



**Director Candidate  
Information Guide  
2024**

## Director Candidate Information Guide – 2024

Dear Prospective Board Candidate:

At Luminus Financial we value the dedication and commitment of our Member-owners who choose to participate in our nomination and election process as a Board Candidate. We thank you for your interest in seeking nomination for our Board of Directors. Inside this package, you will find information that will clarify the qualification criteria for Candidates and the expectations of Board Members in their role of governing the credit union. You will also find everything that you need to complete the nomination process.

To assist those Members who are interested in considering candidacy, the Board appoints a Nominations Committee each year. The Committee's primary role is to ensure Members are fully informed of the nomination process and the election process, as well as to consider the qualifications of Candidates to ensure the highest quality board composition, and to meet any gaps as identified by the Board in their analysis of the Board's skills, knowledge and experience.

This year the Nominations Committee has been tasked with seeking to select nominees who not only are the best qualified and meet the required criteria but who also possess specific skills and experience in the following areas: Financial Statements, Customer Relationship Management, Human Resources, and Strategic Planning. A Director's designation would be a definite asset. Further details on the process undertaken by the Nominations Committee are outlined in this application package.

If you decide to submit an application for nomination as a Candidate, please complete and submit this application package with all the required documents, as outlined in the Candidate's Guide section. If you have any questions about the enclosed information, you may contact the Nominations Committee at [nominations@luminusfinancial.com](mailto:nominations@luminusfinancial.com).

Please note that applications must be received no later than 5:00 pm Friday, February 23, 2024

Yours truly,

Luminus Financial Nominations Committee

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## Luminus Financial Election Process

The Luminus Financial Board, as established in the By-Laws, consists of nine (9) directors and in 2024 three (3) vacancies need to be filled.

As defined in Luminus Financial Board and the Board's Governance policies, the Nominations Committee of the Board plays an integral role in the process of reviewing nominated Candidates who meet the eligibility requirements. This Committee is required to review the application to evaluate the experience, expertise and qualifications of the Candidate in relation to the specific Director selection criteria established by the Board. The Committee may endorse candidates.

Luminus Financial elections will be conducted ***via online balloting***, ahead of the 2024 Luminus Financial Annual General Meeting. ***There will not be nominations from the floor and the results of the election will be announced during the Annual General Meeting.***

### Important Dates:

- **February 23, 2024 5:00 PM** – Deadline to apply
- **March 4, 2024 Evening** – Candidate Call to go over the process
- **March 5, 2024** – Candidate interviews with the Nominations Committee
- **March 6, 2024** – The Committee meets to finalize the list of candidates and issue endorsements
- **March 11 to March 25, 2024** – Online Voting Period
- **April 4, 2024 – AGM**, Winners are announced

## Candidate Guide

Individuals wishing to be Candidates for Luminus Financial Board of Directors must be at least 18 years of age, have been a Member of Luminus Financial for a minimum of 6 months as of the last day of the Nomination period, and hold the minimum Membership Share requirement. Additional eligibility requirements are outlined in this Application.

If after reviewing this information package a Candidate wishes to submit an application, they must:

- Without any assistance from employees of Luminus Financial, seek the signatures of 1 Nominator who themselves meets the Nominator Eligibility Requirements outlined in this guide.
- Complete this Application in its entirety.
- Submit it along with the documents detailed in this Application. (Statement of Interest, Ballot Statement, Resume, completed Schedule E [Applicant Assessment] and Schedule F [Declaration of Economic Interests by a Restricted Party of Luminus Financial]).

Applications for Nomination must be submitted to:

[nominations@luminusfinancial.com](mailto:nominations@luminusfinancial.com) by 5:00 pm February 23, 2024.

Once the Nomination period closes:

- The successful Candidates will be contacted by email and will have the option to participate in an informational conference call (less than 20 minutes).
- The candidates will be confirmed; candidate profiles will be posted on the Luminus website.
- The election of Directors by Members will be conducted online ahead of the Annual General Meeting

**NOTE:** Each Director will be bonded under Luminus Financial's Fidelity Bond Agreement to ensure that you adhere to our Fraud/Dishonesty Policy and Code of Conduct. Should you not be deemed bondable or should at any time your fidelity bond be revoked, Luminus Financial may terminate your participation in the Board of Directors.

## 2024 Nomination Form

As a Member of Luminus Financial, I nominate the following person for election to the Board of Directors. As Nominator I meet all of the qualifications outlined in this information Guide.

Candidate Name	_____	
Address	_____	
City/Postal Code	_____	_____
Phone	(Res)_____	(Bus) _____
Email	_____	

Nominator Name	_____	
Nominator Member#	_____	
Address	_____	
City/Postal Code	_____	_____
Phone	(Res)_____	(Bus) _____
Email	_____	
Signature	_____	

NOTE: The Nomination Form can be printed, signed, and emailed separately by the Nominator to [nominations@luminusfinancial.com](mailto:nominations@luminusfinancial.com)  
The Candidate can then submit the remaining documents.

## Background Information for Candidates

Luminus Financial Directors are expected to attend all scheduled Board and Committee meetings and be active participants therein. They are also encouraged to attend other Luminus Financial related organizational and community events. For Directors new to the credit union system, be willing to attend credit union system training and conferences. All Luminus Financial Directors are also required to complete a rigorous individual education plan each year.

The information found below identifies and briefly describes Luminus Financial's Committees, Director education requirements, and a summary of meetings and estimated commitment of time which one might expect when they become a Director of Luminus Financial. We hope that the information below will assist you in clarifying your obligations should you become a Director. However, if you have any questions regarding the information, or wish to learn more about Luminus Financial's governance structure/practices, please contact: [nominations@luminusfinancial.com](mailto:nominations@luminusfinancial.com).

## Board Structure

The Board of Directors consists of nine (9) Directors, each elected by the Membership for a term of three (3) years, subject to a term limit of eight (8) terms in office. The Board is responsible for overseeing enterprise risk management, establishing corporate objectives and policies, setting performance standards and measuring their achievement; and hiring and delegating authority to the CEO.

The Board has established a number of standing Committees plus others from time to time which are assigned responsibilities to assist the Board in carrying out its mandate. The current Committees and their mandates are as follows:

- a. Audit Committee: This Committee provides the Board with reports on matters related to accounting and financial reporting practices, enterprise risk management, and internal and external control procedures. The Audit Committee is charged with a number of statutory responsibilities, as required

under the Credit Union Act. It also reviews and recommends the annual financial statements to the Board. It is responsible for ensuring effective management of operational risk and that capital, liquidity management and internal control systems are at acceptable levels. It is additionally responsible for monitoring compliance with the credit union's Restricted Party Policy.

- b. Governance Committee: This Committee has the responsibility to ensure effective corporate governance, including its structure, and the establishment of Committee mandates so that the Board's responsibility to the Membership is fulfilled. It is responsible for assessing the performance of the Board and its Committees.
- c. Nominations Committee: This Nominations Committee is responsible for overseeing the Director nomination, evaluation, selection, and election processes for Board Candidates, as well as the oversight of activities associated with the Annual General Meeting of Members, including the development of the Annual Report.
- d. HR and Compensation Committee. This Committee has the responsibility to review and set the CEO's compensation and review the CEO's performance. The Committee also has the responsibility to review HR matters as they relate to the staff and Board.
- e. Education and Development Committee. This Committee has the responsibility to set the Directors' annual education goals and track their progress toward those goals.

## Meetings / Time Commitment

Board meetings are held monthly. It is expected that, in addition to the actual time spent at a Board or Committee meeting, a Director will fully review all materials (e.g., Board materials, Committee agendas and supporting material) provided prior to each meeting. Materials for all Board and Committee meetings are distributed via our board portal one (1) week prior to the scheduled meeting. Elected Directors are expected to be able to access the board package online through our board portal, review all materials ahead of time, communicate via email, and attend in-person and online board meetings. While the amount of time required for this task will vary for each individual, it is not unusual for a Director to spend approximately 3–6 hours preparing for Board or some Committee meetings.



Attendance at all Board and Committee meetings is tracked and reported to the Board. Directors are expected to attend all meetings either remotely or in person. The following meeting summary shows the approximate time commitment for each Director during the course of a year:

BOARD MEETINGS	Board meetings begin at 5:30 p.m. usually on the last Wednesday of the month. Allow 3 hours/meeting.
ORIENTATION PROGRAM	For newly elected Directors; usually held following the election and no later than two months after having been elected. Allow a minimum of one day.
AUDIT COMMITTEE	Meets approximately 4 times a year (allow 2 hours/meeting).
GOVERNANCE COMMITTEE	Likely to meet 6 times during the year (allow 2 hours/meeting).
NOMINATIONS COMMITTEE	Meets approximately 3 times per year (allow 1 hour/meeting) plus a concentrated period during February and March when Candidate reviews are conducted.
ANNUAL GENERAL MEETING	Usually held during the first week of April during the evening 6:30 pm to 8:30 pm.
PLANNING SESSIONS	Generally, involves a 2- day conference

## Sample Board Calendar

Meeting Date	Purpose
January 10	November Monthly Meeting
February 7	December Monthly Meeting and Quarterly/Annual Review
March 6	January Monthly Meeting and Audit F/S Approval
March 27	February Monthly Meeting
April 4	AGM

April 24	March Monthly Meeting and Quarterly Review
May 29	April Monthly Meeting
June 14 - 15	Strategic Planning Session if required
June 26	May Monthly Meeting
July 24	June Monthly Meeting and Quarterly Review
August 28	July Monthly Meeting
September 25	August Monthly Meeting
October 30	September Monthly Meeting and Quarterly Review
December 4	October Monthly Meeting

## Education & Participation

Luminus Financial considers training and development programs for our Directors extremely important to assist them in understanding the roles and responsibilities of being a Director of a credit union. In 2012, the Financial Services and Regulatory Authority (FSRA) set out minimum expectations for individual Director competencies which will require various programs to be completed within certain time frames.

In addition, other in-house training sessions are developed for which attendance is expected. Each Committee regularly holds educational sessions during its scheduled meetings. The Board allocates funds annually for training and development purposes, and it is incumbent on each Director to consider additional opportunities for development wherever possible.

Luminus Financial expects our Directors to participate in various events throughout the year including credit union and community events. The schedules are posted ahead of time.

## Candidate's Undertaking

The undersigned hereby applies to be nominated as a Candidate for election to the Board of Directors of Luminus Financial.

I do solemnly undertake to:

- a. Stand for election, and, if elected, to serve as a Director
- b. Observe the provisions of the Credit Unions and Caisses Populaires Act (the "Act"), as applicable, including the provisions of disqualified individuals as outlined in Sections 83- 84 of the Act. The Act is accessible at:  
<https://www.ontario.ca/laws/statute/20c36>
- c. Comply with the Director's Code of Conduct and the Duties and Obligations of Directors including Conflict of Interest Guidelines adopted by the Board from time to time.
- d. Provide full, financial disclosure to the Credit Union, as required by the Board from time to time.
- e. Consent to the disclosure of credit and/or personal information to, or from any credit-reporting agency.
- f. Observe all the Credit Union's By-Laws, and the rules relating to the elections and the conduct thereof.
- g. Resign from the Board in the event the Board has determined that as a Director, I have ceased to meet the eligibility requirements, as set out in the Credit Union's By-Laws or Sections 92 to 94 of the Act or if I have met the test of any of the disqualifying criteria as set out in Section 94 of the Act, during my term of office.

I further understand that in order to be eligible for consideration for Nomination, this Application must be completed as required; submitted as referenced in the Notice of Nomination; and be accompanied by the following documents:

- a. Nomination Form
- b. A current (or most recent) resume
- c. A Signed Candidate's Undertaking
- d. A completed Applicant Experience Questionnaire & Competency Assessment
- e. A completed SCHEDULE A: DECLARATION OF ECONOMIC INTERESTS BY A RESTRICTED PARTY AND/OR A RELATED PARTY OF LUMINUS FINANCIAL

f. A completed SCHEDULE B: REQUIREMENTS TO DISCLOSE

Having signed this Application for Nomination the Candidate consents to Luminus Financial reviewing any of the Candidate's financial information on file at the Credit Union, and consents to Luminus Financial conducting a credit check on his/her behalf for the purpose of determining eligibility of the proposed Candidate for election to the Board.

Candidates should be aware that campaigning is not permitted by the Board.

DATED AT \_\_\_\_\_, ONTARIO, THIS \_\_\_\_\_ DAY OF \_\_\_\_\_.

Candidate's Signature: \_\_\_\_\_

## Director Eligibility Requirements

As per Luminus Financial's Director Election Policy and Procedure, individuals wishing to stand for election to the Board must meet the following requirements:

- a. Is a member of Luminus Financial, or of a credit union with which it has entered into a binding asset purchase agreement, whether or not that agreement has yet closed, in full compliance with the minimum membership share requirements contained in By-law #1, Article 2, Clause 2.05, and has been for six 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 not served as a Director of Luminus Financial for more than eight consecutive, three-year terms since their first election to the Board at or after its annual general meeting held on March 25, 2010.
- e. Once disqualified after serving for the period permitted by the preceding bullet point, has not served on the Board for twelve 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 Luminus Financial.
- g. Is not a spouse of a person described in the preceding bullet.
- h. Has not been employed by Luminus Financial at any time in the preceding six months.
- i. If an incumbent Director has failed, without in the opinion of the Board reasonable cause, to attend three consecutive regular meetings of the Directors within the preceding twelve months.
- j. Is free of any real or perceived conflict of interest that might reasonably be expected (based on a legal opinion), to prevent them from acting in the best interests of Luminus Financial as a whole, and independently of any particular interest arising as a result of any previous, existing, or future relationship with Luminus Financial, its members, customers, competitors, or suppliers.
- k. Is not disqualified under O. Reg 105/22 s 29.

## Individual Director Disqualifications

As per O. Reg.105/22 s. 29, the following individuals are disqualified from being directors of a credit union:

- a. One whose membership in any credit union has been terminated, other than voluntarily.
- b. One who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere.
- c. One who is an undischarged bankrupt or who has been discharged as a bankrupt in the five years preceding the date on which the individual may be elected as director.
- d. One who is unable to obtain proof of bonding insurance that is satisfactory to the Chief Executive Officer.
- e. One who is more than 90 days in arrears in the payment of a debt owed to the credit union, unless the credit union has agreed to extend the time for repayment.
- f. One who is a listed person within the meaning of the United Nations Suppression of Terrorism Regulations under the United Nations Act (Canada).
- g. One who has been convicted, in the five years preceding the date on which the individual may be elected as a director, of an offence described in subsection (3) and who has not received a pardon for the offence.
- h. One whose membership in a professional association has been terminated, in the five years preceding the date on which the individual may be elected as director, for professional misconduct.
- i. An employee of the credit union or a central in which the credit union is a member or the employee's spouse, parent or child.
- j. A professional advisor who provides services to the credit union in the individual's professional capacity or who has provided such services in the three years preceding the date on which the individual may be elected as a director.
- k. An employee, director or officer of the Authority.
- l. A public servant employed under Part III of the Public Service of Ontario Act 2006 whose employment duties include regulating credit unions.
- m. One who has not met the training requirements or qualifications for directors established by the credit union.

- n. One who has not met any reasonable condition or qualification set out in the by-laws of the credit union.
- o. An individual is not an employee for the purposes of paragraph 9 of subsection (1) solely because the individual provides, without remuneration, services to the credit union or central that are ordinarily provided by an employee.
- p. An offence referred to in paragraph 7 of subsection (1) is an offence that:
  - i. Is related to the qualifications, functions or duties of a director of a body corporate;
  - ii. Involves theft or fraud;
  - iii. Involves a contravention of or failure to comply with the Act, a predecessor of the Act or an Act governing a subsidiary of the credit union; or
  - iv. Involves a contravention of or failure to comply with the Securities Act.

## Requirements to be met by Nominator

The Nominator must as of the last day of the Nomination period:

- a. Have been a Member of the Credit Union for at least 6 consecutive months.
- b. Not have been disqualified from becoming or acting as a director of the Credit Union pursuant to the Act.
- c. If a former employee of the Credit Union, not an employee of the Credit Union at any time in the preceding 12 months; and

## Selection Criteria

In the evaluation of proposed nominees for the purpose of making recommendations, the Nominations Committee uses the eligibility requirements set out in the By-laws and selection criteria established by the Board from time to time.

The selection criteria to be used by the Nominations Committee are the following:

## Mandatory Individual Director Criteria

A Director must:

- a. Understand the principles behind and share the vision of the Credit Union and have the ability to reflect the values and commitments of the Credit Union, as well as acting in the Credit Union's best interest at all times.
- b. Demonstrate the ability to bring a perspective of external business, finance, and social issues to Board deliberations.
- c. Understand corporate governance and the fiduciary duties, roles and responsibilities of the Board as a whole and an individual Director of a Credit Union, including willingness to ask probing questions and challenge Management within the governance framework.
- d. Commit to regular attendance at Board/Committee meetings and to full preparedness and willingness to contribute to meeting content.
- e. Understand the importance of credit unions in their communities;
- f. Demonstrate the ability to provide leadership and be an effective communicator.
- g. Uphold the values of teamwork demonstrating the ability to operate as “a team” at the Board level and “speak with one voice” once full discussion has been undertaken and a decision made by the Board.
- h. Demonstrate personal integrity, financial stability and high ethical standards.
- i. Have not declared personal or business bankruptcy in the past 5 years.
- j. Be willing to commit to continuous learning and undertake appropriate director training and development initiatives.
- k. Have the ability to understand and assess implications of financial statements and auditors' reports;
- l. Agree to fulfill the time commitment, including travel time and workload associated with being a Director of the Credit Union;
- m. Have the capability to access electronic information via the Internet, and have competency with collaborative and productivity software (Online Meetings, Conference Calls, Microsoft Word, Excel and PowerPoint).



## Optional Individual Director Criteria

It is desirable that Directors:

- a. Have considerable experience as a director on a board.
- b. Have a demonstrated reputation of valuable community involvement outside of their activities at the Credit Union;
- c. Have core knowledge of or experience in the cooperative system and an understanding of the cooperative principles.
- d. Have experience or familiarity with accounting and reporting standards including financial instruments and International Financial Reporting Standards (IFRS).
- e. Have experience or familiarity with enterprise risk management.
- f. Have experience or familiarity with strategic planning.
- g. Have experience or familiarity with capital markets financing instruments (e.g., securitization, interest rates, on balance sheet financing etc.).
- h. Have experience/expertise in the field of economics, finance, treasury or investment services.

## Candidate Experience Questionnaire

The following information will provide the Board's Nominations Committee with a detailed summary of your relevant education, business, and governance skills and experience. This information is used for Director development, recruiting and succession planning to address the short and long-term needs of the Board. In addition, this information will be used to compile your candidate profile that is posted on Luminus' website.

If possible, the Nominations Committee prefers a digital submission of this information.

1. What is your current occupation? If you are retired, what was your last position? Describe your career path.
2. List any post-secondary education in progress or completed, including relevant designations and certifications.
3. Detail any previous board or committee experience, including a description of duties and responsibilities.
4. List any management, financial, human resource or other relevant skills and experience.
5. List relevant risk management or policy development skills and experience.
6. Provide a brief (500 word maximum) statement of interest, detailing why you want to be a Director of Luminus Financial Services & Credit Union, and why the members should vote for you.

Please provide a picture for your candidate profile.

## Applicant Competency Assessment

Luminus Financial is committed to the principle of a high-quality Board of Directors and expects that each Director brings to the Board a certain level of knowledge and experience, demonstrates certain key attributes and adheres to certain principles. The following self-assessment will assist the Nominations Committee in determining the degree of expertise that you bring as a Candidate (and will not be made public on your candidate profile).

Please indicate your level of expertise/experience in the following table by indicating:

- E - Expert
- S - Strong
- G - Good
- B - Basic
- N/A – No relevant experience

To assist you in answering please refer to the following definitions:

- Expert: You possess a degree/certificate/diploma in the skill area and/or have significant work experience in that field.
- Strong: You have direct experience, or significant familiarity with the field as part of your employment or volunteer activities.
- Good: You understand the fundamentals and concepts that are encountered in this skill area.
- Basic: You have some knowledge of the competency.
- NA: You have no familiarity with the topic or area.

NOTE: If you are elected to the Board, you will be expected to complete a more comprehensive self-assessment of specific competencies within 3 months of election. This assessment is used to help determine your training and self-development needs to fulfill the director training and qualifications requirements as established by the credit union.

Competency/Area	Rating
1. Audit and Compliance - performance and regulatory standards; examination & auditing procedures	
2. Board & CEO Performance - setting and evaluating criteria and standards of performance of the Board, directors and the CEO	
3. Credit Union Operations - Cooperative business model; key components of operations (people, physical and technical infrastructure), operational risks	
4. Financial Literacy/Expertise - Reading and interpreting financial statements and financial performance indicators	
5. Governance and Ethics - Board roles and responsibilities; structure; decision making powers; Board policies and process; Committees (mandates; structure; process)	
6. Leadership - Leadership traits; skills and effective professional and personal attributes	
7. Regulatory environment with respect to financial services & credit union sector - Governing legislation and guidance; regulatory bodies/organizations	
8. Risk Management Oversight; Enterprise Risk Management - Financial and operational risks; risk management and monitoring	
9. Strategic Planning	

<ul style="list-style-type: none"> <li>- Strategic planning concepts; process; importance of clear strategic direction; monitoring of strategic plan implementation</li> </ul>	
<p>10. Information Technology</p> <ul style="list-style-type: none"> <li>- Hardware; software; networking; banking systems; databases; web-enabled services</li> </ul>	
<p>11. Partnering / Mergers and Acquisitions</p> <ul style="list-style-type: none"> <li>- Merger strategies; issues, benefits and challenges</li> </ul>	
<p>12. Executive Recruiting &amp; Human Resource Management</p> <ul style="list-style-type: none"> <li>- Recruitment; hiring criteria and practices; performance evaluation</li> </ul>	
<p>13. Other competencies; areas of expertise (please detail):</p>	

## **SCHEDULE A: DECLARATION OF ECONOMIC INTERESTS BY A RESTRICTED PARTY AND/OR A RELATED PARTY OF LUMINUS FINANCIAL.**

Name: \_\_\_\_\_

Position with Luminus Financial: \_\_\_\_\_

### Definitions

**Restricted Party (RP):** A person or entity is “restricted” in relation to Luminus Financial if they are or have been within the last 12 months:

- a. A Director or Officer of Luminus Financial.
- b. A spouse of a Director or Officer of Luminus Financial.
- c. A relative of a person described in [a] or [b] above, if the relative lives in the home of the above and is financially dependent on the person described in [a] or [b].
- d. A corporation/partnership in which a person described in [a] beneficially owns, directly or indirectly, more than 10percent of the voting shares
- e. A corporation/partnership controlled by a person described in [a] [b] [c] or [d] above.

Relative: Means a relative by blood, marriage or adoption.

**Connected Persons (CP):** In relation to a Member, another person or entity is a “connected person”, if they are one of the following:

- a. A corporation in which the Member holds or beneficially owns, directly or indirectly, at least 35 percent of the voting securities.
- b. An affiliate\* of a corporation described in [a].
- c. A person or entity that has a 50 percent interest in a partnership in which the Member also has a 50 percent interest.
- d. A partnership in which the Member is a partner.
- e. A trust or estate in which the Member has a substantial beneficial interest.
- f. A trust or estate in respect of which the Member serves as a trustee or in a similar capacity.

- g. A person or entity on whose financial resources the Member depends to repay a loan to Luminus Financial.
- h. A person or entity who provides security to Luminus Financial for a loan to the party.

\* “Affiliate” means when one body corporate is affiliated with another body corporate if one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person.

In relation to a member who is an individual, another individual is a connected person of the Member if that other individual is one of the following:

- a. A spouse of the Member who is financially dependent on the Member.
- b. A relative of the Member or of the Member’s spouse who lives in the same home as the Member and who is financially dependent on the Member or the Member’s spouse.

**Conflict of Interest:**

Applies when a Director or Officer is/has:

- a. A party to a material contract or proposed material contract with Luminus Financial.
- b. A director or officer of an entity that is a party to a material contract or proposed contract with Luminus Financial.
- c. A material interest in a person who is a party to a material contract or proposed material contract with Luminus Financial.
- d. A spouse, parent or child of an individual who is a party to a material contract or proposed material contract with Luminus Financial.

**Related Party (RLT.PTY):**

A person or entity is related to Luminus Financial in connection with the preparation of its financial statements if:

- a. The person or a close member of that person’s family has control or joint control over Luminus Financial.

- b. The person or a close member of that person's family has significant influence over Luminus Financial.
- c. The person or a close member of that person's family is a member of the key management personnel of Luminus Financial (Executive leadership team; Board of Directors and Officers of Luminus Financial).
- d. The entity (a corporation/partnership) is controlled or jointly controlled by a person identified in [a], [b], or [c].

Close members of the family of a person described in {A} [B] or [C] above are those family members who may be expected to influence, or be influenced by, that person in their dealings with Luminus Financial and include:

- a. That person's children and spouse or domestic partner.
- b. Children of that person's spouse or domestic partner.
- c. Dependents of that person or that person's spouse or domestic partner

Parents and siblings are by virtue expected to have influence or be influenced by the individual unless otherwise proven. Family members outside of the immediate family are normally not expected to influence or be influenced by the individual. Possible examples of where non-immediate family members would be considered under the definition of "close members of the family" include situations where they are dependents of the individual, live in the same household, or have strong financial ties.

Control Is the power to govern the financial and operating policies of Luminus Financial - to obtain benefits from its activities.

Joint control is the contractually agreed sharing of control over an economic activity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of Luminus Financial, directly or indirectly, including any Director of Luminus Financial.

Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control over those policies. Significant influence may be gained by share ownership, statute or agreement.



DECLARATIONS:

1. Name of Spouse/Domestic Partner [RP & RLT.PTY]:  
\_\_\_\_\_
2. Is my Spouse/Domestic Partner financially dependent on me? [CP] Yes\_\_\_ No\_\_\_
3. Names of Children and other Relatives financially dependent on me or my Spouse/Domestic Partner and who live in my home [RP & CP]: Other “close family members” who are expected to influence or be influenced by me (whether or not they are financially dependent) [RLT.PTY]:
  - a. Names of children of self or Spouse/Domestic Partner:
  - b. Names of dependents of self or Spouse/Domestic Partner:
  - c. Names of other individuals who live in the same household as self:
  - d. Names of other individuals who have strong financial ties to self or Spouse/Domestic partner:
4. Names of corporations whether or not they are Members of Luminus Financial in which I beneficially own, directly or indirectly, more than 10 percent of the voting shares, and the affiliates [CP] of said corporations;
5. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of Luminus Financial in which I beneficially own 50 percent or greater of the voting shares and their subsidiaries:
6. Names of corporations whether or not they are Members of Luminus Financial which I or any one of my spouse, children and other relatives named above own shares which carry more than 50 percent of the votes for the election of directors: [RP]
7. Names of Corporations, Partnerships or Unincorporated Associations whether or not they are Members of Luminus Financial in which any one of my spouse or close family members (identified above) own shares which carry 50 percent or greater of the voting shares and their subsidiaries:
8. Names of corporations or unincorporated associations whether or not they are Members of Luminus Financial for which I serve as a Director or Officer [CONFLICT]:

9. Names of partnerships whether or not they are Members of Luminus Financial in which I am a partner: (state percentage interest and percentage interest of other partners) [CP]:
10. Names of trusts or estates which are Members of Luminus Financial and in which I have a substantial beneficial interest [CP]; [RLT PTY]:
11. Names of trusts which are Members of Luminus Financial and for which I act as trustee (including accounts on which I act as attorney for the property) [CP]:
12. Names of non-relative Members for whom I have provided financial assistance, including a guarantee or co-signature for loans from the credit union [CP]:

Acknowledgment:

I hereby:

Acknowledge that this declaration is given to assist Luminus Financial in complying with statutory and regulatory requirements relating to transactions with Restricted Parties [RP]; Connected Persons [CP], Conflicts of Interest [CONFLICT] and Related Parties (RLT PTY).

Understand that the questions will not necessarily elicit answers that will disclose all of my relatives who may be “restricted parties” as defined by O Reg 105/22 nor all of my relatives who may be related parties under IFRS – IAS 24 – Related parties; and undertake to disclose to the Board my connection to any relative who has a material contract or loan with the credit union as soon as I become aware of it. I warrant that the information provided herein is complete and accurate in all material respects as of the date it is given, and

I undertake to bring to the attention of Luminus Financial any subsequent information which would necessitate the completion of a new Declaration.

Any declaration I have made above to the effect that I am a director or officer of a corporation/partnership/unincorporated association, or have a material interest in a person, shall be regarded as a general notice to the Board of Directors that I am interested in any contract made with that entity or person by Luminus Financial.

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DATED AT \_\_\_\_\_, ONTARIO, THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_.

Signature of Candidate: \_\_\_\_\_

## SCHEDULE B: REQUIREMENTS TO DISCLOSE

The Credit Unions and Caisses Populaires Act also requires Board candidates to disclose if they are a party to a material contract or proposed material contract with the credit union. You must include the disclosure in your submission if you:

- a. Are a party to a material contract or proposed material contract with the credit union.
- b. Are 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. Have a material interest in a person who is a party to a material contract or proposed material contract with the credit union.
- d. Are a spouse, parent or child of an individual who is a party to a material contract or proposed material contract with the credit union.

Please provide details here if any of the above applies:

DATED AT \_\_\_\_\_, ONTARIO, THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_.

### **Candidate Signature:**

X

\_\_\_\_\_

Name: \_\_\_\_\_

### **Witness Signature:**

X

\_\_\_\_\_

Name: \_\_\_\_\_