

Where possible only one notice has been sent per household.

1. Reading and Approval of the Minutes of the 80<sup>th</sup> AGM.
  2. Business Arising out of the Minutes
  3. Director's Report
  4. Credit Committee Report
  5. CEO's Report
  6. Auditor's Report
  7. Special Resolution
  8. Election of Directors
  9. Appointment of Auditors
  10. New or Unfinished Business
  11. Good & Welfare
- Adjourn

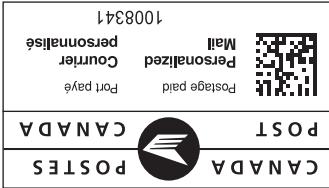
### AGENDA

(Registration begins April 6, 2026 – Register at [ldcu.ca/agm](http://ldcu.ca/agm))

Ladysmith Secondary School – 710, 6th Avenue, Ladysmith.

**May 5, 2026 – Doors 6:30, Start 7:00pm**

## Notice of 81<sup>st</sup> AGM & Special Resolution



NAME  
ADDRESS  
LADYSMITH BC V9G 1A3

# Making

# MORE



# Possible



# Special Resolution to update LDCU's Rules

BE IT RESOLVED as a Special Resolution of Ladysmith & District Credit Union, that the "Ladysmith & District Credit Union Rules" be amended by revising the following Articles:

Definitions:

(c) *Securities Transfer Act* means the *Securities Transfer Act of British Columbia from time to time in force and all amendments thereto and regulations made pursuant thereto*;

**2.8 Class "A" Shares** – Class "A" Membership Equity Shares have attached thereto the following rights and restrictions:

(d) *Notwithstanding the foregoing, the Credit Union may not redeem Membership Equity Shares if the redemption would reduce the Credit Union's capital base to an amount less than the amount determined in accordance with the regulations under the Financial Institutions Act, or the rules made by the Authority under that Act.*

**2.20 Form of Share Certificate** – Every share certificate issued by the Credit Union shall be in such form as the directors approve and shall comply with the *Credit Union Incorporation Act* and the *Company Act*.

**2.21 Replacement of Share Certificates** – If any share certificate is worn out or defaced, then, on production of that certificate to the Credit Union, the certificate may be cancelled and a new certificate issued in place of that certificate; and if any share certificate is lost or destroyed, then, on proof of the loss or destruction to the satisfaction of the directors, on paying to the Credit Union a fee not exceeding that prescribed under the *Company Act Credit Union Incorporation Act*, and on giving such indemnity as the directors deem adequate, *in accordance with Part 5 of the Securities Transfer Act*, a new certificate in place of the lost or destroyed certificate shall be issued to the party entitled to it.

**2.25 Instrument of Transfer Required** – No transfer of equity shares shall be registered unless a proper instrument of transfer has been delivered to the Credit Union, but an instrument of transfer is not required for the Credit Union to register a transmission of shares in compliance with the *Credit Union Incorporation Act* and the *Company Act*.

**2.26 Transfer Registration** – Subject to the *Credit Union Incorporation Act*, the *Company Act* the *Securities Transfer Act*, its constitution, and these Rules, the Credit Union shall, on application of the transferor or transferee of an equity share, enter the name of the transferee on its register of members.

**2.32 Transfer on Death or Bankruptcy** – Subject to these Rules and the *Credit Union Incorporation Act*, a person who becomes entitled to an equity share as a result of the death or bankruptcy of any member or auxiliary member, on producing the evidence required by the *Company Act Credit Union Incorporation Act* and the *Securities Transfer Act*, or who becomes entitled to a share as a result of an order of a court of competent jurisdiction or a statute, on producing such evidence as the directors think sufficient that he or she is so entitled, may be registered as holder of the share or may transfer the share to a person entitled by these Rules and the *Credit Union Incorporation Act* and the *Securities Transfer Act* to hold such share.

**2.34 Dividends:** (c) subject to the provisions of the *Company Act*, the *Financial Institutions Act*, and the *Credit Union Incorporation Act*, the Credit Union, or the directors on behalf of the Credit Union, may pay a commission or allow a discount to any person in consideration of that person subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Credit Union, or procuring or agreeing to procure subscriptions, whether absolutely or

conditionally, for any such shares, provided that the rate of the commission and discount shall not in the aggregate exceed the amount permitted by the *Company Act Credit Union Incorporation Act*.

**2.35 Participation Programs** – Subject to the *Credit Union Incorporation Act* and the *Financial Institutions Act*, and the *Company Act* the directors may develop and offer such participation programs as they deem in the best interest of the Credit Union.

**3.1 Directors May Borrow** – Subject to the *Credit Union Incorporation Act* and the *Financial Institutions Act*, and the *Company Act* the directors of the Credit Union may raise and borrow money for the purposes of the Credit Union upon such terms and conditions as to interest, terms of repayment, and security as they determine by resolution.

**3.2 Directors Shall Determine Terms of Loans** – Subject to the *Credit Union Incorporation Act* and the *Financial Institutions Act*, and the *Company Act* the directors shall determine the terms and conditions of loans as to interest and other charges, terms of repayment and security, and may require that a number of Class "A" ~~Transaction~~ **Membership Equity Shares** be subscribed for and purchased by a member as a condition of a loan to that member and may, by resolution, delegate the power to make loans and to make the determination aforesaid.

**4.5 Disqualification of Candidates** – A person who:  
a) is a person disqualified from becoming or acting as a director pursuant to the *Company Act Financial Institutions Act* or the *Credit Union Incorporation Act*;

**4.12 Declaration of Candidate Required** – Before the name of a person is placed in nomination as a candidate for election as a director, that person shall deliver to the Nominating Committee a declaration, in writing,

stating that the member is willing:  
b) to observe the provisions of the Credit Union Incorporation Act and the Financial Institutions Act and the *Company Act*, as applicable;

**4.13 Acceptance of Nominations** – The Nominating Committee shall examine each nomination received and determine whether the nomination complies with the *Financial Institutions Act* and these Rules, and shall accept each nomination of a member qualified to be a candidate whose nomination is in order and reject each nomination which is not in order or that does not comply and notify each nominee accordingly and, forthwith after the date on which nominations close:  
b) place in nomination the names of other candidates nominated in writing by at least ~~three (3)~~ **two (2)** members in good standing of the age of majority;

**4.51 Audit Committee** – The directors shall annually appoint ~~not fewer than three (3)~~ of their number as the Audit Committee.

**4.53 Conduct Review Committee** – The directors shall annually elect ~~not fewer than three (3)~~ of their number as the Conduct Review Committee.

**4.54 Delegation of Powers** – Subject to the *Credit Union Incorporation Act* and the *Financial Institutions Act*, and the *Company Act* the directors may delegate any of their powers to committees consisting of such persons as the directors think fit, and to such officer or officers as the directors think fit, and may from time to time revoke such delegation.

**7.1 Special Resolution Required** – Subject to the *Credit Union Incorporation Act* and the *Financial Institutions Act*, and the *Company Act* the Credit Union may alter its constitution or these Rules from time to time, by special resolution.

**The full text of both the current bylaws and the proposed amended bylaws referenced in this notice are available for members to review online at [www.ldcu.ca/rules](http://www.ldcu.ca/rules) and in branch during regular business hours. Copies will also be available at the Annual General Meeting.**

## Ladysmith & District Credit Union Consolidated Balance Sheet

December 31	2025	2024
<b>Assets</b>		
Cash and cash equivalents	\$ 14,254,770	\$ 18,025,984
Financial investments	42,628,217	47,205,394
Trade and other receivables	1,514,572	1,207,787
Loans to members	287,390,472	241,829,166
Premises and equipment	6,787,185	6,569,016
Intangible assets	1,185,668	1,908,523
	<u>\$ 353,760,884</u>	<u>\$ 316,745,870</u>
<b>Liabilities and equity</b>		
Member Deposits	\$ 332,073,573	\$ 296,407,440
Income taxes payable	70,392	66,551
Other liabilities	827,885	628,988
Lease liability	30,616	63,589
Deferred tax liabilities	\$ 836,000	\$ 1,020,000
Accumulated other comprehensive income	3,149,750	3,044,066
Retained earnings	16,772,668	15,515,236
	<u>\$ 353,760,884</u>	<u>\$ 316,745,870</u>

## Consolidated Statement of Earnings

Year Ended December 31	2025	2024
Financial income	\$ 16,033,738	\$ 15,359,131
Financial expense	9,150,768	9,648,238
Financial margin	<u>6,882,970</u>	<u>5,710,893</u>
Provision for impairment on loans	5,586	37,143
Other income	2,890,067	3,022,338
Operating margin	<u>9,767,451</u>	<u>8,696,088</u>
Operating expenses	7,471,055	6,806,211
Income from operations	<u>2,296,396</u>	<u>1,889,877</u>
Distributions to members	56,191	57,171
Impairment on Intangible Assets	(760,938)	–
Current income taxes	420,835	393,800
Deferred income taxes	(199,000)	(27,000)
Net earnings	<u>1,257,432</u>	<u>1,465,906</u>
Other comprehensive income (net of tax)	105,684	–
Total comprehensive earnings for the year	<u>\$ 1,363,116</u>	<u>\$ 1,465,906</u>