

MANITOBA CANOLA GROWERS ASSOCIATION INC.

(the "Association")

BY-LAW NO. 1/2020

Being a By-law to amend By-law No. 1/2017 of the Association.

BE IT ENACTED as a By-law of the Association that By-law 1/2012, as amended by By-law No. 1/2017 (collectively, the, "By-Law") be further amended as follows:

1. Clause 4.01 is amended by adding the words "which designates the Association as the representative organization of producers of Canola" immediately after the words "(the "Funding Act")".
2. Clause 4.06 is amended by deleting the words "either personally or" immediately after the words "and such Member shall be entitled to appear".
3. Clause 5.01 is amended by adding the following sentence at the end of the clause "Meetings may be held in accordance with the applicable regulations under *The Corporations Act* (Manitoba), if any, entirely by means of a telephonic, electronic or other communication facility that permits all registered producers or designated representatives participating in such a meeting to communicate adequately with each other during the meeting."
4. Clause 5.02 is amended by adding the words "(by print or by electronic signature)" immediately after the words "The board shall call a special meeting of Members upon written requisition signed".
5. Clause 5.03 is amended by adding the words "or as a virtual meeting" immediately after the word "Manitoba".
6. Clause 5.04 is amended by adding the words "print or electronic" in the first paragraph immediately after the words "published in the Canola Digest or such other".
7. Clause 5.04 is amended in the second paragraph by adding the words "the meeting. The agenda shall be delivered or sent by mail, fax or email to each Member, at least seven (7) days prior to" immediately after the words "which may be brought before".
8. Clause 5.05 is replaced with the following:

List of Members Entitled to Participate. For every meeting of Members, the Association shall prepare a list of Members entitled to attend the meeting, arranged in alphabetical order. The list shall include all Members registered at the close of business on the day immediately preceding the day on which notice of the meeting is given.

9. Clause 5.08 is amended by adding the words “or confirmed in attendance by means of electronic communication” immediately after the words “those persons present in person”.
10. Clause 5.09 is amended by adding the words “in attendance in-person or virtually” immediately after the words “Members every person”.
11. Clause 5.11 is amended by adding the words “a resolution put to a vote” immediately after the words “provisions of the Act”.

12. The following is added as a new Clause 5.13:

Alternate Voting. Despite clause 5.12, at the discretion of the board, and in accordance with those procedures, rules and processes established by the board by time to time, voting may take place in advance of the meeting of Members by mail-in or electronic ballot. Votes shall be counted on the day of the meeting of Members, with the results to be reported during that meeting.

13. The following is added as a new Clause 5.16:

Hybrid/Other Means. For greater certainty, Subject to the provisions of the Act, at the discretion of the board, and in accordance with those procedures, rules and processes established by the board from time to time, a meeting of Members may be undertaken by way of any combination of the methods provided for in sections 5.11, 5.12, and/or 5.13 and, additionally, any other means or methods not otherwise provided for herein, which demonstrate, in the opinion of the board, comparable levels of reliability, certainty, and exactness to those methods provided for in sections 5.11, 5.12, and 5.13.

14. The following is added as a new Clause 5.17:

Electronic Meeting. Where the Association has adequate facilities and at the discretion of the board, by way of resolution, Members may participate in a meeting of Members by telephone or electronic means. All participants, however, must be able to communicate adequately with each other. Members participating in such meetings are deemed to be present, including for the purposes of quorum.

15. The first sentence in Clause 6.01 shall be replaced with the following “Subject to the articles and any vacancies, the board shall consist of eight (8) directors.”

16. Clause 6.03(a) is replaced with the following:

Each director elected as provided in this section shall take office at the conclusion of the next annual meeting of the Members following the holding of the election and shall hold office for a term of four (4) years-, or until such time as the director vacates the office as per clause 6.04.

17. Clause 6.03(d) is replaced with the following:

Nominations for the office of director shall be submitted to the main business office of the Association in Winnipeg on or after the 15<sup>th</sup> day of November and not later than 4:30 p.m. C.S.T. on the 30<sup>th</sup> day of November in an election year.

18. Clause 6.03(g) is amended by adding the word “electronically” immediately after the words “returning officer delivered”.
19. Clause 6.03 (m) is amended to replace the words “22<sup>nd</sup> day of November” with the words “the 14<sup>th</sup> day of December”.
20. Clause 6.03 (o) is amended to replace the words “10<sup>th</sup> day of December” with the words “the 15<sup>th</sup> day of January”.
21. The following paragraph is added at the end of 6.03:

A meeting may be held entirely by means of a telephonic, electronic or other communication facility if the Board makes available such a communication facility and the vote is held in accordance with the applicable regulations under *The Corporations Act* (Manitoba), if any.

22. Clause 6.08 is replaced with the following:

Virtual Meetings. By request and with approval from the board, a director may participate in an in-person meeting of the board or of a committee of the board by means of such video conference, telephone or other communications facilities as permit all persons participating in the meeting to hear each other and communicate adequately with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

23. Clause 6.17 is amended by adding the words “made available upon request at the Annual General Meeting” immediately after the words “shall be”.
24. Clause 6.19 is amended by adding the words “and shall be adhered to by each director” at the end of the sentence.
25. Clause 10.01 is amended by adding the words “or other reliable form of electronic communication” immediately after the word “email”.
26. This By-law No. 1/2020 is subject to the approval of the Association and shall take effect upon approval by the Association.

PASSED by the board the \_\_\_\_ day of December, 2020.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by the Members of the Association in accordance with the Act on the \_\_\_\_ day of January, 2021.

\_\_\_\_\_  
Secretary

Prepared December 17, 2020