



# Annual General Meeting 2024

**Stabilization Central**  
— CREDIT UNION —

**2024 Electronic Annual General Meeting**

**Friday, May 3, 2024**

**2:00PM**

**Agenda**

1. Call to Order
2. Introduction of Directors, Staff and Guests
3. Appointment of Recording Secretary and Parliamentarian
4. Adoption of Agenda and Special Rules of Order
5. Minutes of May 5, 2023, Annual General Meeting
6. Report of Board of Directors
7. Report of the Chief Executive Officer
8. Questions on Reports
9. Auditor's Report
10. Approval of Auditor's Report
11. Appointment of Auditor
12. Special Resolution 24-AGM-S-1
13. Report on Election of Directors
14. New Business and Questions
  - Strategic Direction Update
15. Adjournment

***Special Rules of Order for Electronic Meeting***

1. The Annual General Meeting will be conducted in accordance with the Credit Union Incorporation Act, these Special Rules of Order, the Rules of Stabilization Central Credit Union of British Columbia and, to the extent not inconsistent therewith, the current edition of Robert's Rules of Order, Newly Revised.
2. The meeting shall be held solely by such electronic means as are made available by the Credit Union.
3. Voting will be conducted by online polling or such other electronic means as may be determined by the Chairperson.
4. Voting will be conducted on an anonymous basis, unless a roll call vote is requested by a Delegate or is ordered by the Chairperson. A roll call vote shall be conducted either by an electronic roll call or an audible roll call as may be determined by the Chairperson.
5. Only the Delegate of a member and the Officers and Directors of Stabilization Central Credit Union shall be entitled to the floor. An Alternate Delegate of a member may exercise the rights of the member if its Delegate is absent from the meeting.
6. All other speakers must obtain the permission of the Chairperson and may speak once, and only provide information.
7. Speakers will address the Chairperson at all times and must be recognized by the Chairperson before speaking. A speaker may request recognition by using such online function as may be designated by the Chairperson. Upon recognition by the Chairperson, the speaker will state clearly his or her name and the name of the member represented.

8. No speaker may speak longer than three minutes at a time, or more than twice on the same question, without permission from the Chairperson.
9. Only a Delegate or, when the Delegate is absent from the meeting, the Alternate Delegate may vote.
10. Each Delegate shall be entitled to one vote only on any matter on which the member represented by the Delegate is entitled to vote.
11. After a vote at a meeting is taken, a declaration of the Chairperson that a motion or resolution has been carried by the requisite majority shall be conclusive.
12. Reports shall be presented at the time indicated on the Agenda without a motion that they “be received” either before or after the presentation to the meeting, except that the auditor’s report may be accepted, adopted or approved.
13. A motion to accept, adopt or approve a report which only gives information is out of order (other than the auditor’s report). After presentation of such a report, the Chairperson shall instruct the Secretary to record in the minutes the fact of its presentation.
14. Where a report contains a recommendation, an unqualified motion to accept, adopt or approve the report results in the acceptance, adoption and approval of the recommendation.
15. No person may photograph, record or film the proceedings of the meeting by use of any camera or other electronic device, without the permission of the Chairperson or the consent of the meeting.

**STABILIZATION CENTRAL CREDIT UNION  
OF BRITISH COLUMBIA**

**2023 ANNUAL GENERAL MEETING**

**Friday, May 5, 2023**

**MINUTES**

The 2023 Annual General Meeting of Stabilization Central Credit Union of British Columbia was held in a virtual format on Friday, May 5, 2023, with Ms. Darlene Hyde as the Chair.

**CALL TO ORDER**

Chairperson D. Hyde called the meeting to order at 2:00 P.M. and welcomed Delegates and Guests.

**CLOSE OF REGISTRATION**

Chairperson D. Hyde advised that registration for delegates had been completed through a registration link forwarded via email on April 17, 2023.

**OFFICIAL NOTICE OF MEETING**

Chairperson D. Hyde noted that the official Notice of the 2023 Annual General Meeting of Stabilization Central had been circulated on March 27, 2023, in accordance with Stabilization Central's Rules and the requirements of the Credit Union Incorporation Act.

**QUORUM**

Chairperson D. Hyde stated that at a General Meeting, Delegates representing one tenth of our members shall constitute a quorum and declared a quorum to be present with twenty-three Delegates in attendance.

**OPENING REMARKS**

Chairperson D. Hyde acknowledged that she was speaking from the traditional ancestral unceded territory of the Musqueam, Squamish, and Tsleil-Waututh peoples. Ms. Hyde

added that she was grateful to live and work on this land and appreciated the ongoing relationships between Indigenous Peoples and their territories. Chairperson D. Hyde invited all those in attendance to join her in acknowledging the significance of this land and its traditional stewards suggesting we work together to build respectful and meaningful relationships with Indigenous Peoples and their communities, and to support their ongoing efforts towards self-determination and sovereignty.

## **INTRODUCTION OF DIRECTORS, STAFF AND GUESTS**

Chairperson D. Hyde introduced the following directors: Ms. L. Bowyer, Ms. A. Braha, Mr. Jody Burk, Mr. C. MacKinnon, Mr. M. Schilling, and Mr. J. Zimmerman.

Chairperson D. Hyde introduced Mr. Bill Corbett, Chief Executive Officer.

Chairperson D. Hyde welcomed guests from BCFSA, Central 1, CCUA and other partner organizations.

## **APPOINTMENT OF RECORDING SECRETARY**

Chairperson D. Hyde appointed Ms. Paola Wilford as Recording Secretary.

## **APPOINTMENT OF PARLIAMENTARIAN**

Chairperson D. Hyde appointed Mr. Peter Brown from Edwards, Kenny & Bray, as Parliamentarian for the meeting.

## **ADOPTION OF AGENDA**

Chairperson D. Hyde advised that the agenda had been provided in the meeting material to Delegates and Alternate Delegates.

**BE IT RESOLVED THAT** the Agenda be adopted as circulated, with the prerogative given to the Chair to revise and amend, as may be necessary from time to time.

**MOVED/SECONDED/CARRIED**

## **RULES OF ORDER**

Chairperson D. Hyde advised that the Special Rules of Order for Electronic meeting had been provided in the meeting materials to Delegates and Alternate Delegates.

**BE IT RESOLVED THAT** the Special Rules of Order for Electronic Meeting be adopted as distributed.

## **2022 ANNUAL GENERAL MEETING MINUTES**

Chairperson D. Hyde indicated that the Minutes of the 2022 Annual General Meeting, held on May 6, 2022, had been previously approved by the directors, under delegated authority, and that copies had been included in the meeting material.

Chairperson Hyde asked if there were any issues arising from these Minutes. There were none.

## **BOARD OF DIRECTORS' REPORT**

Chairperson D. Hyde presented the Board of Directors' Report.

## **CHIEF EXECUTIVE OFFICER'S REPORT AND FINANCIAL STATEMENTS**

Chairperson D. Hyde called upon Mr. Corbett, Chief Executive Officer, to present his report.

Mr. Corbett presented his report.

## **QUESTIONS**

D. Hyde indicated that as part of the registration process, there was an opportunity for Delegates and Alternate Delegates to submit questions in advance. Chairperson D. Hyde responded to a question asking what Stabilization Central's plans were to rebuild the surplus given the \$7M loss in 2022. Chairperson D. Hyde indicated that Stabilization Central is addressing this on various fronts. The investment portfolio was restructured to be more responsive to market changes; we have started charging for stabilization and remediation work to offset the costs associated with this work; and the elective services business line will diversify our revenue stream, including sales outside of BC.

Shelley Sanders of Interior Savings Credit Union requested clarity regarding Stabilization Central's strategic decision to not provide support to credit unions on payments modernization or open banking despite this being an area of interest to all BC credit unions. B. Corbett advised that Stabilization Central does not see payments modernization and open banking as primary functions for the organization to support when there are a number of system partners active in these areas. B. Corbett added that there may be opportunities for Stabilization Central to support credit unions as they navigate some of the changes related to regulatory oversight and risk management practices that may result from directions in these areas.

## **APPROVAL OF AUDITORS' REPORT**

Chairperson D. Hyde advised that the Auditors' Report was included in the delegate kits and unless there was a request, she did not propose for KPMG LLP to present their report. There were no requests for the audit report to be presented nor were there any questions.

**BE IT RESOLVED THAT** the report of the External Auditor, KPMG LLP be approved as presented.

**MOVED/SECONDED/CARRIED**

## **APPOINTMENT OF AUDITORS**

Chairperson D. Hyde informed that the governance policies of Stabilization Central require that we periodically seek audit proposals. In addition, a process to review and evaluate the audit each year is also completed. Having completed these processes, the Audit Committee and the Board of Directors recommend the re-appointment of KPMG LLP.

**BE IT RESOLVED THAT** the firm of KPMG LLP be appointed Auditors for 2023 with the remuneration to be determined by the Board of Directors.

**MOVED/SECONDED/CARRIED**

## **ELECTION OF DIRECTORS**

Chairperson D. Hyde relinquished the Chair to M. Schilling, Chairperson of the Nominations & Elections Committee.

M. Schilling reported that in 2023, the terms of the Region Four (Island) director, L. Bowyer, and the Region Five (Large Lower Mainland) director, C. MacKinnon, were up. In accordance with the Rules of Stabilization Central, the Nominations & Elections Committee managed the elections process, approving the nomination form and the criteria established by the Board of Directors. The Committee provided notice to the members of each of the regions calling for nominations at least 60 days prior to the AGM.

Two nominations were received for two positions. M. Schilling reported that L. Bowyer, CEO of First Credit Union, was re-elected by acclamation to represent Region Four. B. Chan, director of Vancouver City Savings Credit Union was elected to represent Region Five. M. Schilling congratulated L. Bowyer and B. Chan on behalf of the Nominations & Elections Committee.

M. Schilling reported that in June 2023, the term of appointed director D. Hyde is up. The Nominations & Elections Committee confirmed D. Hyde's wishes to be reappointed and subsequently conducted an assessment of her contributions as a director, as per Stabilization Central's Director Appointment Policy. Based on the results, a recommendation to reappoint D. Hyde was approved by the Board at a meeting held on



March 31, 2023. The Board congratulates D. Hyde on her reappointment from June 2023 to June 2026.

M. Schilling relinquished the Chair to D. Hyde.

## **NEW BUSINESS AND QUESTIONS**

Chairperson D. Hyde asked if there was any new business or questions.

Shelley McDade of Sunshine Coast Credit Union indicated that the small print on the CUDIC brochure outlines a restriction that was not noted previously and enquired whether there were new limitations from CUDIC, and whether the 100% government back-stop was at risk. B. Corbett indicated that before we get to the point that there is a claim against the CUDIC fund, Stabilization Central's role is to support credit unions mitigate the risk of a failure. B. Corbett reported that credit union deposits are protected and the CUDIC fund covers deposits up to 100% through various means. However, a first step would be to liquidate assets before a claim on the fund is made. If a situation arose where the fund was not sufficient, options to replenish the fund would be explored. B. Corbett advised that there are outstanding questions on how that would happen and there is more work to do in this area.

## **GOOD AND WELFARE**

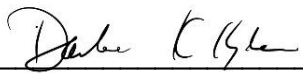
Chairperson D. Hyde reported that at the close of the AGM, C. MacKinnon would be retiring from the Stabilization Central Board. Chairperson Hyde indicated that C. MacKinnon joined the organization in 2020 at the beginning of the pandemic and at a time when Stabilization Central was undergoing leadership and structural changes. As a new director, his fresh perspective and experience as a long serving executive and credit union director were valuable in helping the Board address the challenges the organization was facing.

Chairperson D. Hyde acknowledged C. MacKinnon's strong and steady leadership during some challenging market cycles as well as his financial expertise which was crucial when the Board made the decision in 2022 to amend the investment portfolio structure. C. MacKinnon's experience as an auditor introduced more rigor to many of Stabilization Central's processes and he oversaw the evolution of Stabilization Central's strong risk framework.

Chairperson D. Hyde thanked C. MacKinnon on behalf of the Board of Directors for his valuable service to the system.

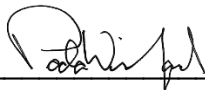
## ADJOURNMENT

Chairperson D. Hyde declared the meeting adjourned at 2:44 PM.



---

Darlene Hyde, Chairperson



---

Paola Wilford, Recording Secretary

# STABILIZATION CENTRAL CREDIT UNION OF BRITISH COLUMBIA

## NOTICE OF SPECIAL RESOLUTION

### 24-AGM-S-1

Stabilization Central Credit Union of British Columbia (the “**Credit Union**”) will be holding a vote on a special resolution to approve proposed amendments to the Rules of the Credit Union. Pursuant to the *Credit Union Incorporation Act* and the current Rules of the Credit Union, this is your official notice of a special resolution.

The primary purpose of the proposed amendments is to clarify that Class B Shares may only be issued to BC credit unions that are participants in the Master Bond Program. In addition, amendments are being proposed to modify the qualification requirements for being eligible to act as a director, *(in particular, allowing a director who represents a staged credit union to continue to serve on the Board, other than if that credit union is under an order of supervision as is already articulated in the Rules)*, clarify the process for how members may bring ordinary resolutions before an Annual General Meeting, and align the Rules to recent legislative changes. Certain other housekeeping amendments are also being proposed.

The full amendments being proposed to the Rules are set out in the following proposed special resolution. A copy of the special resolution and explanatory materials can be viewed at [www.stabilizationcentral.com](http://www.stabilizationcentral.com), or obtained on request by contacting Paola Wilford, Corporate Secretary of Stabilization Central, via email ([pwilford@stabil.com](mailto:pwilford@stabil.com)).

---

**BE IT RESOLVED**, as a special resolution, that the Rules of Stabilization Central Credit Union of British Columbia be altered as follows:

#### **A. ARTICLE 1 – DEFINITIONS**

1. The definition of “Class B Shares” in Rule 1 of Article 1 be deleted and replaced with the following:

“Class B Shares” means those shares having the rights and restrictions set forth in these Rules and which may be held only by Class A Members that are participants in the Master Bond Program;

2. The definition of “Delegate” in Rule 1 of Article 1 be deleted and replaced with the following:

“Delegate” means a person appointed as a delegate by a Class A Member and entitled to exercise the powers provided to Delegates in these Rules;

## **B. ARTICLE 3 – SHARES**

1. In Rule 3(a) of Article 3, the phrase “ten percent” be deleted and replaced with “ten (10%) percent”.

2. Rules 12 and 13 of Article 3 be deleted and replaced with the following:

“12. If a Class A Member amalgamates with another credit union, the amalgamated credit union shall be deemed to have applied for and to have been admitted to membership in Stabilization Central on the issue of the certificate of amalgamation and, subject to Rule 2 of this Article 3, the amalgamated credit union shall be deemed to have subscribed for and is required to fully pay for and hold the number of Class A Shares and Class B Shares that is equal to the greater of: (a) the aggregate of the numbers of Class A Shares and Class B Shares, respectively, held by each of the amalgamating credit unions prior to the amalgamation; and (b) the number of Shares of each such class the amalgamated credit union would otherwise be required to subscribe for pursuant to these Rules.

13. If a Class A Member purchases all of the assets of one or more credit unions, then, on the issue of the certificate of business acquisition(s) and subject to Rule 2 of this Article 3, the acquiring credit union shall be deemed to have subscribed for and is required to fully pay for and hold, the number of Class A Shares and Class B Shares that is equal to the greater of: (a) the aggregate of the numbers of Class A Shares and Class B Shares, respectively, held by the acquiring credit union and each of the credit unions being purchased prior to the purchase; and (b) the number of Shares of each such class the acquiring credit union would otherwise be required to subscribe for on completion of the purchase pursuant to these Rules.”

3. Rule 14 of Article 3 be deleted.

## **C. ARTICLE 6 - BORROWING POWER AND FINANCIAL POWERS**

1. In Rule 1 of Article 6, the phrase “, subject to confirmation by Class A Members of Stabilization Central only if confirmation is required by statute” be deleted.

2. Rule 4 of Article 6 be deleted.

#### **D. ARTICLE 7 - ACCOUNTS, RESERVES AND DISTRIBUTION OF SURPLUS**

1. In Rule 1(c)(iii) of Article 7, the reference to “the Credit Union Deposit Insurance Corporation” be deleted and replaced with a reference to “the Credit Union Deposit Insurance Corporation of British Columbia”.

#### **E. ARTICLE 8 - AUDITOR AND FISCAL YEAR**

1. In Rule 3 of Article 8, the phrase “the thirty-first day of December” be deleted and replaced with “December 31”.

#### **F. ARTICLE 9 – MEETINGS**

1. The word “and” be deleted from the end of Rule 2(a) of Article 9.
2. The period at the end of Rule 2(b) of Article 9 be deleted and replaced with a semi-colon.
3. The period at the end of Rule 2(c) of Article be deleted and replaced with the following: “; and”.
4. In Rule 3 of Article 9, the phrase “five per-cent” be deleted and replaced with “five (5%) percent”.
5. Rule 7 of Article 9 be added as a new Rule as follows:
  - “7. In order for an ordinary resolution or other matter which is proposed by a member of Stabilization Central to be eligible for consideration at an annual general meeting, it must be submitted to Stabilization Central in advance in accordance with the Credit Union Incorporation Act; provided, however, this Rule 7 does not apply to ordinary resolutions or other matters invited by the Chairperson at an annual general meeting.”

#### **G. ARTICLE 10 – VOTING**

1. Rule 1(d) of Article 10 be deleted and replaced with the following:

“(d) A roll call or ballot vote may be taken and tabulated by any electronic voting device or other method approved by the Chairperson; and”.

#### **H. ARTICLE 11 – DELEGATES**

1. The extra space prior to the first occurrence of the word “instrument” in Rule 2(e) of Article 11 be deleted.

#### **I. ARTICLE 12 – ELECTIONS**

1. Rules 2(a) and (b) of Article 12 deleted and replaced with the following:

“(a) A Director elected by reason of expiration of the term of any Director shall hold office for a term expiring at the close of the third annual general meeting after the Director has taken office, unless a shorter term is designated or determined at the time of election;

(b) A Director appointed pursuant to Rule 4(a) of this Article shall hold office for a term expiring at the close of the third annual general meeting after the Director has taken office, unless a shorter term is designated or determined at the time of appointment or a successor in office is appointed; and”

2. In Rule 3(a) of Article 12, the phrase “or on such other date as may be determined by the Directors” be added prior to the semi-colon in that Rule.
3. In Rule 3(b) of Article 12, the word “conclusion” be deleted and replaced with the word “close”, and the phrase “he or she” be deleted and replaced with the phrase “that person”.
4. In Rule 5(c) of Article 12, the phrase “The Delegate of” be deleted from the beginning of the Rule.
5. In Rule 8(a) of Article 12, the word “skill” be deleted and replaced with the word “skills”.
6. In Rule 11(b) of Article 12, the word “will” be deleted and replaced with the phrase “may, in accordance with Rule 16 of this Article,”.
7. In Rule 12(c) of Article 12, the word “endorse” be deleted and replaced with the word “recommend” and the word “endorses” be deleted and replaced with the word “recommends”.

8. In Rule 14 of Article 12, the phrase “Save as in these Rules provided” be deleted and replaced with the phrase “Except as provided otherwise in these Rules”.
9. In Rule 16 of Article 12, the word “conclusion” be deleted and replaced with the word “close”.

#### **J. ARTICLE 13 – DIRECTORS**

1. Rule 1 of Article 13 be deleted and replaced with the following:

“1. Regular meetings of the Directors shall be held as often as deemed appropriate by the Directors and at least once in each calendar quarter of each year, unless each of the Directors waive the holding of a meeting in a calendar quarter.”

2. Rule 7 of Article 13 be deleted and replaced with the following:

“7. In addition to any reasons provided in the Credit Union Incorporation Act or the Financial Institutions Act as they apply to Stabilization Central, the office of Director shall be vacated immediately if:

- (a) the Director by notice in writing to Stabilization Central resigns from office;
- (b) the election or continuation in office of a person as a Director of Stabilization Central would adversely affect any certificate or registration of Stabilization Central under any securities laws of any jurisdiction in which Stabilization Central issues or proposes to issue securities;
- (c) the Director fails, without being excused for reasonable circumstances by the Chairperson (or, in the case of the Chairperson, the Vice-Chairperson), to attend:
  - (i) three consecutive regular meetings of the Directors;
  - (ii) three consecutive regular meetings of a committee of the Directors to which the Director be appointed or elected;
  - (iii) more than a total of three regular meetings of the Directors and any committee of the Directors to which the Director be appointed or elected in any fiscal year;

- (d) the Director becomes a permanent paid employee of Stabilization Central or a subsidiary corporation of Stabilization Central;
- (e) a special resolution is adopted resolving to remove the Director from office;
- (f) the Director ceases to be a member of a Class A Member;
- (g) if the Director was an officer or director of a Class A Member at the time of election or appointment, the Director ceases to be an officer or director of such Class A Member or, if such Class A Member amalgamates with one or more other Class A Members or disposes of all or substantially all of its assets to another Class A Member, the Director ceases to be an officer or director of the Class A Member that is the amalgamated credit union or the acquiring credit union, as the case may be;
- (h) the Director is appointed a member of the Board of Directors of the BCFSAs;
- (i) the Director is or becomes an officer, director or employee of an organization, other than a credit union, which the Directors by resolution determine to be in competition with its Class A Members;
- (j) the Class A Member of which the Director is a member is declared by order of the Superintendent to be subject to the supervision of the Superintendent;
- (k) if the Director was elected pursuant to Rule 4(b) of Article 12, the Class A Member of which the Director is a director or officer ceases to belong to the Region from which the Director was elected;
- (l) the Director is a Same Credit Union Director and the directors of the Class A Member of which the Director is a director or officer or the Directors of Stabilization Central, as the case may be, determine that the Director shall not continue in office in accordance with Rule 18 of Article 12; or
- (m) the Director was elected from a Region that is consolidated with one or more other Regions in accordance with Rule 19(c) of Article 12.”

3. In Rule 8(a) of Article 13, the words “his or her” be deleted and replaced by “the Director’s”.



4. The period at the end of Rule 8(e) of Article 13 be deleted and replaced with a semi-colon.
5. In Rule 8 of Article 13, the final paragraph of the Rule be deleted and replaced with the following:

“in each case, as may be determined by the resolution of the remaining Directors. At least seven (7) days prior to the meeting at which the removal of a Director is to be considered, the Secretary will provide such Director with notice of the meeting and the grounds for considering the Director's removal. The Director may attend and make submissions at the meeting prior to the Directors voting on the resolution for the Director's removal. “

6. The extra space in Rule 9 of Article 13 prior to the sentence that begins with the phrase “A Director participating in accordance with this Rule...” be deleted.

#### **K. ARTICLE 17 - THE SEAL**

1. In Rule 1 of Article 17, the word “shall” be deleted and replaced with the word “may”.
2. Rule 2 of Article 17 be deleted and replaced with the following:

“2. If Stabilization Central has a common seal, the Directors shall provide for the safe custody of the seal at the registered office of Stabilization Central or such other place as the Directors determine it will be kept for safekeeping and will provide for its use.”

3. Rules 3, 4, 5 and 6 of Article 17 be deleted.

#### **L. ARTICLE 18 – AMENDMENTS**

1. Rule 3 of Article 18 be deleted and replaced with the following:

“3. Amendments introduced pursuant to Rule 2(b) of this Article must be deposited at the registered office of Stabilization Central at least ninety (90) days before the anniversary date of the last annual general meeting or at least ninety (90) days before the annual general meeting of Stabilization Central or any general meeting or special general meeting of Stabilization Central at which it is intended to present the amendment.”