



Board Candidate Information Package

2020 Board of Directors Elections

Completed nomination forms must be received by February 21, 2020



Message from the Nomination Committee Chair

Dear Prospective Director Candidate:

Thank you for your interest in serving as a Director of *Ukrainian Credit Union Limited* ("UCU"). For over 75 years, *Ukrainian Credit Union Limited* has helped tens of thousands of Ukrainian-Canadian and other members – both those locally-born and those who immigrated to Ontario – with their financial needs. As a potential Director candidate for the Board of Directors, if elected, you will play a vital role in furthering our founding principles and helping to ensure a sustainable future for our credit union.

This package provides you with the information needed to understand and complete the nomination process. Once we receive your completed nomination package, you will be invited to an interview and information session with the Nomination Committee. The session will provide an opportunity for us to share a more in-depth perspective of what it takes to be a member of our credit union's Board of Directors, and allow you the opportunity to ask the Nomination Committee any questions you may have related to your candidacy and potential future service on the Board of Directors.

The Nomination Committee is responsible for ensuring a fair and transparent nominations and election process, that our members are fully informed about the qualifications of candidate so that they can make an informed choice when it comes to electing or re-electing members to the Board of Directors, and to recruit, assess, and endorse candidates for election to the Board of Directors. Our primary goal is to recommend the most qualified and competent candidates for members' election to the Board of Directors with a view to ensure the proper skills and experience are available to oversee the credit union's operations.

If you have any questions about the enclosed information you may contact the Nomination Committee at NominationCommittee@ukrainiancu.com. To ensure fairness and transparency all inquiries should be made in writing, and will be responded to in a similar way.

Our vision is that *Ukrainian Credit Union Limited* will be the financial institution of choice for the Ukrainian-Canadian community and those who share its co-operative and cultural aspirations. On behalf of the Board of Directors and our entire membership, I thank you for taking the time to complete this package and putting your name forward as a candidate for election.

Co-operatively yours,

Mr. Peter Malajczuk, Chair
Nomination Committee
Ukrainian Credit Union Limited



Nomination Timeline

The 2020 Nomination Process and Timeline are set out below. The Annual General Meeting of the credit union's members will take place on Tuesday, April 21, 2020.

Dates	Details
January 27, 2020 to February 21, 2020	Call for Nominations Candidates should pick up or download nominations packages and complete all required forms. Nomination Packages available at all UCU branches and on ukrainiancu.com
February 21, 2020	Deadline for Nominations Packages to be Received Completed packages in hard copy format <i>MUST</i> be submitted either in person or by mail by 4:30 p.m. on February 21, 2020 to UCU's Head Office at the following address: Ukrainian Credit Union Limited ATTN: Nomination Committee 300-145 Evans Ave. Etobicoke, Ontario, M8Z 5X8
February 26, 2020 to March 11, 2020	Candidate Interview & Information Sessions Prospective candidates must be available for a meeting with the Nomination Committee to review their candidacy and discuss any questions they may have, which will be scheduled for 1.5 hours in the evening. All reasonable efforts will be made to accommodate candidate scheduling requests.
March 25, 2020	Candidate Profiles Posted Online & In Branch Each prospective candidate who successfully completes the nomination process is required to provide their picture and a short profile to be posted on ukrainiancu.com, on the credit union's social media accounts, and in all branches so that members can be familiarized with each candidate in advance of the AGM.
April 21, 2020	Annual General Meeting The Nomination Committee will present their report to the membership and outline each candidate. Each candidate will be permitted up to 5 minutes to address the members present at the meeting. Voting will take place after the presentation of candidates, and the results will be announced at the conclusion of the meeting.



Nomination Process

Call for Nominations

Candidates may pick up a printed copy of the Nomination Package from any branch or the Head Office of *Ukrainian Credit Union Limited*. An electronic copy of the Nomination Package can be downloaded from our website at ukrainiancu.com.

Submission of the Nomination Package

Please consult the Candidate Checklist to ensure the submitted Nomination Package is complete. Completed packages must be submitted in hard copy format either in person or received by mail by 4:30 p.m. on February 21, 2020 to UCU's Head Office at the following address:

Ukrainian Credit Union Limited.
ATTN: Nomination Committee
300-145 Evans Ave.
Etobicoke, Ontario M8Z 5X8

Candidate Interview and Information Sessions

Once we receive your completed nomination package, you will be invited to an interview and information session with the Nomination Committee. Prospective candidates must be available for a meeting with the Nomination Committee to review their candidacy and discuss any questions they may have, which will be scheduled for 1.5 hours in the evening between February 26, 2020 and March 11, 2020.

Nomination Committee Endorsement

Following candidate interviews, the Nomination Committee will decide which candidates it *will* and *will not* endorse for election by members.

Endorsement is a way to let members know which candidates have the skills, experience, and behavioural competencies needed to oversee the credit union on behalf of its members. Each year, the Board of Directors evaluates its current composition and skillset and identifies any critical skills, experience, or expertise that would be beneficial to attract to the Board of Directors given changes in our market and the credit union's evolving strategic direction. The Nomination Committee then seeks and endorses candidates with those attributes.

Using the information gained through the materials submitted and the results of the candidate interviews, the Nomination Committee decides which candidates would bring the most overall value to the Board of Directors if elected. Depending on their qualifications, all, some, or none of the candidates may be endorsed. Incumbent candidates are not automatically endorsed; they only receive endorsement if their skills and experience remain relevant to the challenges the credit union faces.

The credit union's members ultimately decide who to vote for and who is elected to the Board of Directors. Members may elect candidates who are not endorsed by the Nomination Committee.

Election at the Annual General Meeting

The credit union will prepare a candidate list for members, which may include the information provided by candidates in the Candidate Profile (Form 2) and the photo you submitted during the nomination process.

At the Annual General Meeting, the Nomination Committee will present their report to the members and each candidate will be permitted up to 5 minutes to address the members present at the meeting. Voting will take place by ranked ballot pursuant to the credit union's By-Laws and the results of the election will be announced before the conclusion of the meeting.



Important Information for Board Candidates

The following information is important for potential candidates to understand and consider before completing their Nomination Package.

Election of Directors

Each year, *Ukrainian Credit Union Limited* (“UCU”) holds Director elections as part of its Annual General Meeting of members to fill vacancies for expired terms and to fill other vacancies that may have occurred on the Board of Directors.

This year, members will be electing four (4) Directors.

- (a) three (3) Directors will each be elected to a three-year (3-year) term; and
- (b) one (1) Director who is ordinarily resident in the City of Hamilton, the Regional Municipality of Halton, the Town of Caledonia, or the Town of Grimsby will be elected to a three-year (3-year) term.

Board & Committee Structure

The Board of Directors has within its structure several committees which deal with specific areas of responsibility and oversight. Each Director is expected to sit on at least one committee in addition to general Board participation which includes monthly meetings as well as telephone and on-line consultations when necessary. Directors receive a monthly honorarium which is based on their role on the Board of Directors.

Time Commitment

Below is an estimate of the amount of time necessary to fulfill your role as a Director. Each Director is expected to be prepared for and attend Board and Committee meetings to be able to discuss the content of any of the pre-meeting packages and materials. Attendance at community events on behalf of the Board of Directors is also mandatory, as is participation in the Board of Director’s semi-annual Strategic Planning Session.

Responsibility	Estimated Time (*Excluding Travel and Preparation)
Monthly Board Meetings	Scheduled for the fourth Thursday of each month (about 3-4 hours, including dinner).
Committee Meetings	As required. Generally, once per month by teleconference (2-3 hours).
Strategic Planning Session	June & October each year (1 full Saturday approx. 8:30 a.m. to 3:00 p.m.).
Training & Development	Directors are expected to attend education, training and conference sessions to ensure they maintain their skill sets and qualifications. Participation & time commitment depends on individual Director qualifications.
Community Engagement	Directors are expected to attend at least 1 community event per quarter to promote and support UCU’s work in “Building Community” strategic objective. Participation includes member and cooperative education, cheque presentations, speeches, or general active participation in events.
Meeting Preparation	The Board of Directors has adopted a consent agenda process as part of its regular monthly meetings, which requires Directors review the meeting document package provided before Board meetings. Effective Directors are expected to have fully reviewed the Board meeting materials so they are prepared for in-depth discussion on the matters contained in the materials during each meeting.



Ideal Director Profile

General

The ideal Director candidate should possess a high level of business acumen with at least 5 years of experience in a senior leadership role within an organization that operates in a competitive, regulated, and highly policy-driven environment. The Director candidate should be well versed in financial and general business knowledge with an understanding of corporate governance issues, which could also include experience gained in the public or not-for-profit sectors through involvement with organizations of a scale similar to that of UCU. Finally, Director candidates are expected to possess skills that allow them to act with integrity, transparency and independence, communicate in a constructive manner, build productive business relationships, and be capable of strategic and innovative thinking.

Regulated Competencies

The *Financial Services Regulatory Authority of Ontario* (FSRA) (successor to the *Deposit Insurance Corporation of Ontario* (DICO)) has nine (9) core competencies which the ideal Director candidate should have a “Strong” level of competency in. For those areas where a Director candidate may not currently have a “Strong” level of competency, the Director candidate must be prepared to dedicate the time required to achieve a strong competency within twenty-hour (24) months of joining the Board of Directors. Training support is provided by UCU.

The areas of competency are: (1) Audit and Compliance Oversight, (2) Board and CEO Performance, (3) Credit Union Operations, (4) Financial Literacy, (5) Governance and Ethics, (6) Leadership, (7) Regulatory Environment, (8) Risk Management Oversight, and (9) Strategic Planning.

UCU Vision & Mission Attributes

Ukrainian Credit Union Limited has been built on a vision and mission which have co-operative values and community development initiatives at their core. As such, the ideal Director should be able to demonstrate a high level of community involvement, either as a part of the Ukrainian-Canadian community through active membership in community organizations or on a broader community scale helping to build and improve the communities where they live.

2020 Specific Skills Gap Attributes

Each year UCU Identifies Specific Skill Gaps which will ideally be filled by incoming Director Candidates. The 2020 identified skill gaps include the following:

- 1) Banking operation, including general, commercial lending, or securitization experience;
- 2) IT systems, security, and project management;
- 3) Commercial real-estate management and development;
- 4) Sales and marketing experience; or
- 5) Board governance experience, including strategic planning, human resources, legal, or regulatory compliance experience.

The ideal Director candidate should have experience in at least one of the skills gap attributes identified above.



Director Candidate Information

Candidate Name

UCU Account No.

Mailing Address

City, Province

Postal Code

Email Address

Phone Number

Nominator #1

Nominator's Name

Nominator's UCU Account No.

Nominator's Signature

Date

Nominator #2

Nominator's Name

Nominator's UCU Account No.

Nominator's Signature

Date

Candidate's Acceptance of Nominations

I certify that the information included in this application and supporting documentation is correct, accept nomination for election to the Board of Directors of *Ukrainian Credit Union Limited*, and declare that I meet the eligibility requirements set out in this nomination package.

Candidate's Signature

Date

By signing this form, you declare that:

1. You meet the eligibility requirements to serve on the Board of Directors of *Ukrainian Credit Union Limited*.
2. You agree to submit to a criminal background check and credit check.
3. You agree to respect the requirements of the Policies and By-Laws of *Ukrainian Credit Union Limited* as they relate to Board Elections and Nominations.
4. You understand the requirements of a *Ukrainian Credit Union Limited* Director and commit to meeting such requirements.



Candidate Biography Statement

Please provide a short candidate bio (100 words or less), which may be reproduced on a candidate list provided to members.

Business Contribution Statement

Please outline in 150-300 words the areas of experience you have that are relevant to the UCU’s business and your role as a Director.

Community Contribution Statement

Please outline your membership and activities in business, credit union, and organizations both within the Ukrainian-Canadian community and the greater community of which UCU is part.

Reasons for Seeking Election

Please outline your reason for seeking election to UCU’s Board of Directors.



Candidate Skills Self-Assessment

(Form 3)

Please indicate and rate your areas of experience on the following self-assessment chart based on the rating scale on the next page. Please also include descriptive examples.

Skill Requirement	Self-Assessment Score	Descriptive Example
Senior Management/Leadership Experience		
Management of Budgets		
Risk Evaluation & Management		
Previous Board Experience		
Profit & Loss Management Experience		
IT experience, with IT Project Management or IT Business Integration Experience		
Community involvement & development		
Financial Sector Experience		
Financial Literacy		
Business Marketing & Advertising Experience		
Legal Affairs experience		
Large Project Management Experience		
Commercial Real-estate Experience (Management, Development)		
Human Resource Experience		
Executive Compensation Experience		
Strategic Planning Experience		
Regulatory Environment		
Leadership		
Governance		
Credit Union Operations		
Audit & Compliance		
Senior Management Performance Evaluation		
Other Experience (Please Specify)		

Please use the following self-assessment score rating when completing the Candidate Skills Self-Assessment form:

Rating	Description
Basic (B)	<p>Some knowledge of the competency</p> <p>Understands terminology and can identify skills and attributes associated with the competency.</p>
Good (G)	<p>Good understanding of the fundamentals of the competency gained through an appropriate combination of education, working knowledge, previous board experience and completion of introductory Director training.</p> <p>Sufficient knowledge and experience to apply concepts to less complex issues</p>
Strong (S)	<p>Significant understanding and expertise of the competency gained through an appropriate combination of education, practical work experience, previous board experience and completion of advanced Director training</p> <p>Participates fully in board analysis, discussion and debate on more complex issues.</p> <p>Ensures sufficient information is provided to support analysis and recommendations</p> <p>Uses knowledge to mentor new Directors and provide greater understanding of competency</p> <p>Challenges management’s assumptions when needed and speaks out appropriately at board meetings;</p> <p>Makes significant contributions to long-range planning;</p>
Expert (E)	<p>Expert understanding of the competency gained through an appropriate combination of direct practical working experience in a senior position or function, previous board experience, professional designation, qualification or degree in the subject matter and completion and accreditation of a Director training program</p> <p>Participates fully in board analysis, discussion and debate on more complex issues.</p> <p>Ensures sufficient information is provided to support analysis and recommendations</p> <p>Uses knowledge to mentor new Directors and provide greater understanding of competency</p> <p>Interprets complex data to contribute new knowledge in the competency areas</p> <p>Provides expert analysis and advice on complex issues</p> <p>Challenges management’s assumptions when needed and speaks out appropriately at board meetings;</p> <p>Makes significant contributions to long-range planning;</p>



I, _____, a nominee for election to the Board of Directors of Ukrainian Credit Union Limited ("UCU"):

- a) Have familiarized myself with the Credit Unions and Caisses Populaires Act, 1994 (the "Act") as amended and in particular with sections 94.1 and 142-158 of the Act that can be found on the web at: http://www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_94c11_e.htm (Appendix B to the Nomination Package);
b) Have read and understood the current By-Laws of UCU (provided upon request);
c) Am aware of the duties, legal obligations and liabilities of a Credit Union Director and have read the background information on nomination criteria and role of a Director set out in this document;
d) Am willing to commit the necessary time in order to discharge my duties faithfully and in the best interests of UCU;
e) Will participate in such skill tests, evaluations and training programs as may be prescribed from time to time by the Board of UCU, the Financial Services Regulatory Authority of Ontario (FSRA), and as may be required by Regulation and undertake to resign in the event that I fail to meet the prescribed minimum standards of same;
f) Meet the criteria and am not disqualified from holding office as provided in the By-laws and the Act and am otherwise eligible to serve in the position for which I have been nominated;
g) If elected I shall not receive compensation either directly, or through a partnership or corporation, for providing goods and services to UCU, and will make continuing disclosure of any conflicts of interest I may have as required by Section 146 of the Act, or as may be required by credit union policies;
h) I am not the spouse, parent or child of an employee of UCU or of Central 1 Credit Union, or the employee of a regulator or deposit insurer of UCU;
i) If elected I agree to provide in confidence such personal and financial information as may be required to comply with the risk management policies of UCU;
j) By submitting the Nomination Form:
a. I express my consent for UCU to collect my personal information, which will be used in the selection process and which personal information may be retained by the credit union indefinitely in its records;
b. I also agree to provide, and give my consent to UCU to publicize for election purposes my biographical information and photograph which will be posted on UCU's Internet site, social media accounts, posted at branches, and distributed to the members at the Annual General Meeting, etc.
c. I agree to submit to a credit and criminal record check;
d. Understand and agree that personal information of applicants/nominees collected during the application/nomination process may be retained by UCU indefinitely;
k) Make the following disclosures of Material Interests or Interest in Material Contracts as required under section 94.1 (candidates to the Board) and ss.146-149.1 of the Credit Unions and Caisses Populaires Act, S.O. 1994, c.11 as set out in the Act:
[] I have no such disclosures to make (check if applicable)
[] I disclose the following: _____

Candidate's Signature

Date

Witness's Signature

Date



Candidate Checklist

Attachments & Additional Requirements

Please ensure that the following attachments and additional requirements are included with your Nominations Form submission.

- Nomination Form (Form 1)
- Candidate Profile (Form 2)
- Candidate Skills Self-Assessment (Form 3)
- Candidate Declaration (Form 4)
- Candidate photo (headshot) for inclusion in the candidate list document distributed to members, on ukrainiancu.com, on the credit union's social media accounts, and posted in the credit union's branches.
- Full curriculum vitae (resume) including 3 references

To complete this nomination form, please fill in the information requested above together with all required signatures, and attachments and return them in **hard copy** format to:

Ukrainian Credit Union Limited (Head Office)
Attention: Nomination Committee
145 Evans Avenue, Suite 300
Toronto, Ontario, M8Z 5X8

by the Deadline Date noted in this Nomination Package (above).



Appendix A

Nomination Criteria, the Role, Competencies and Activities of the Board of Directors

This background information is provided for orientation purposes and is not intended to be exhaustive.

The Role of the Board of Directors

The Credit Unions and Caisses Populaires Act (1994) requires that every credit union have a Board of Directors. UCU has a classified Board and Directors are elected in rotation from the credit union's membership, subject to the exceptions set out in the credit union's By-Laws, hold office for staggered terms of three (3) years each or until their successors are elected. The Board of Directors currently consists of twelve (12) members. Each Director is elected by ballot by the general membership or as provided for under the credit union's By-Laws.

The Board of Directors is accountable to the general membership of UCU for directing the affairs of the credit union.

The Board of Directors is responsible for the strategic direction and governance of UCU and ensures that the credit union has a viable business plan in place that takes into account the requirements of the:

- (1) Credit Unions and Caisses Populaires Act (1994) (the "Act"), as amended;
- (2) Regulations made under the Act;
- (3) Directives of the Ministry of Finance;
- (4) FSRA's By-Laws and Sound Business Practices manual;
- (5) UCU's By-Laws; and
- (6) UCU's policy manual.

Skills and Competencies

The knowledge, experience and skill of each Director and the Board as a whole are important elements in the success and viability of the credit union. Desirable attributes of all Directors include good judgment, maturity, personal integrity and financial stability. There is a preference for candidates who possess demonstrated competencies and skills that could strengthen the Board's ability to carry out its duties (e.g. accounting, community leadership, cultural literacy, entrepreneurship, human resources, information technology, language fluency, law, marketing, strategic planning, etc.). Moreover, Directors are expected to demonstrate the following:

- An appreciation of the value of credit unions
- Strategic thinking capability that takes into account the interests of UCU members and community stakeholders, and the impacts of environmental and marketplace trends
- Experience and appreciation of working in a collaborative, collegial and productive way with people that may have differing viewpoints
- Experience of performing governing duties in order to meet legal and regulatory requirements inherent in the fiduciary oversight of a board.

Board Activities

Board and Committee Meetings

Directors must have the time and willingness to serve as a Director. The Board meets monthly, with individual Director preparation required prior to the meetings. The Board of Directors has adopted a consent agenda process as part of its regular monthly meetings, which requires Directors review the meeting document package provided before Board meetings. Effective Directors are expected to have fully reviewed the Board meeting materials so they are prepared for in-depth discussion on the matters contained in the materials during each meeting.

When elected to the UCU Board of Directors, Directors will be appointed to serve on at least one Standing Committees. UCU currently has the following Standing Committees:

- Audit Committee
- Executive Committee
- Governance and Nomination Committee
- Budget, Investment and Information Technology Governance Committee
- Real Estate Committee
- Donations, Sponsorship, Scholarship and Marketing and Member Services Committee

Each Committee typically convenes monthly, with preparation required prior to the meetings.

Being an Advocate

Directors represent UCU in the community. They are expected not only to be knowledgeable on its contributions to the community and its products and services, but also be regular users and enthusiastic advocates of its products and services.

Directors are also expected to attend community and industry events on behalf of UCU and may be called upon to speak at these events. Directors need to ensure that they set aside time and are available to attend and participate in these events.

Director Training

The knowledge, experience and skill of each Director and the Board as a whole are important elements in the success and viability of the credit union. It is important that Directors have appropriate competencies to effectively fulfill their responsibilities to UCU and its members and contribute to the safety and soundness of the credit union sector as a whole.

The regulator and deposit insurer of credit unions in Ontario, the *Financial Services Regulatory Authority of Ontario* (FSRA) has identified a set of core competencies that are considered critical for all Directors. As mandated by FSRA, Director candidates should be aware of these requirements and commit to any necessary training requirements as may be identified in UCU's policy within the specified timeframes as a condition of election.

All Directors elected or appointed on or after July 1, 2012 are required to achieve the minimum competency requirements within the specified timeframes set out in the Table 1 below.

Directors are expected to build on and expand their competency base through training. Training is available throughout the year with the UCU sponsoring Directors to attend competency training.

If a nominee is unable to meet the required competency levels within the timeframe set out in the table below, this must be disclosed in an addendum to the Nomination Form.

Table 1: Required Competencies, Competency Levels and Time Frames

Competency	All Directors	Audit Committee	Audit Committee Chair	Board Chair	Governance Committee
	Competency Level				
1. Audit and Compliance Oversight	S	S	E	S	S
2. Board and CEO Performance	S	S	S	S	S
3. Credit Union Operations	S	S	S	S	S
4. Financial Literacy	S	S	S	S	S
5. Governance and Ethics	S	S	S	S	S
6. Leadership	S	S	E	E	S
7. Regulatory Environment	S	S	S	S	S
8. Risk Management Oversight	S	S	S	S	S
9. Strategic Planning	S	S	S	E	S
	Time frames to achieve competency level within date of election or appointment				
	24 months	12 months	6 months	6 months	6 months



Excerpts from the *Credit Unions and Caisses Populaires Act, S.O. 1994, c.11*

Disclosure of interest by candidates

94.1 (1) A person who is a candidate for director of a credit union shall disclose, before the election, everything the person would have to disclose under section 146 if the person were a director. 2007, c. 7, Sched. 7, s. 60.

Clarification, existing directors, etc.

(2) For greater certainty,

(a) subsection (1) applies in relation to the re-election of a director as well as to the election of a person who is not already a director;

(b) the obligation to disclose under subsection (1) is in addition to any requirement to disclose under section 146 and applies even if a disclosure has already been made under that section; and

(c) a general notice described in subsection 146 (6) is not sufficient disclosure of an interest in a contract for the purposes of subsection (1). 2007, c. 7, Sched. 7, s. 60.

Disclosure to board

(3) A disclosure required under subsection (1) shall be made in writing to the board of the credit union. 2007, c. 7, Sched. 7, s. 60.

Notice to members

(4) The board shall give the members notice of the disclosure before the election is held. 2007, c. 7, Sched. 7, s. 60.

How notice to members given

(5) The by-laws of the credit union may specify how the board shall give notice of the disclosure under subsection (4). 2007, c. 7, Sched. 7, s. 60.

Conflicts of Interest

Disclosure of interest

146. (1) This section applies to every director, officer, member of a committee or employee of a credit union who,

(a) is a party to a material contract or proposed material contract with the credit union;

(b) is a director or an officer of an entity that is a party to a material contract or proposed material contract with the credit union;

(c) has a material interest in a person who is a party to a material contract or proposed material contract with the credit union; or

(d) is a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with the credit union. 2007, c. 7, Sched. 7, s. 80.

Same

(2) The director, officer, committee member or employee shall disclose, in writing, to the credit union or ask to have the nature and extent of his or her interest entered in the minutes of board meetings. 2007, c. 7, Sched. 7, s. 80.

Time of disclosure, director

(3) A director shall make the disclosure,

(a) at the board meeting at which a proposed contract is first considered;

(b) if the director was not then interested in a proposed contract, at the first meeting after the director becomes so interested;

(c) if the director becomes interested after a contract is made, at the first meeting after the director becomes so interested; or

(d) if a person who is interested in a contract later becomes a director, at the first meeting after he or she becomes a director. 2007, c. 7, Sched. 7, s. 80.

Same, officer or committee member

(4) An officer, committee member or employee shall make the disclosure,

(a) promptly after he or she becomes aware that a proposed contract is to be considered or a contract has been considered at a board meeting;

(b) if he or she becomes interested after a contract is made, promptly after becoming so interested;

(c) if a person who is interested in a contract later becomes an officer, committee member or employee,

promptly after becoming an officer, committee member or employee. 2007, c. 7, Sched. 7, s. 80.

Same, no board approval

(5) If a material contract or proposed material contract is one that, in the ordinary course of business of the credit union, would not require approval by the board or the members, the director, officer, committee member or employee shall make the disclosure promptly after becoming aware of the contract or proposed contract. 2007, c. 7, Sched. 7, s. 80.

Continuing disclosure

(6) A general notice to the board by a director, officer, committee member or employee declaring that he or she is a director or officer of an entity, or has a material interest in a person, and is to be regarded as interested in any contract made with that entity or person, is sufficient disclosure of an interest in relation to any contract so made. 2007, c. 7, Sched. 7, s. 80.

Voting

147. (1) A director to whom section 146 applies shall not be present at any meeting while the contract is being discussed or vote on, or attempt to influence the voting on, any resolution to approve the contract. 2007, c. 7, Sched. 7, s. 81.

Exception

(2) Subsection (1) does not apply if the contract is,

(a) an arrangement by way of security for money lent to or obligations undertaken by the director for the benefit of the credit union or a subsidiary of it;

(b) a contract relating primarily to the director's remuneration as a director or as a member of a committee or an officer, employee or agent of the credit union or a subsidiary of it or an entity controlled by it;

(c) a contract for indemnity under section 157 or for insurance under section 156; or

(d) a contract with a subsidiary of the credit union. 2007, c. 7, Sched. 7, s. 81.

(3) Repealed: 2007, c. 7, Sched. 7, s. 81.

Ineligibility

(4) A director who knowingly contravenes subsection (1) ceases to hold office as a director and is not eligible,

for a period of five years after the date on which the contravention occurred, for election or appointment as a director of any financial institution that is incorporated or formed by or under an Act of the Province of Ontario. 1994, c. 11, s. 147 (4).

Avoidance standards

148. (1) If a director, officer, committee member or employee made a required disclosure in respect of a contract referred to in subsection 146 (1), the contract was approved by the board or by the members of the credit union and the contract was reasonable and fair to the credit union at the time it was approved, the contract is neither void nor voidable by reason only,

(a) of the relationship between the person or entity and the director, officer, committee member or employee; or

(b) that an interested director is present at or is counted to determine the presence of a quorum at the board meeting that authorized the contract. 2007, c. 7, Sched. 7, s. 82.

Application to court

(2) If a director, officer, committee member or employee of a credit union fails to disclose an interest in a material contract in accordance with section 146, a court may, on the application of the credit union or a member of the credit union, set aside the contract on such conditions as the court thinks fit. 2007, c. 7, Sched. 7, s. 82.

Prohibition re acting for credit union

149. (1) This section applies with respect to a person who is a director of a credit union or a member of a committee. 2007, c. 7, Sched. 7, s. 83.

Same

(2) The person or a partnership or corporation from which the person receives compensation shall not act, for compensation, in a professional capacity in respect of business matters related to the credit union. 1994, c. 11, s. 149 (2).

Prohibition re acting as trustee

149.1 An officer or employee of a credit union shall not act as a trustee with respect to a deposit with the credit union or any other business or transaction with the credit union unless the beneficiary is a related person of the officer or employee. 2007, c. 7, Sched. 7, s. 84.