

**BYLAW TO AMEND THE BY-LAWS OF LUMINUS FINANCIAL SERVICES &
CREDIT UNION LIMITED (the “Credit Union”)**

WHEREAS the Credit Union finds it expedient to deal with various housekeeping issues with respect to its by-laws:

AND WHEREAS the Credit Union wishes to provide clarity around director qualifications and the nomination process;

AND WHEREAS the Credit Union wishes to require the Vice Chair and Corporate Secretary to be reviewed and reappointed on an annual basis;

AND WHEREAS the Credit Union wishes to change the term limit for its directors;

NOW THEREFORE BE IT ENACTED, and it is so enacted as a by-law of the Credit Union as follows:

1. By-law No. 1 of the Credit Union, as most recently amended by confirmation of the members on April 5, 2018 (the “General By-law”), be further amended by adding the words “, by electronic mail,” between the word “personally” and the word “or” in the first sentence of section 2.06, so that the portion of the sentence appearing after paragraph (iii) reads

the Board may give ten (10) days' advance notice to such member of intent to remove such member from membership, personally, by electronic mail, or by prepaid mail addressed to such member at such member's Recorded Address, and, after giving the member an opportunity to be heard and to be represented at the Board meeting by a person authorized under the Law Society Act to represent the member, by resolution at a Board meeting, such member may be expelled from membership.

2. The General By-law be hereby further amended by deleting section 4.02 thereof, and replacing it with the following:

Qualification

4.02 Only a natural person who, as of the last day of the Nomination Period:

- (a) is a member of the Credit Union in full compliance with the minimum membership share requirements contained in section 2.03 hereof, and has been so for a period of six (6) consecutive months;
- (b) is at least eighteen years of age;
- (c) is a Canadian citizen or a person lawfully admitted to Canada for permanent residency and ordinarily resident in Canada;
- (d) has then served as a director of the Credit Union for not more than eight (8) consecutive three-year (3-year) terms since that person's first election to the Board at or after the annual general meeting of the Credit Union held March 25, 2010;
- (e) once disqualified after serving for the period permitted by paragraph (d) hereof, has not served on the Board for a period of twelve (12) consecutive months;
- (f) is 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;
- (g) is not a spouse of a person described in paragraph (f) hereof;
- (h) if a former employee of the Credit Union, was not an employee of the Credit Union at any time in the preceding 6 months;
- (i) if an incumbent director, has not failed, without in the opinion of the Board reasonable cause, to attend three

(3) consecutive regular meetings of the directors within the preceding twelve (12) months;

(j) 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;

(k) is not disqualified under the Act;

(l) 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, and

(m) has duly completed and delivered to the Nominating Committee a written application for nomination in the form prescribed by the Nominating Committee from time to time, within the time period prescribed by the Nominating Committee;

is eligible to be a director of the Credit Union.

3. The General By-law be hereby further amended by deleting section 4.03(e) thereof and replacing it with the following:

(e) If, in the case of an acclamation of all nominees, terms of office of varying lengths are to be filled, the terms shall be assigned by voluntary agreement among the nominees or, failing that, by vote conducted in the same manner as an election of directors is conducted pursuant to section 4.04 hereof, with the terms being allocated in descending order according to the number of votes received.

4. The General By-law be hereby further amended by adding the words "at least" between the words "of" and "three" in section 5.04 thereof, so that the General By-law requires a nominating committee of at least, rather than precisely, three members.

5. The General By-law be hereby further amended by adding the words “, Vice Chair, and Corporate Secretary” between the words “Chair” and “shall” in section 6.01 thereof, so that the General By-law requires the appointment of the Chair, Vice Chair and Corporate Secretary annually.
6. The General By-law be hereby further amended by deleting section 7.10 thereof and replacing it with the following:

Nominations; Elections

7.10 Nominations for a member for each office to be filled by an election at the annual meeting shall be made from amongst qualified members of the Credit Union by filing notice thereof in writing with the Corporate Secretary in care of the Credit Union, not later than fourteen (14) days prior to the date of the annual meeting. All nominations shall be sponsored in writing by at least two (2) members of the Credit Union, and also accepted in writing by the nominee.

Notice of forthcoming vacancies on the Board shall be posted in the head office of the Credit Union not later than forty-five (45) days prior to the annual meeting.

The nominating committee may conduct interviews of those nominees it considers have the experience, expertise and qualifications to serve on the Board or who fill identified skills requirements, based on a Board-approved preliminary screening process, who are not regarded as incumbent directors of the Credit Union for the purposes of this process.

If it conducts such interviews, it shall make reasonable efforts to ensure a fair and transparent process by posing similar questions to each such nominee.

An incumbent director will not be regarded as an incumbent director for the purposes of this process unless he/she or she has been previously elected a director of the Credit Union and was subject to an interview prior to that election.

The nominating committee shall not have the authority to prevent any nominee from seeking election to the Board, but

shall simply have the authority to make a report to the membership recommending the nominees they believe are qualified for election to the Board.

A list of the nominations so made shall be posted as they are received in the head office of the Credit Union.

Only nominations made in accordance with this section shall be placed before the annual meeting.

Elections which occur at membership meetings other than annual meetings shall be conducted in such manner as the Board may determine, and need not be conducted in the manner outlined in this section.

7. In all other respects the General By-law be hereby ratified and confirmed.

PASSED by the Board of Directors of Luminus Financial Services & Credit Union Limited duly held at Toronto, Ontario on the 10th day of March, 2022.

CONFIRMED by a special resolution of the membership of Luminus Financial Services & Credit Union Limited at a meeting duly held at Toronto, Ontario on the 7th day of April, 2022.

WITNESS the corporate seal of Luminus Financial Services & Credit Union Limited.

Chair

Corporate Secretary