

MANITOBA CANOLA GROWERS ASSOCIATION INC.

GUIDELINES FOR SUBMISISON OF PROPOSED AMENDMENTS TO THE GENERAL BY-LAW OF THE ASSOCIATION

Resolutions Committee

The Board will appoint a Resolutions Committee from time to time to initiate, coordinate, review and consider resolutions to be presented at Annual and Special Meetings of Members.

The Resolutions Committee will consider proposed amendments to the General By-law of the Association at Annual and Special Meetings of Members.

The Resolutions Committee shall have the authority to redraft and/or consolidate proposed resolutions and proposed amendments to the General By-law for presentation to and discussion at a meeting of the Members to enhance their understandability and facilitate consideration of such resolutions and such amendments.

General By-law

1. Any change to the General By-law must be consistent with the overriding provisions of the Articles of Incorporation of the Association and The Corporations Act (Manitoba).
2. In addition, the subject matter of a proposed addition to the General By-law must fall within the types of provisions that The Corporations Act specifies may be dealt with in by-laws (see sections 275 and 276 of the Act).
3. In the interests of precision and clarity any amendment to the General By-law should be in the form of an amending by-law. The language of any provision to replace an existing provision in the General By-law, or any new provision, should be drafted in language similar to the current language of the General By-law. Careful attention should be paid to ensuring that the new provision is consistent with all other provisions in the General By-law. Often a change to one provision in the General By-law will require a series of other changes in order to avoid any conflict between such provisions.
4. Any Member may propose an amendment to the General By-law of the Association. In order to be included on the Agenda of a meeting of Members the proposal must be in writing and must be signed by the Member and supported by the signatures of at least five other Members.
5. The Resolutions Committee will review a proposed amendment to determine whether it is the proper subject matter of a by-law and to determine whether or not any other changes to the General By-law may be necessary other than to the

provision suggested by the Member. The Resolutions Committee may seek legal advice with respect to the proposed amendment.

6. In order to facilitate a proper review of a proposed amendment to the General Bylaw by the Resolutions Committee, the obtaining of legal advice by the Resolutions Committee, any necessary redrafting of the amending by-law, and arranging for the amending by-law to be included in the Notice of Meeting to Members, the proposed amendment should be submitted to the Resolutions Committee, at the business office of the Association, no later than December 15 of the year prior to the next Annual Meeting of Members.
7. The Board of Directors of the Association will review any proposed amendment to the General By-law of the Association prior to the Annual Meeting at which such amendment is to be presented. The Board of Directors may indicate whether or not the Board supports the proposed amendment. The position of the Board of Directors with respect to any amending by-law shall be presented to the Annual Meeting by the chair or a designate of the Resolutions Committee prior to any vote of the meeting on such amending by-law.
8. A model form of By-law to amend the General By-law of the Association is attached to these Guidelines.

ADOPTED by the Board of Directors this 15th day of November, 2011.



MANITOBA CANOLA GROWERS ASSOCIATION INC.

MODEL BY-LAW TO AMEND THE BY-LAWS OF THE ASSOCIATION

BY-LAW NO. 1/20_____

BE IT ENACTED AND IT IS ENACTED as a By-law of the Association that By-law No. 1/2011 be amended as follows:

1. That subsection _____ of the said By-law is repealed and the following is substituted:

2. By adding to the said By-law, immediately following section _____, the following section:

3. Section _____ of the said By-law is amended by striking out the words _____ where they appear in the _____ line and substituting the words “_____”.

PASSED by a resolution approved by at least 2/3rds of those Members present and entitled to vote at an annual or special meeting of members, a copy of which was included in the notice of such meeting.

DATED the _____ day of _____, 2020.

Secretary