



**TALKA CREDIT UNION LIMITED
NOTICE OF ANNUAL MEETING
OF MEMBERS**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of the members of Talka Credit Union Limited (the “Credit Union”) will be held by electronic/virtual means on Wednesday, April 26, 2023 at 5:00 pm. Any member in good standing who wishes to participate can visit Talka’s website for a link to pre-register. Everyone who pre-registers will receive electronic copies of the Meeting Agenda, 2022 AGM Meeting Minutes and Talka’s 2022 Audited Financial Statements. Anyone with questions on matters being brought forward are encouraged to submit them in advance to talkacu@talka.ca using “2023 AGM” in the subject line.

The Meeting is being held for the following purposes:

1. Adoption of the minutes of the last Annual Meeting held April 27, 2022.
2. To approve amendments to Talka Credit Union’s By-law 1 to align with changes in the *Credit Unions and Caisses Populaires Act, 2020* (“the Act”) including any FSRA Rules and Regulations. See Summary of Key By-Law Changes attached.
3. To receive the reports of the Credit Union Chair, Chief Executive Officer, Audit Committee and external auditors, as well as to receive the Credit Union’s audited financial statements for its fiscal year ended December 31, 2022. Copies of such financial statements have been posted on Talka’s website <https://talka.ca/annual-reports/> and are available at the Credit Union located on 830 Main Street East, Hamilton, Ontario, L8M 1L6.
4. To appoint Millard, Rouse & Rosebrugh LLP, the external auditors for the Credit Union’s fiscal year ending December 31, 2023.
5. To receive the report of the Nomination Committee.

DATED the 23rd day of March 2023.

BY ORDER OF THE BOARD

**Sylvia Gaidauskas
Corporate Secretary**

TALKA CREDIT UNION LIMITED
SUMMARY OF KEY BY-LAW CHANGES

Expanded Definitions under Article 1. To align with the definitions used in the Credit Unions and Caisse Populaires Act, 2020 (“*CUCP Act, 2020*”) and its Rules and Regulations.

Expulsion from Membership under Article 2. Grounds for expelling a member are expanded to include specific types of misconduct which may lead to expulsion by the Board, as well as members’ rights to appeal.

Director Dissent under Article 4. A formal process has been documented for any Director wishing to record their dissent on any Board action or resolution as required under Section 187 of the *CUCP Act, 2020*.

Director Term in Office under Article 5. Director’s terms are limited to 21 consecutive years of service as a Director since the Director’s first election to the Board on or after March 6, 2010.

Voting by Members and Shareholders under Articles 7 and 11 . The Board of Directors can determine both the meeting location and method of voting for any Membership or Shareholder meetings. Procedures for voting, balloting and proxying for corporations, associations and balloting are detailed in the By-Law.

Notice of Meeting under Article 7. Methods of providing notice of meeting include a membership mailing by both electronic and regular mail and posting on the credit unions’ website while placing a notice in a local newspaper is no longer permitted.

Information available to members under Article 13. Copies of the credit unions last audited financial statements shall be made available to Members as well as a free electronic copy of the bylaws or a hard copy at a cost not exceeding the amount prescribed by the Act.

While the above summary covers the significant changes, Members are encouraged to view the entire text of By-Law #1 which is posted on Talka’s website or available in-branch.