

Special Meeting
LaHave River Credit Union
September 18, 2023

The following members were present: John Vissers (Board Chair), Greg LeBlanc (Board Member), Karen Reinhardt (Board Member), Peter Wagner (Board Member), Sasha Benoit-Caines, Andrew Caines, Beth Caines, Eric Caines, Michelle Dionne-Varner, Jared Dodman, Debbie England, Frank Fawson, Gwendolyn Geddes, Stacey Godfrey, Brittney Hill, Nadine Murray-Mailman, Evelyn Morrow, Yvette Tanner, Katelyn Veinot.

Also in attendance: Ken Shea (Acting CEO), Leon Tovey (Parliamentarian), Caroline Dickie (Recording Secretary), Erin McDonah (Host), Alison MacDonald (Co-Host), Sally van de Wiel.

The Annual General Meeting of LaHave River Credit Union (LRCU) was held on September 18th, 2023 via Zoom. Chairperson John Vissers introduced himself, welcomed everyone in attendance, and called the meeting to order at 11:02 a.m.

From the floor, Frank Fawson inquired as to the meeting notice of August 24 and noted that he objects to the transaction of any business taking place at this meeting as the meeting was not lawfully called. Frank noted that he did not see the notice of meeting until September 11. Erin McDonah respond that meeting notice was provided on August 24 in the branch and published on the website as required by the LaHave River Credit Union Bylaws.

From the floor, Gwendolyn Geddes noted that members should have been notified of the meeting in other ways. John Vissers noted that the credit union's Bylaws were followed, and notice was given as required.

From the floor, Karen Reinhardt noted a point of order and asked who was serving as Recording Secretary and Parliamentarian for the meeting. John Vissers introduced Caroline Dickie as Recording Secretary and Leon Tovey as Parliamentarian.

Declaration of a Quorum (requires 12):

John Vissers reported the number of eligible voting members participating was 19, therefore a quorum was present.

Special Resolution - Merger:

WHEREAS the Board of Directors (the "Board") of LaHave River Credit Union Limited (the "Credit Union") recommends (the "Recommendation") to the Members that the Credit Union amalgamate with East Coast Credit Union Limited (the "Amalgamation") in accordance with the *Credit Union Act* (the "Act") and the proposed amalgamation agreement (the "Amalgamation Agreement");

WHEREAS the Members of the Credit Union approve of the Board's Recommendation;

AND WHEREAS approval of the Recommendation for the Amalgamation must be passed by the Members by way of special resolution, as defined in the Act.

BE IT RESOLVED THAT the Credit Union be amalgamated with East Coast Credit Union Limited in accordance with the Amalgamation Agreement and By-Laws as presented to the Members with the Notice in relation to the Special Meeting of Members held September 18, 2023.

AND FURTHER BE IT RESOLVED THAT the Board be, and is hereby authorized to do all things necessary or desirable to:

- a) effect the Amalgamation of the Credit Union pursuant to the provisions of the Act and Amalgamation Agreement, including but not limited to:
 - i) complete any actions or undertakings within its jurisdiction and authority, including execution of any documents reasonably necessary for upholding its duties and responsibilities to the Credit Union, and to give effect to the Amalgamation; and
 - ii) oversee the proper execution of a communications plan throughout the process, which includes effective delivery of information and documents in a timely manner; and
- b) make such incidental changes to the Amalgamation Agreement, Articles of Amalgamation, and/or the By-laws as may be needed to ensure the approval of Superintendent of Credit Unions prior to the proposed effective amalgamation date of 01 January 2024.

From the floor, Gwendolyn Geddes noted that she was unable to remain in the meeting and left at 11:12 a.m.

From the floor, Karen Reinhardt noted that voting on the Special Resolution is taking place over a ten-day period, and asked if this Special Meeting would conclude at the end of the voting period, as the meeting should only conclude once all business has concluded. John Vissers responded that the Special Meeting ends today, and the subsequent voting will determine the outcome of the Special Resolution. Leon Tovey noted that the meeting will end today, and the Special Resolution is being voted on in the format laid out. Karen Reinhardt asked if the voting results will be provided with detail on how many members voted and how they voted. Erin McDonah noted that the outcome of the vote (how many members voted and the results of that vote) will be known by September 29 and will be published on the website and all stakeholders will be notified. Karen Reinhardt asked if the Parliamentarian is a member of LaHave River Credit Union, and Leon Tovey responded that he is not a member, that he is legal counsel with Atlantic Central.

Motion to approve the Special Resolution regarding Amalgamation between LaHave River Credit Union and East Coast Credit Union made by Greg LeBlanc; seconded by Al Sullivan.
#01-2023 Special Meeting*

**Voting on the motion will begin at 12:00 p.m. September 18 and conclude at 12:00 p.m. on September 28.*

The meeting was adjourned at 11:18 a.m.

Respectfully submitted,

Caroline Dickie

Caroline Dickie
Recording Secretary



John Vissers
Chair of the Board