professional misconduct.
9. An employee of the credit union or a central in which the credit union is a member or the employee's spouse, parent or child.
10. A professional advisor who provides services to the credit union in the individual's professional capacity or who has provided such services in the three years preceding the date on which the individual may be elected as a director.
11. An employee, director or officer of the Authority.
12. A public servant employed under Part III of the Public Service of Ontario Act, 2006 whose employment duties include regulating credit unions.
13. One who has not met the training requirements or qualifications for directors established by the credit union.
14. One who has not met any reasonable condition or qualification set out in the by-laws of the credit union.

(2) An individual is not an employee for the purposes of paragraph 9 of subsection (1) solely because the individual provides, without remuneration, services to the credit union or central that are ordinarily provided by an employee.

(Continued on next page)

Director Eligibility

Qualification as per Article 4.02 of Credit Union By-Law No.1

4.02 Only a natural person who:

- (a) is, and has been for at least two (2) years preceding that time, a member of the Credit Union in full compliance with the minimum membership share requirements contained in section 2.03 hereof;
- (b) is at least eighteen years of age;
- (c) is a Canadian citizen or a person lawfully admitted to Canada for permanent residency who is ordinarily resident in Canada;
- (d) is able to obtain proof of bonding insurance that is satisfactory to the Chief Executive Officer;
- (e) is not otherwise disqualified under the Act;
- (f) has disclosed to the Board, in a timely fashion before the election in which the natural person is a candidate is held, everything he or she is required by the Act to disclose as a candidate for director of a credit union;
- (g) is an active parishioner in good standing with a Roman Catholic Parish which is predominantly Polish in character and is located in the Province of Ontario;
- (h) has education and/or experience such that (s)he can understand and assess the implications of financial statements, auditor's reports, or any other document that may be presented to the Board;
- (i) has not at any time initiated or participated in any action that exposed the Credit Union to a financial risk or expenditure, or, by their actions, tarnished the Credit Union's reputation and image; and
- (j) is not a former employee or elected official involuntarily removed from an elected position, or dismissed by a disciplinary action, or dismissed for any other reason (including, without limitation, for no reason);

is eligible to be a director of the Credit Union.

Form 2 - B

Application Form for Nomination for the 2024 Election of Directors

There are Three (3) vacancies, each for a three (3) year term.

We, the undersigned Members of St. Stanislaus - St. Casimir's Polish Parishes Credit Union Limited nominate _____,
a Member in good standing of St. Stanislaus - St. Casimir's Polish Parishes Credit Union Limited, for the position of Director.

Each Nominator is to provide their account number in column A, print their name in column B, telephone number in column C, sign in column D, have a witness sign in column E (excluding the candidate), have the witness print their name in column F, witness telephone number in column G and insert date in column H:

Candidates can obtain witness signatures by scanning and/or emailing the form.

	(A) Account No.	(B) Name of Nominator	(C) Nominator Tel. No.	(D) Signature of Nominator	(E) Witness Signature	(F) Witness (Print Name)	(G) Witness (Tel. No.)	(H) Date
1.								
2.								
3.								
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10.							
11.							
12.							
13.							
14.							
15.							

I hereby accept nomination for the position of Director of St. Stanislaus - St. Casimir's Polish Parishes Credit Union Limited.

I hereby certify that I am a member in good standing of St. Stanislaus - St. Casimir's Polish Parishes Credit Union Limited as detailed in By-law 4.02.

Date _____, 2024

Account Number

Signature of Nominee

Form 3 - B

Acknowledgement and Undertaking – Nominee

(The Credit Union's By-Law No.1, as well as the 2024 Candidate's Package is accessible at www.polcu.com, under the 'Member News')

I, _____, a nominee for election to the position of Director to the St. Stanislaus - St. Casimir's Polish Parishes Credit Union Limited, hereby acknowledge that I have:

- a) familiarized myself with the Act and Regulations, and understood the Director liability and disclosure provisions thereof;
- b) familiarized myself with the Sound Business and Financial Practices – Rule 1.
- c) read and understood the Credit Union's By-law No.1
- d) read and understood any pertinent literature reasonably prescribed from time to time by the Board for members seeking a nomination for election to the Board; and submitted valid nomination forms that are:
 - (i) in the form prescribed in the Candidate's Package;
 - (ii) accompanied by all attachments prescribed in the Candidate's Package, including, without limitation, a curriculum vitae which includes
 - a) Experience, expertise and qualifications of the Candidate;
 - b) Candidate's involvement in community activities;
 - c) Candidate's past and present service as a Director of a Board;
 - d) Any formal Director education/training accreditations; and
 - e) Candidate's professional, community or other affiliations or Memberships;
 - (iii) signed and witnessed in the manner prescribed in the Candidate's Package by ten members of the Credit Union who have received the notice provided for in paragraph (b) of By-law Article 7.09 and by the member nominated;
 - (iv) an active membership with one or more active accounts at the Credit Union such that I have been and am clearly a supporter of and believer in the role played by St. Stanislaus in the community; and
 - (v) received by the Chair of the Election Committee at the head office of the Credit Union during the Nomination Period;

I do solemnly undertake to:

- a. stand for election, and, if elected, to serve as a Director;
- b. observe the provisions of the Credit Unions and Caisses Populaires Act, 2020 and Regulations;
- c. comply with the Director's Conflict of Interest requirements as detailed in the Credit Unions and Caisses Populaires Act, 2020 and Regulations;
- d. adhere to the guidance and recommendations as detailed in the Sound Business and Financial Practices – Rule 1.
- e. provide full, financial disclosure to the Credit Union, as required from the Board from time to time and consent to the Nominating Committee searching all available and relevant public records and thereby obtaining personal and business information about me, and to the Committee using any such information so obtained, but only for the purpose of evaluating my suitability as a director and the likelihood that I would, if elected, perform my duties as a director to the level expected of such a director;
- f. observe the Credit Union By-law No.1, and the rules relating to the elections and the conduct thereof;
- g. resign from the Board in the event that it has been determined that as a Director, I do not, or have ceased to meet the eligibility requirements as set out in the Credit Unions and Caisses Populaires Act and the Credit Union By-law No.1 during my term of office;
- h. accept the decision by the Nominating Committee as to my acceptability as a potential Director and that I shall not contest that decision in the event that my application is not accepted;
- i. accept that the decision by the Nominating Committee is final;
- j. accept that if my credit score is not in excess of 700, I may not be acceptable as a Director of the Credit Union; and,
- k. allow the Nominating Committee to use any independent expert advice they deem useful in reaching a conclusion with respect to my application.

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Form 3 – B Continued

Acknowledgement and Undertaking – Nominee

I further understand that in order to be eligible for consideration for Nomination, this Application must be completed as required; submitted as referenced in the Notice of Nomination; and be accompanied by the following document:

- Copy of criminal record check (Clearance Letter). Please note it may take up to 3 weeks to obtain a criminal record check which must be submitted with the application package February 28, 2024

I understand that in order to be eligible for consideration for Nomination, the forms in this Election Forms Package must be fully completed as required; and submitted as detailed in this Election Rules Package for Candidates to the Board of Directors.

I acknowledge that there are non-refundable costs involved in assessing my application and accordingly enclose a cheque in the amount of \$150, payable to St. Stanislaus – St. Casimir’s Polish Parishes Credit Union Limited (the “Credit Union”.) the Credit Union to offset some portion of that cost.

I further acknowledge that as the official language of business of the Credit Union is English, and that as the laws and regulations under which the Credit Union operates is English, that I have completed the required documentation in English and I am sufficiently proficient in English to understand and perform the duties of a director if my nomination is accepted and if I am either elected or appointed to the Board.

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Form 3 – B *Continued*

Acknowledgement and Undertaking – Nominee

I understand that I will be contacted by the Nominating Committee prior to March 11, 2024, about the validation of my candidate's package. The Nominating Committee will only invite successful candidates to the next stage of nominating process, the interviews

I understand that the decision about eligibility will be communicated by March 28, 2024.

Dated at _____, this ____ day of _____, 2024

Signature of Witness

Signature of Nominee

Address of Witness:

Address of Nominee:

Form 4 – B

Curriculum Vitae Completion Guidelines/Criteria

The Curriculum Vitae shall be used in Credit Union election materials. The purpose of the Curriculum Vitae includes providing a summary of one's personal history and academic and professional qualifications for consideration as a candidate for election to the Board of Directors.

The established format in the Candidate's Package, as approved by the Board, includes six categories:

- Reason for seeking election;
- Education;
- Credit Union or financial institution experience;
- Employment experience;
- Community experience; and
- Statement of Interest

Reason for Seeking Election

The section would serve as a concise summary of positive attributes detailed in the subsequent five categories that would serve to qualify and reinforce a nominee's candidacy. It would summarize how a nominee would make a positive impact and contribution through his or her candidacy.

Education

This should be listed in reverse chronological order, listing the most recent academic or professional accreditation and or designations. Information should include year of attendance, date of graduation and name and location of the institution. Canadian certified equivalents of any diplomas, designations or degrees obtained outside of Canada and the USA must be provided.

Credit Union or Financial Institution Experience

This category should be listed in reverse chronological order, listing the most recent involvement/position, listing the name of Credit Union or financial institution, the year, and the position(s) held.

Employment Experience

Employment experience should be listed in reverse chronological order listing the name and location of the employer, year(s) employed, and position held.

Community Experience

Listed in reverse chronological order, this section would include community as well as parish related activities identifying the name of the community/parish/ organization, the level of involvement and the time period of the activity.

Statement of Interest, not to exceed 400 words, which:

- provides the Membership with enough information about the Candidate from a personal and professional perspective to help them understand the skills and expertise the Candidate would bring to the Board;
- outlines the Candidate's reasons for seeking election to the Board of St. Stanislaus & St. Casimir's Polish Parishes Credit Union; and
- explains why Members should vote for this Candidate.

General

The Curriculum Vitae should be clear, concise, positive and consistent and should not offer negative or irrelevant information.

The Curriculum Vitae will be published as received, and will be used to inform the Membership about the Candidate in its election materials.

Form 5 – B

CURRICULUM VITAE

(Please fill out this form and submit electronically in PDF format to **election@polcu.com** in addition to provided hardcopy.)

NAME OF NOMINEE: _____

REASON FOR SEEKING ELECTION:

EDUCATION:

CREDIT UNION OR FINANCIAL INSTITUTION EXPERIENCE:

EMPLOYMENT EXPERIENCE:

COMMUNITY EXPERIENCE:

STATEMENT OF INTEREST, not to exceed 400 words

Form 6 - B

STATUTORY DECLARATION

CANADA

IN THE MATTER OF the election of Directors

PROVINCE OF ONTARIO

of St. Stanislaus-St. Casimir's
Polish Parishes Credit Union Limited
(the "Credit Union")

TO WIT:

I, _____ of the _____

of _____ in the _____ of _____

DO SOLEMNLY DECLARE THAT:

1. I am submitting this application to be accepted as a nominee for election as a Director of the Credit Union. Should my application be acceptable as having met the requirements set out by the Nominating Committee, my name will be included on the ballot for the election scheduled to occur at the 2024 Annual General Meeting of the Credit Union;
2. I am not:
 - (a) one whose membership in any credit union has been terminated, other than voluntarily;
 - (b) one who a court has decided is of unsound mind;
 - (c) one who is an undischarged bankrupt or who has been discharged as a bankrupt in the five years preceding the date on which he or she may be elected as Director;
 - (d) one who is unable to obtain a bond of an insurer licensed under the *Insurance Act* to write surety and fidelity insurance;
 - (e) one who is more than 90 days in arrears in the payment of a debt owed to the credit union unless the credit union has agreed to extend the time for repayment;
 - (f) one who is a listed person within the meaning of the United Nations Suppression of Terrorism Regulations under the *United Nations Act* (Canada);
 - (g) one who has been convicted, in the five years preceding the date on which he or she may be elected as a Director, of an offence as detailed in i) – iv) below, and who has not received a pardon for the offence that:
 - (i) is related to the qualifications, functions or duties of a Director of a body corporate;
 - (ii) involves theft or fraud;
 - (iii) involves a contravention or failure to comply with this Act, a predecessor of this Act or an Act governing a subsidiary of the credit union; or
 - (iv) involves a contravention or failure to comply with the *Securities Act*.
 - (v) Sheriff's execution
 - (h) one whose membership in a professional association has been terminated, in the five years preceding the date on which he or she may be elected as Director, for professional misconduct;
 - (i) an employee of a credit union or a league in which the credit union is a member or his or her spouse, parent or child;
 - (j) a professional advisor who provides services to the credit union in his or her professional capacity or who has provided such services in the three years preceding the date on which he or she may be elected as a Director;

(Continued on next page)

Form 6 - B *Continued*

STATUTORY DECLARATION

- (k) an employee of the Credit Union;
 - (l) a public servant employed under Part III of the *Public Service of Ontario Act, 2006* whose employment duties include regulating credit unions;
 - (m) one who has not met the training requirements or qualifications for Directors within the required time frames as established by the Credit union and the regulators;
 - (n) one who has not met any reasonable condition or qualification set out in By-law No.1 of the Credit Union as determined by the Nominating Committee;
 - (o) not a director, officer, employee, or agent of an entity (other than any other entity for which an exception has been made by the Board from time to time) that is engaged in, or has the reasonable potential to be engaged in, business activity materially and directly competing with the then existing or proposed activities or business of the Credit Union;
 - (p) is free of any real or perceived conflict of interest that might reasonably be expected (based on a legal opinion), to prevent him or her from acting in the best interests of the Credit Union as a whole, and independently of any particular interest arising as a result of any previous, existing, or future relationship with the Credit Union, its Members, customers, competitors, or suppliers;
3. I am, or at the time of the election will be:
- (a) a member of the Credit Union for at least two (2) continuous years immediately preceding the current election;
 - (b) at least 18 years of age; and
 - (c) a Canadian citizen or a person lawfully admitted to Canada for permanent residency and ordinarily resident in Canada.
4. My Curriculum Vitae which is attached to the Candidate's Package is true and correct in all respects.
5. I understand that the willful provision of false information on this statutory declaration will result in automatic disqualification.
6. I acknowledge that if elected to the Board of Directors, the willful provision of false information on any other form completed in this Candidate's Package that I have signed will result in my resignation from the Board of Directors and I hereby undertake to do so should this be determined to have occurred.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED BEFORE ME

at the City of _____

in the Province of Ontario

this _____ day of _____, 2024.

Signature of Nominee

A Commissioner

Form 7 - B

Authorization to conduct searches against Nominee

I, _____, applicant to be considered as a potential nominee for election to the position of **Director to the Board of Directors** of St. Stanislaus - St. Casimir's Polish Parishes Credit Union Limited, hereby give authority/permission to the Nominating Committee or they designate to conduct searches against me in respect of bankruptcy, credit bureaus, lawsuits, and such other searches as the Nominating Committee will determine is necessary and reasonable in order to verify compliance with our By-law No.1 and the Act.

Dated at _____, this ____ day of _____, 2024

Signature of Witness

Signature of Nominee

Address of Witness:

Address of Nominee:

Form 8 – B

Annual General Meeting Election Activities

1. Presentation of Nominees:
 - i) Alphabetical presentation.
 - ii) Two minutes limited time of each presentation. (*Effective time*)
2. No distribution of campaign material will be allowed.

Form 9 – B

Counting of Ballots at the Annual General Meeting

1. All ballots will be cast and counted at the Annual General Meeting.
2. The Election Committee and its appointees in conjunction with the auditors of the Credit Union, shall supervise the counting of all ballots.
3. Each nominee shall be entitled to have one (1) scrutineer attend the counting of the ballots. One person appointed at the AGM can observe the count.
4. Communications external to the ballot counting room, either inside or outside of the ballot counting room, are not permitted during and immediately after the counting of the ballots. The use of cell phones and/or any other type of communication device is prohibited during this time. The results of the balloting shall be announced only by the Chair of the Election Committee to the membership at the AGM of the Credit Union.

Form 10 – B

Nominee Activities Prior to Annual General Meeting

1. No campaigning will be permitted at any office of the Credit Union. Any contravention of this will result in disqualification of the candidate.

Form 11 – B

General Election Matters

1. The Chair of the Election Committee shall address any disputes of nominees.
2. Any and all communication with the Election Committee shall be in writing addressed to the Chair, Election Committee, c/o St. Stanislaus–St. Casimir’s Polish Parishes Credit Union Limited, Head Office.
3. The Election Committee and its appointees (such as a tabulation firm), in conjunction with the auditors of the Credit Union, shall be responsible for the counting of votes at the Annual General Meeting.
4. Meetings and agenda of meetings of nominees shall be determined by the Chair of the Election Committee. The Election Committee and the Nominating Committee shall keep minutes that will be held at the Head Office of the Credit Union in the same manner as minutes of Board meetings.
5. After a motion at the AGM, all ballots shall be destroyed.
6. Proxies shall be made available on request at each branch starting February 1 of each year.
7. Any person seeking nomination to be considered as a potential nominee for the Board of Directors shall be provided with a Candidate’s Package as prescribed by the Board.

Form 12 – B

Instructions for Scrutineers

1. Advance Polls

- (a) One Scrutineer per candidate is allowed to be present in each polling location;
- (b) Scrutineers may bring objections regarding the election process to the representative of the Tabulation Firm, if one has been appointed. All unresolved matters will be presented to the members of the Election Committee for resolution;
- (c) Scrutineers are not allowed to touch the boxes until after taping/initialing occurs;
- (d) Scrutineers may additionally seal/tape/initial all ballot boxes and envelopes.

2. AGM

- (a) One Scrutineer per candidate will be allowed to be present during counting of the ballots;
- (b) Scrutineers will refrain from talking loudly or disturbing the employees counting the ballots;
- (c) Communications external to the ballot counting room, either inside or outside of the ballot counting room, are not permitted during and immediately after the counting of the ballots. The use of cell phones and/or any other type of communication device is prohibited during this time. The results of the balloting shall be announced only by the Chair of the Election Committee to the membership at the AGM of the Credit Union.