



Notice of Meeting

The Board of Directors invites members to the Annual General Meeting of
CAISSE POPULAIRE GROUPE FINANCIER LTÉE



Norwood Hotel
112 Marion Street, Winnipeg, MB



Monday,
January 28, 2019



Registration starting at 6:15 pm
Meeting at 7:00 pm

Meeting Agenda

- 1 President and CEO Reports
- 2 Financial Reports
- 3 Committee Reports and Appointment of Auditors
- 4 Changes to Caisse By-Laws (read below)
- 5 Other Business
- 6 Door Prizes: Five (5) Draws of \$100

The meeting will be conducted in French with simultaneous translation in English and bilingual PowerPoint presentation.

Proposal of changes to Caisse By-Laws

Topic	Current By-Law	Proposal
Reducing the minimum number of directors required on the board of directors	9 to 15 directors are required	5 to 15 directors are required
Changing the number and the composition of Caisse's districts	<p>9 districts</p> <ul style="list-style-type: none"> • District 5 - Winnipeg Region 1 to 3 directors represent 3 branches • Districts 1 to 4 and 6 to 9 inclusively Up to 8 directors (1 director per district) represent a total of 16 branches 	<p>3 districts</p> <ul style="list-style-type: none"> • District 1 - Winnipeg Region 3 to 5 directors represent 3 branches • District 2 - Western Region 2 to 4 directors represent 5 branches • District 3 - Southern & Eastern Regions 4 to 6 directors represent 11 branches

See pages 2 to 5
for more details.

NOTE: The By-Laws of the Caisse are registered in French and in the event of discrepancies between the French and English versions, the French version will apply.

PROPOSED AMENDMENTS: By-Laws

Current By-Law	Proposed By-Law	Explanation of Modification
<p>Election and Director’s Term of Office</p> <p>6.04 a)</p> <p>Subject to a change in the number of Directors to be elected in a particular district, in accordance with the terms and conditions prescribed in paragraph 6.03 of the Precisions Table and Appendix A thereto, members of each district will vote to appoint a District Director among candidates allocated to said district and nominated or who applied as candidate for election in said district at the end of the present District Director’s term. However, this does not apply to members of District 5 who will vote to appoint three (3) District Directors among candidates allocated to said district and nominated or who applied as candidate for election in said district at the end of the present District Directors’ respective terms.</p>	<p>Election and Director’s Term of Office</p> <p>6.04 a)</p> <p>Subject to a change in the number of Directors to be elected in a particular district, in accordance with the terms and conditions prescribed in paragraph 6.03 of the Precisions Table and Appendix A thereto, members of each district will vote to appoint District Director(s) among candidates allocated to said district and nominated or who applied as candidate for election in said district at the end of the present District Directors’ term.</p>	<p>The proposed modification is required since in the new district structure there could be more than one Director to be elected in the new districts which are now comprised of multiple Directors contrary to the existing eight districts all comprised of one Director.</p> <p>Also, now that all districts are comprised of multiple Directors we need to remove the section of the by-law which dealt with the distinction that existed for the election of three Directors in the district of Winnipeg.</p>
<p>6.04 c)</p> <p>Upon expiration of a District Director’s term of office, a new District Director shall be appointed by members of said district, among candidates allocated to said district and nominated or who applied as candidate for election. If, at the end of a District Director’s term of office, there are no candidates for election in that particular district or, in the case of a district authorized to appoint more than one Director, if there is an insufficient number of candidates to fill out the District Directors’ positions:</p>	<p>6.04 c)</p> <p>Subject to paragraph 6.06 d), upon expiration of a District Director’s term of office, a new District Director shall be appointed by members of said district, among candidates allocated to said district and nominated or who applied as candidate for election. If, at the end of a District Director’s term of office, there are no candidates for election in that particular district or if there is an insufficient number of candidates to fill out the District Directors’ positions:</p>	<p>We have added the reference to paragraph 6.06 d) to ensure that when the Board of Directors determines that it wishes to modify the number of Directors from one district to restore a balance of District representation, that a Director’s term that is expiring will not necessarily require the election of a replacement Director. This applies only when the Board wishes to reduce the total number of Directors within a district.</p>
<p>6.04 d)</p> <p>It is understood that, at the date of this document, Normand Collet was appointed general Director, and not District Director. At the end of his term of office, the general Director position (other than a general Director appointed in accordance to paragraph 6.04(c) to replace a District Director) will be terminated and, subject to paragraph 6.04(c), only District Directors will be appointed to the Board of Directors.</p>	<p>6.04 d)</p> <p>Abrogated</p>	<p>This modification is required since this particular paragraph is no longer pertinent to the current By-Laws.</p>

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Current By-Law	Proposed By-Law	Explanation of Modification
6.04 e) Subject to paragraph 6.04(d), at the end of a Director's term of office, said Director can be nominated for election once again as long as he/she meets all eligibility requirements, unless otherwise indicated in paragraph 6.04(e) of the Precisions Table. A person cannot be nominated or nominate himself/herself as District Director or general Director (whenever the provisions of sub-paragraph 6.04(c)(ii) apply) for the same meeting or the same election. A person cannot be appointed both as District Director and general Director when the terms of office are overlapping.	6.04 e) At the end of a Director's term of office, said Director can be nominated for election once again as long as he/she meets all eligibility requirements, unless otherwise indicated in paragraph 6.04(e) of the Precisions Table. A person cannot be nominated or nominate himself/herself as District Director or general Director (whenever the provisions of sub-paragraph 6.04(c)(ii) apply) for the same meeting or the same election. A person cannot be appointed both as District Director and general Director when the terms of office are overlapping.	This modification is required because we have removed the paragraph 6.04 d).
Nominations and Nomination Committee	Nominations and Nomination Committee	
6.06 d) (Non-existent)	6.06 d) The Board of Directors determines the targeted number of Directors which are required to constitute the Board and does so while respecting the minimum and maximum number of Directors permitted in each district as per paragraph 1.01 of the Appendix "A" of the Precisions Table, all the while ensuring to solicit candidates corresponding to at least the minimum number of Directors in each district.	We are adding this paragraph to allow the Board of Directors to adjust the number of Directors on the Board in circumstances where certain districts fail to elect an adequate number of Directors and are required to solicit additional Directors from other districts to avoid falling under the global minimum of 5 Directors on the Board.

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PROPOSED AMENDMENTS: Precisions Table

Current By-Law	Proposed By-Law	Explanation of Modification
6.01 The number of directors to appoint is a minimum of nine (9) and a maximum of fifteen (15)	6.01 The number of directors to appoint is a minimum of five (5) and a maximum of fifteen (15)	This modification is the basis of all proposed changes and wishes to address the difficulty currently encountered in recruiting a sufficient number of Directors.

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PROPOSED AMENDMENTS: Precisions Table - Appendix A

Current By-Law	Proposed By-Law	Explanation of Modification
Districts	Districts	
1.01 To ensure that the Caisse populaire's Board of Directors includes people who represent members of the various communities it services, the Board of Directors may set out districts in order to appoint Directors. There are nine districts created and each district is represented on the Board of Directors by one (1) Director, in accordance with the provisions indicated below, except for district 5 which is represented by three (3) Directors. A district includes members of the Caisse populaire whose majority of banking transactions are done with Caisse populaire, at a Caisse populaire's designated branch or office within the district. The districts are constituted as follows:	1.01 To ensure that the Caisse populaire's Board of Directors includes people who represent members of the various communities it services, the Board of Directors may set out districts in order to appoint Directors. There are three districts created and each district is represented on the Board of Directors by a number of Directors, in accordance with the provisions indicated below. A district includes members of the Caisse populaire whose majority of banking transactions are done with Caisse populaire, at a Caisse populaire's designated branch or office within the district. The districts are constituted as follows:	This modification which redistributes the districts will facilitate the recruitment of new Directors. It is based on the principle that it is easier to recruit 4 Directors from a group of communities than it is to recruit one Director from each of four different communities.
1.01 a) The designated branches and office located in the towns of St. Jean Baptiste, St. Joseph, St. Malo and Letellier represent what is hereunder called "District 1".	1.01 a) The designated branches and office located in the city of Winnipeg represent what is hereunder called "District 1" and will be represented on the Board of Directors by a targeted number of three (3) to five (5) Directors;	"District 1" was previously "District 5" and the number of Directors stemming from this district is set at three (3) to five (5). This number is based on an analysis of the ratio of members and assets in the district in relationship to the entire Caisse.
1.01 b) The designated branches and office located in the towns of Ste. Agathe and St. Pierre Jolys represent what is hereunder called "District 2".	1.01 b) The designated branches and office located in the towns of Notre Dame de Lourdes, St. Claude, Elie, St. François Xavier and St. Laurent represent what is hereunder called "District 2" and will be represented on the Board of Directors by a targeted number of two (2) to four (4) Directors;	"District 2" contains the communities in the western part of the province and the number of Directors stemming from this district is set at two (2) to four (4). This number is based on an analysis of the ratio of members and assets in the district in relationship to the entire Caisse.
1.01 c) The designated branches and office located in the towns of Lorette and Ile des Chenes represent what is hereunder called "District 3".	1.01 c) The designated branches and office located in the towns of Lorette, Ile des Chenes, St. Jean Baptiste, St. Malo, Ste. Agathe, St. Pierre Jolys, Ste. Anne, La Broquerie, St. Georges, La Salle and St. Adolphe represent what is hereunder called "District 3" and will be represented on the Board of Directors by a targeted number of four (4) to six (6) Directors;	"District 3" contains the communities south and east of the province and the number of Directors stemming from this district is set at four (4) to six (6). This number is based on an analysis of the ratio of members and assets in the district in relationship to the entire Caisse.

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Current By-Law	Proposed By-Law	Explanation of Modification
Districts	Districts	
1.01 d) The designated branches and office located in the towns of Ste. Anne, La Broquerie, South Junction, St. Georges and Richer represent what is hereunder called "District 4".	1.01 d) Abrogated	This modification is essential to eliminate this district.
1.01 e) The designated branches and office located in the city of Winnipeg (areas of St. Boniface, St. Vital and Southdale) represent what is hereunder called "District 5".	1.01 e) Abrogated	This modification is essential to eliminate this district.
1.01 f) The designated branches and office located in the towns of Notre Dame de Lourdes and St. Leon represent what is hereunder called "District 6".	1.01 f) Abrogated	This modification is essential to eliminate this district
1.01 g) The designated branches and office located in the towns of St. Claude, Rathwell and Haywood represent what is hereunder called "District 7".	1.01 g) Abrogated	This modification is essential to eliminate this district.
1.01 h) The designated branches and office located in the towns of Elie, Marquette, St. Francois Xavier and St. Laurent represent what is hereunder called "District 8".	1.01 h) Abrogated	This modification is essential to eliminate this district.
1.01 i) The designated branches and office located in the towns of La Salle and St. Adolphe represent what is hereunder called "District 9".	1.01 i) Abrogated	This modification is essential to eliminate this district.

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