



**Notice of Annual Meeting
Northern Birch Credit Union Limited**

Wednesday, March 10th, 2021 at 7:00 PM

Admission begins at 6:00 PM

To be held electronically via Zoom Webinar

in compliance with Public Health restrictions due to the COVID-19 pandemic

Pre-registration is required and closes on Monday, March 8th at 3:00 PM

For pre-registration and all AGM related information,

including technical preparation required,

visit <http://www.northernbirchcu.com/annual-general-meeting>

Matters to be dealt with at the meeting include the election of directors, the appointment of external auditors, and the amendment of by-laws of the Credit Union. The Credit Union's by-laws require the board to be comprised of twelve members. In accordance with corporate governance best practices, the Board of Directors is proposing to reduce the size of the board from twelve to eleven to improve the effectiveness of the Board, effective 2022 elections to be held at the AGM for the fiscal year ending December 31, 2021. A By-law amendment to this effect has been approved by the Credit Union's Board of Directors and will be presented to the membership for confirmation at the upcoming Annual General Meeting --- see below.

The agenda for the meeting will be as follows:

1. Introduction
2. Opening
3. Adoption of the Agenda
4. Report of the Chair, Board of Directors
5. Report of the Chief Executive Officer
6. Report of the Audit Committee
7. Report of the Auditor
8. New Business:
 - a) Adoption of By-law amendment
 - b) Elections
 - c) Appointment of the Auditors
 - d) Other Business that is properly brought to the attention of the Board of Directors
9. Q&A
10. Termination

Copies of the financial statements and the reports of the audit committee and the auditor will be available for inspection upon request via email to info@northernbirchcu.com at any time before the date of the meeting.



**BY-LAW TO AMEND THE BY-LAWS OF THE
NORTHERN BIRCH CREDIT UNION LIMITED
(the "Credit Union")**

WHEREAS the Credit Union finds it expedient to amend its by-laws to reduce the size of its Board of Directors to take effect for elections to be held at the 2022 Annual General Meeting of Members with respect to the fiscal year ending December 31, 2021.

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

By-law No. 1 of the Credit Union (the "By-laws"), be and are hereby amended effective 2022 AGM by repealing section 4.01 (a) thereof, and replacing it with the following:

Number of Directors and Quorum

4.01 (a) Number – The Board shall consist of eleven (11) directors.

PASSED by the Board of Directors of the Credit Union at a meeting duly held in Toronto, Ontario this 12th day of February 2021.