

Affinity Credit Union

**Annual General &
Special Meeting**

Wednesday, April 15, 2026



Affinity
Credit Union



Table of Contents

Page 2	Notice of Meeting
Page 3	Rules of Order
Page 4	Agenda
Page 5	Special Resolution
Page 7	Summary of Bylaw & Article Changes
Page 10	Appendices: <ul style="list-style-type: none">• Amended Bylaws• Articles of Amendment



Notice of Annual and Special Meeting

Join us for the 2026 Annual and Special Meeting of Affinity Credit Union (Affinity).

Date: Wednesday, April 15, 2026

Time: 6:30pm (Central Standard Time)

Affinity's meeting will be held virtually, via webcast, with no physical meeting location.

To join please register by Sunday, April 12, 2026 by visiting [Affinity's website](#). Members and guests are invited to join however, only eligible members will have the ability to vote during the meeting.

Business of the Meeting

An agenda has been provided on page 4 of this package. The purpose of the meeting is to consider and act on the following matters:

- To receive reports from the Board Chair and CEO on Affinity's 2025 year.
- To receive the consolidated financial statements of Affinity for year ended December 31, 2025, and the auditor's report on those statements.
- To appoint the auditor of Affinity who will serve until the next annual meeting.
- To present the Special Resolution and open voting.
- To receive the 2026 Affinity director election results.
- To consider any other business that may properly come before the meeting.

Meeting Materials

This will serve as the 2026 Annual and Special Meeting information package. In addition to what has been provided the following can be found on our website:

- **Annual Report and Financial Statements**
Affinity's 2025 annual report and consolidated financial statements are available at [Annual Reports and Bylaws](#).
- **Proposed Bylaws and Articles – Redlined copy**
The complete redlined version of the proposed changes to Affinity's bylaws are available on [Affinity's website](#)

Questions

Questions in relation to this notice and these materials can be addressed to Corina Farbacher, Corporate Secretary & Chief Governance and Risk Officer, at Corina.Farbacher@affinitycu.ca.



Rules of Order

1. Meeting rules and procedures shall be in compliance with all Affinity Credit Union (Affinity) bylaws, legislative and policy requirements.
2. As the virtual meeting format does not allow for live discussion on behalf of the participants, members who wish to ask questions can do so by clicking the message icon near the bottom left of your screen.
3. Questions can be submitted at any time but will be addressed during the question period of the agenda. If the question is specific to the individual making the inquiry, and not applicable to the meeting, we will follow up separately with you after the meeting. Please note that we will share your full name when responding to your question.
4. Should the panelists receive more than two questions from the same member, the panelists may address questions from other members before proceeding to answer additional questions from the same member.
5. Each member with a member share is entitled to one (1) vote, to be cast by:
 - a) in the case of an individual, by the member; or
 - b) in the case of an organization, corporation, or any other legal entity, by its representative registered to participate in the meeting.
6. No member may vote by proxy.
7. Apart from procedural motions related to conduct of the business of the meeting, the only motions, proposals, or resolutions that shall be in order are those that are included in the approved agenda for the meeting.
8. Voting will be by virtual ballot (poll).
9. Except for the Special Resolution all matters at the meeting shall be determined by majority vote.
10. Special Resolution Voting
 - a. After the Special Resolution has been presented during the Annual & Special Meeting, members can vote electronically through personal online banking and Affinity Mobile or in person at any Advice Centre. The voting period will remain open until 4pm April 22, 2026. Voting instructions are available on [Affinity's website](#).
 - b. The Special Resolution to amend Affinity's Bylaws and Articles is passed by three-quarters of the eligible members who vote.
 - c. The results of the Special Resolution will be announced on [Affinity's website](#) within three business days after the close of the voting period.
11. The Annual & Special Meeting shall be declared adjourned following the announcement of the voting results at the close of the special resolution voting period.

Annual General & Special Meeting

Virtual Meeting | Wednesday, April 15, 2026 | 6:30 pm

➤ AGENDA

1. Call meeting to order
2. Report on attendance
3. Adoption of agenda
4. Reports and financial statements
 - Board Chair's remarks
 - CEO's report
 - Financial report
 - Questions
5. Auditor's report & appointment of Auditor
6. Proposed Articles of Amendment and Bylaw Changes
 - Articles of Amendment and Bylaw Changes Presentation
 - Questions
 - Present the Special Resolution and Open Voting
7. Director election results
8. Other business
9. Closing remarks
10. The meeting will be adjourned following the announcement of the voting results after the close of the Special Resolution voting period on Wednesday, April 22, 2026





Overview of Special Resolution

Proposed Bylaw and Article Changes

After careful consideration and due diligence, Affinity's Board of Directors (the Board) presents to the members for their review and approval proposed amendments to the Bylaws and Articles of Amalgamation of Affinity Credit Union 2013 ("Affinity").

Why these changes are being proposed:

Like all well-managed financial institutions, Affinity Credit Union is required to plan ahead for unlikely but serious financial stress or unexpected situations. This is called recovery planning.

Recovery planning means having clear, pre-approved options in place so that if something unexpected were to happen, Affinity could respond quickly, protect members' deposits, and remain financially strong without disruption to day-to-day banking services.

One of the tools that regulators expect a large, Provincial Systemically Important Credit Union (P-SIFI) like Affinity to have available is the ability to raise additional capital if needed in the future. Capital acts as a financial buffer that protects members and strengthens the credit union during challenging times.

The proposed amendments to the Articles of Amalgamation (Articles) allow Affinity to issue Class "A" investment shares if they are ever needed as part of a formal recovery plan. These amendments do not mean that Affinity plans to issue investment shares now, nor are they intended to create investment opportunities for general purposes. They simply ensure that the option exists if it were ever required to protect the credit union and its members.

Importantly, these changes do not alter Affinity's co-operative structure or member-focused model. Affinity remains a member-owned credit union, governed on a one-member-one-vote basis, with decisions guided by our co-operative values and purpose. The amendments simply ensure that, if required under serious and defined circumstances, the Board has an additional tool to protect the long-term interests of members.

Although Affinity's current Bylaws and Articles already reference the issuance of investment shares, the proposed changes improve clarity and flexibility so that the Board can act quickly and responsibly if circumstances ever require it. This is in line with regulatory expectations and the Credit Union Act.

In addition to these recovery-planning changes, the proposed changes to the Bylaws will

- modernize and broaden Director qualifications,
- strengthen Director accountability by referencing Board approved policies and the Code of Conduct, and
- improve clarity by removing duplication and outdated language.

The Board's recommendation of these changes is part of its responsibility to ensure Affinity remains safe, resilient and well-governed, particularly given our designation as a P-SIFI by our regulator, which carries higher regulatory expectations.



The table below summarizes what the proposed amendments are, and are not, intended to do.

What this is:	What this is not:
A way to ensure Affinity is prepared for unlikely but serious financial stress	A sign that Affinity is currently in financial trouble
A part of responsible recovery planning	A prediction that recovery actions will be needed
A governance change that gives the Board flexibility <i>if required</i>	A commitment to issue investment shares now or in the near future
A regulatory-aligned tool to help protect members and deposits	An invitation or promotion to members to invest
A clarification of how Class "A" investment shares would function if ever issued	A change to everyday banking services or member accounts
A prudent safeguard designed for rare and defined circumstances	A general fundraising or capital-raising initiative
A measure that preserves Affinity's strength as a co-operative, member-owned model	A shift away from our member-owned, member-focused model

Supporting Documents

To provide you with details of the proposed resolution, a summary of the recommended changes and a clean copy of the proposed Bylaws and Articles have been included in the package. A redlined version of the current Bylaws is available for review on [Affinity's website](#).

Special Resolution of the Members of Affinity Credit Union 2013

The following special resolution will be presented at the Annual and Special Meeting on April 15, 2026.

BE IT RESOLVED as a special resolution of the members of Affinity Credit Union 2013 that:

- (a) the Amended and Restated Bylaws of Affinity Credit Union 2013 (the "amended Bylaws") attached as an exhibit to this resolution are hereby approved and management of the Credit Union is authorized to replace the Bylaws of the Credit Union with the amended Bylaws.
- (b) the proposed amendments to the Articles of Amalgamation of Affinity Credit Union 2013, as set out in the Articles of Amendment (attached as an exhibit to this resolution), are hereby approved.



Proposed Bylaw and Article Changes

Summary of Recommendation

Below is a summary of the proposed amendments to the Bylaws and Articles of Amalgamation (Articles) of Affinity Credit Union 2013. These changes are presented to the members for their review and approval.

All section numbers refer to the clean copy of the proposed Bylaw and Articles changes unless otherwise stated.

In addition to the summary outlined below, the recommendation also includes minor changes and general cleanup. These changes are in compliance with the Credit Union Act (Act), 1998 and Credit Union Regulations (Regulations), 1999.

The entirety of the proposed changes are outlined in the redlined version of the bylaws, which can be found on [Affinity's website](#).

BYLAWS OF AFFINITY CREDIT UNION 2013

Section 1 – Meaning of Terms

Section 1.1 Defined Terms

- 1.1 d) The term 'At Large' is amended to clarify that the position of director is elected to represent the entire membership.
- 1.1 h) The term 'Investment Share' is added and defined to specify that it holds the meaning given to it under the Act.
- 1.1 i) The term 'Membership Share' is added and defined to specify that it holds the meaning given to it under the Act.

Section 5 – Directors

Section 5.2 Election of Directors

- 5.2 This section was amended to clarify that 'Members will elect 12 directors At Large in accordance with Section 5.5 of the Bylaws.'

Section 5.3 Qualifications of Directors

- 5.3 e) This section has been revised to expand the director qualification criteria by including 'deposit accounts' in addition to loans or credit. Directors are now required not to have any deposit accounts, loans, or credit facilities in arrears exceeding sixty (60) days with the Credit Union during the preceding twelve (12) months.
- 5.3 g) This section was amended to expand the director qualification criteria to now require compliance with the Credit Union's Code of Conduct or other Board approved



policies, in addition to meeting the requirements outlined in the Credit Union's Conflict of Interest policy.

Section 5.4 Nomination of Directors

- 5.4 a) This section was amended to clarify the timing for when the Board will begin advertising the opening and closing dates for the nomination of director(s).
- 5.4 e) This section was amended to remove the requirement to endorse nomination papers with the signatures of two members of the Credit Union. This is not a requirement of the Act.

Section 5.7 Removal of Directors

- 5.7 b) This section was amended to expand the disqualification criteria to include failing to meet Director Qualifications referenced in Section 5.3.

Section 6 - Meetings

Section 6.4 Voting on a Fundamental Change

- 6.4 b) This section was amended to clarify who is entitled to vote on a Fundamental Change.
- 6.4 c) This section was amended to clarify when an investment shareholder is entitled to vote.

Section 7 – Member Councils

- 7.1 a) This section was removed as it is no longer required.

Section 11 – Repeal (formerly Patronage Return Accounts)

- 11.1 The Patronage Return Accounts section was removed from the current bylaws as it is no longer required.
- 11.1 A Repeal Section was added as the new Section 11 to confirm the new bylaws replace the old ones, without affecting past decisions, contracts, or current roles.

ARTICLES OF AMENDMENT OF AFFINITY CREDIT UNION 2013

Section 1

This section was amended to clarify the Credit Union's ability to issue only Class "A" Investment Shares.

Section 2

This section was amended to explain that, before issuing any series of Class "A" shares, the Board must set the number of shares and define all key terms attached to that series. It also



requires the Board to file Articles of amendment describing the series with the Registrar before the first shares are issued.

Section 3

This section was revised to clarify that the listed “privileges, rights, conditions, restrictions, limitations and prohibitions” apply specifically to the Class “A” Shares. The key changes are summarized below:

- 3. a) This section clarifies and expands the issuance provision to confirm that Class “A” Shares may be issued to both members and non-members.
- 3. b) This section revises and clarifies the dividend restriction language to confirm that dividends on membership shares may not be declared in a fiscal year unless dividends on all outstanding Class “A” Shares have been paid.
- 3. c) This section clarifies that Class “A” shareholders are not entitled to vote, receive notice of, or attend any member meetings of the Credit Union.
- 3. d) This section was amended to improve clarity of the provision.
- 3. e) This section clarifies that all series of Class “A” Shares are treated equally. Each series has the same priority with respect to declared but unpaid dividends, return of capital, and distributions of assets.
- 3. f) This section was deleted to remove provisions specifying when the Credit Union may redeem (“buy back”) Series “A” Shares. This provision is now addressed in Section 2.

APPENDICES

AMENDED AND RESTATED BYLAWS OF AFFINITY CREDIT UNION 2013

SECTION 1 – MEANING OF TERMS

1.1 Defined Terms

As used in these Bylaws, the following terms have the definitions set forth below:

- a) “Act” means *The Credit Union Act, 1998*, as amended;
- b) “Annual Meeting” means the annual meeting of the members of the Credit Union required to be held in accordance with the Act;
- c) “Articles” means, as applicable, the original or restated articles of incorporation, articles of amendment, articles of amalgamation or articles of continuance of the Credit Union, and includes any amendments to any of them;
- d) “At Large” means the position of director elected to represent the entire membership of the Credit Union;
- e) “Board” means the Board of Directors of the Credit Union;
- f) “Credit Union” means Affinity Credit Union 2013;
- g) “Fundamental Change” means a fundamental change as defined by the Regulations;
- h) “Investment Share” has the meaning ascribed thereto in the Act;
- i) “Membership Share” has the meaning ascribed thereto in the Act;
- j) “Proposal” means a proposal as defined by Section 85 of the Act;
- k) “Regulations” means the Regulations to the Act, as amended from time to time;
- l) “Spouse” means a spouse as defined by *The Family Property Act* (Saskatchewan), as amended from time to time; and
- m) “Voting Period” means the period for voting for election of directors set annually by the Board or for voting on a Fundamental Change as set by the Regulations.

1.2 Other Terms

Terms used in these Bylaws and not otherwise defined in Section 1.1 shall have the respective meanings ascribed to each such term in the Act.

SECTION 2 – HEADINGS

2.1 Convenience Only

The section headings used in these Bylaws are not substantive and are included solely for convenience of reference only.

SECTION 3 – MEMBERSHIP

3.1 Qualification

Subject to the Articles, membership in the Credit Union is open to all persons.

3.2 Minimum Membership Shares

All persons wishing to become a member shall hold a minimum of one (1) Membership Share.

SECTION 4 – ASSIGNMENT OF SHARES

4.1 Approval Required

Membership Shares may not be assigned or transferred without the approval of the Board.

SECTION 5 – DIRECTORS

5.1 Number of Directors

The Credit Union shall have a Board consisting of not less than the minimum and not more than the maximum number of directors set out in the Articles, which, as of the date hereof, is a minimum of nine (9) directors and a maximum of twenty-nine (29) directors.

5.2 Election of Directors

Members will elect 12 directors At Large in accordance with Section 5.5 of these Bylaws.

5.3 Qualifications of Directors

In order for a person to qualify for appointment, election, or remaining in office as a director, the person must: (i) not otherwise be disqualified pursuant to the Act; and (ii) meet the qualifications identified below in this Section 5.3.

Each Nominee and Director shall:

- a) provide evidence of qualification upon request by the Credit Union;
- b) have been a member of the Credit Union for a minimum of one (1) year, as at the closing date for nominations;
- c) use the Credit Union as their primary financial institution;
- d) not have been a person or a spouse of a person involved in active legal proceedings against the Credit Union or any of its affiliates or subsidiaries, in the previous thirty-six (36) months;
- e) not have been a person or the spouse of a person with loans, credit or deposit accounts in arrears in excess of sixty (60) days with the Credit Union in the previous twelve (12) months or have any judgement registered against them at the date of the nomination;
- f) not be a director or officer of a business selling products or services in competition with the Credit Union, unless nominated for or appointed to such roles by the Credit Union as its representative;
- g) meet the requirements of the Credit Union's Conflict of Interest policy, Code of Conduct, or other Board approved policies; and
- h) not have been an employee or the spouse of an employee of the Credit Union within twenty-four (24) months of the time at which nominations are opened.

5.4 Nomination of Directors

- a) The Board will begin advertising the opening and closing dates for the nomination of director(s) at least ninety (90) days prior to the date on which the term of office of a director or directors is scheduled to expire and at least thirty-five (35) days prior to the opening of the Voting Period.
- b) The nomination period shall be a minimum of fourteen (14) days and will close not less than fourteen (14) days before the Voting Period. Nominations will not be accepted after the closing date for nominations.
- c) The Board shall appoint a Nominating Committee and shall establish specific policies and procedures in connection with the Nominating Committee's functions. A current director who is proposing to seek re-election to the Board cannot be a member of the Nominating Committee in the year in which they will be required to be re-elected.
- d) The Board may, on the recommendation of the Nominating Committee or by its own design, enact rules or policies to govern the nominations and electoral process for candidates, including establishing guidelines and criteria for determining suitable candidates based on skill, experience and attributes. Each candidate shall abide by all such rules and policies, failing which, the candidate may, by Board decision, be removed from the list of candidates eligible for election to the Board.

Any nominee seeking election to the Board shall sign a nomination paper confirming that such nominee meets the eligibility requirements set out in these Bylaws.

5.5 Conduct of Director Elections

- a) Voting for the election of directors will take place during the Voting Period which will be set annually by the Board. The Voting Period shall not be less than seven (7) days nor more than twenty-one (21) days in length and shall begin not more than twenty-eight (28) days or end less than seven (7) days prior to the Annual Meeting.
- b) Voting for directors will be conducted in the manner approved by the Board and in accordance with the Act.
- c) Each member eligible to vote shall be entitled to only one vote or ballot and the number of director candidates equal to the number of directors to be elected receiving the highest number of votes are to be declared elected. In the event that two or more candidates receive an equal number of votes, the returning officer may provide that a vote or ballot be cast to break the tie.
- d) Ballots shall be counted by the returning officer prior to the Annual Meeting and successful candidates will be announced at the Annual Meeting.
- e) All other procedures not specified under these Bylaws shall be conducted in accordance with and as provided in the Act and/or Regulations, or any successor legislation.

5.6 Term of Office

The term of office of a director shall be three (3) years, commencing at the end of the Annual Meeting following election of the director, except that a director selected by the Board to fill a vacancy in accordance with Section 5.8 of these Bylaws shall hold office only until the next Annual Meeting. The term of office of a director shall conclude at the end of the Annual Meeting occurring during the year of expiry of the director's term. The term of office of a director appointed as a result of an amalgamation shall be specified in the amalgamation agreement.

5.7 Removal of Directors

- a) Removal by Members – Members may remove a director by a resolution approved by two-thirds of the votes cast at a special meeting or the Annual Meeting.
- b) Disqualification from Board – A director who fails to attend two-thirds of regularly scheduled board meetings in any calendar year without good cause, as determined by the Board, or fails to meet the requirements in Section 5.3 Director Qualifications, is disqualified from serving as a director and shall be removed as a director.
- c) Disqualification from Committees – Any director removed by members or disqualified from the Board for failing to attend the minimum number of meetings is also disqualified from any committee or representative body that requires an individual to be a director.

5.8 Vacancies

In the event of a vacancy on the Board for any reason other than by virtue of the expiration of the term of a director in the ordinary course, the Board may fill such vacancy by appointing a director to serve on the Board until the next Annual Meeting, at which time a director shall be elected to fill the remainder of the vacating directors term.

SECTION 6 – MEETINGS

6.1 Annual or Special Meetings

The Board shall call an Annual Meeting to be held in accordance with the Act. All members are entitled to attend the Annual Meeting or any special meeting of members and participate and vote on all matters.

6.2 Conduct

If approved by the Board, meetings of members may be held using telephone, electronic or other communication facilities.

6.3 Voting Generally

- a) At any meeting of members, every question shall, unless otherwise required by the Act, Articles or these Bylaws, be determined by the majority of the votes cast on the question. In case of an equality of votes, the motion shall be lost.
- b) With the approval of the Board, voting at a meeting conducted using telephone, electronic or other communication facilities shall be by any means that will identify the voter and vote cast to the returning officer appointed for such location.

- c) If voting at a meeting of members is to be held by way of electronic voting, voting by mail or other voting method or any combination thereof, the returning officer shall ensure that the voting system used by the Credit Union:
 - (i) is able to maintain a register of all members who have voted and is able to identify all members who voted;
 - (ii) records and counts votes in a manner that permits their subsequent verification;
 - (iii) prevents members from casting more than one vote or ballot, except as permitted pursuant to Section 5.5(c) of these Bylaws;
 - (iv) processes and stores the results of all votes cast during the Voting Period; and
 - (v) permits the votes to be recorded and counted without revealing how the individual members voted.
- d) No member who is less than 16 years of age is entitled to vote. A member who is not an individual may vote through a representative where that member gives the Credit Union notice of the appointment of the representative at least 48 hours before the meeting at which the representative is to vote on behalf of the member.

6.4 Voting on a Fundamental Change

- a) Voting on a resolution respecting a Fundamental Change will be conducted by secret vote or ballot in the manner which is approved by the Board. The manner of voting may include but is not limited to in person, electronic voting, by mail or by any other approved voting method during a Voting Period established by the Board.
- b) If the Credit Union authorizes electronic voting on a Fundamental Change during a Voting Period, a member or a shareholder entitled to vote thereon shall be allowed to participate in the meeting at which the resolution is presented and vote by means of telephone, electronic or other communication facility or vote in person if participating in the meeting in person.
- c) Each member is entitled to one vote. Except as required by the Act, the holders of the Investment Shares shall not be entitled, as such, to receive notice of or attend any meeting of the Credit Union and shall not be entitled to vote at such meeting. All votes must be received during the Voting Period. The returning officer shall announce the results of the voting on the resolution to approve the Fundamental Change within 3 business days after the close of the Voting Period.
- d) The meeting at which the resolution to approve a Fundamental Change is presented and considered is not concluded until after expiry of the Voting Period and the counting of all votes cast by the voting methods authorized by the Board.

6.5 Location

Meetings of the Credit Union may be held at more than one location. The Board will determine the location of the Annual Meeting(s). Where arrangements are made for members to participate in the meeting through electronic, video, telephonic or other communication such meeting is considered to be a meeting in one (1) location.

6.6 Meetings at More Than One (1) Location

For meetings at more than one (1) location, members may only vote once on any question.

6.7 Resolutions for Meetings at More than One (1) Location

- a) At meetings conducted at more than one (1) location, resolutions must be submitted at least sixty (60) days prior to the first meeting. Resolutions from the floor are not permitted.
- b) Votes on resolutions will be held at each meeting and the resolution will only pass if the aggregate of the votes cast in all meetings is sufficient to pass the resolution.

6.8 Notice of Meetings

Notice of meetings may be provided by any means provided for by the Act or the Regulations and approved of by the Board.

6.9 Other Meetings

The Credit Union may hold semi-annual or other periodic meetings of the members.

6.10 Quorum

The quorum at an Annual or special meeting of members is fifteen (15) members entitled to vote, or where the meeting is held at more than one (1) location, is not less than ten (10) members who are entitled to vote at each location.

SECTION 7 – MEMBER COUNCILS

7.1 Establishment of Member Councils

Councils comprised of non-director members shall be established with such composition, qualifications, duties and authorities as prescribed by policy of the Board.

SECTION 8 – MEMBERSHIP CERTIFICATES

8.1 Membership Certificates

Membership share certificates need not be issued to members.

SECTION 9 – TERMINATION OF MEMBERSHIP

9.1 Termination of Membership

On any appeal from termination of membership, a vote to rescind the decision of the Board must be passed by seventy-five percent (75%) of the members present at the membership meeting.

SECTION 10 – SERVICES TO NON-MEMBERS

10.1 Services to Non-Members

Services may be provided to non-members.

SECTION 11 – REPEAL

11.1 Repeal

All previous bylaws of the Credit Union are repealed as of the coming into force of these Bylaws. Such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Credit Union obtained pursuant to, any such bylaws prior to its repeal. All officers and persons acting under any bylaw so repealed shall continue to act as if appointed under the provisions of these Bylaws and all resolutions of the members, shareholders or the board or a committee of the Board with continuing effect passed under any repealed bylaw shall continue in full force and effect except to the extent inconsistent with these Bylaws and until amended or repealed.

Articles of Amendment

1. Name of credit union: Entity No.: 102036961

Affinity Credit Union 2013

2. The Articles of the credit union are amended as follows:

Change the name to:

Other:

a. Membership shares – par value, if any, and maximum number of membership shares that may be issued:

Unlimited membership shares having a par value of five dollars (\$5.00).

b. Investment shares:

See attached Schedule 1

c. The number of Directors or the minimum and maximum number of Directors:

Shall be a minimum of nine (9) and a maximum of twenty-nine (29)

d. Bond of Association, if any:

Not applicable

e. Restriction on share transfer, if any:

Membership Shares may not be assigned or transferred without the approval of the Board.

f. Restriction on the business of the credit union, if any:

Not applicable

g. Other provisions, if any:

Not applicable

h. Whether services may be provided to non-members:

Services may be provided to non-members

i. Street address of registered office:

902 7th Ave N
Saskatoon, SK S7K 3M7

3. Each amendment has been duly authorized.

Name: _____ (President)	
Address: _____	
Date:	Signature: _____ (President)
Name: _____ (Secretary)	
Address: _____	
Signature: _____ (Secretary)	

SCHEDULE 1 TO ARTICLES OF AMENDMENT OF

Affinity Credit Union 2013

1. Affinity Credit Union 2013 (the "Credit Union") may issue an unlimited number of no-par value Class "A" Investment Shares (the "Class A Shares") in series. Class "A" Shares may be issued in one or more designated series and each series shall be designated by a sequential number.
2. The Board, prior to issuing any series of Class "A" Shares, shall fix the number of Class "A" Shares of the series to be issued and determine the designation, preferences, rights, privileges, restrictions, limitations, prohibitions and conditions attaching to the Class "A" Shares of the series to be issued, including, without limiting the generality of the foregoing, the rate or rates of dividends, the amount or method or methods or calculation of preferential dividends, whether cumulative or non-cumulative or partially cumulative, and whether such rates, amounts or methods of calculation shall be subject to change or adjustment in the future, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption (if any), the rights of retraction (if any), and the prices and other terms and conditions or any rights of retraction and whether any additional rights of retraction may be vested in such holders in the future and conversion rates (if any). Before the issue of the first shares of a series, the Board shall send to the Registrar of Credit Unions articles of amendment in the prescribed form containing a description of such series, including the designation, rights, privileges, restrictions and conditions determined by the Board.
3. The privileges, rights, conditions, restrictions, limitations and prohibitions attaching to the Class "A" Shares are as follows:
 - a) Issuance: Class "A" Shares may be issued to members of the Credit Union (each, a "member") and non-members.
 - b) Dividends: Except with the consent of the holders of all the Class "A" Shares outstanding expressed by an ordinary resolution of the holders of each series of Class "A" Shares at meetings called for that purpose, no dividend shall at any time be declared and paid on or set apart for payment on the membership shares of the Credit Union in any fiscal year unless and until a dividend on all the Class "A" Shares outstanding in respect of such fiscal year has been declared and paid or set apart for payment.
 - c) Voting: Except as required by the Act, the holders of Class "A" Shares shall not be entitled to vote or to receive notice of or attend any meeting of the Credit Union.
 - d) Participating Upon Liquidation, Dissolution or Winding-up: In the event of any liquidation, dissolution or winding up of the Credit Union among the members and shareholders for the purpose of winding up its affairs, the holders of all Class "A" Shares are entitled to receive in priority to the members and other shareholders of other classes of shares of the Credit Union a sum equal to the amount paid therefor, together with all unpaid dividends thereon, and, thereafter, the holders of the Class

"A" Shares are not entitled to any further participation in any distribution of the assets of the Credit Union.

- e) Parity Among Holders of Series: The Class "A" Shares of each series shall rank on a parity with the Class "A" Shares of every other series with respect to priority in payment of declared but unpaid dividends and, if applicable, unpaid cumulative dividends, whether or not declared, and the return of capital, and the distribution of assets of the Credit Union in the event of the liquidation, dissolution or winding up of the Credit Union, whether voluntary or involuntary, or any other distribution of the assets of the Credit Union among its members or shareholders for the purpose of the winding up its affairs.

Attachments: (1) Amended and Restated Bylaws