

An amended and restated by-law relating generally to the conduct of the affairs of **Protein Industries Canada Inc.** (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

PART ONE: INTERPRETATION

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**body corporate**" includes a company or other organization with legal personality where or however incorporated;

"**board**" means the board of directors of the Corporation;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**director**" means a member of the Board;

"**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

"**Funding Agreement**" means the Innovation Superclusters Initiative Contribution Agreement between Her Majesty the Queen in Right of Canada and the Corporation executed on November 9, 2018 and November 5, 2018 respectively;

"**Independent Director**" means a director that does not directly benefit from the Corporation's activities and has no material relationship with Ultimate Recipients that would, in the opinion of the board, either directly or indirectly, in practice or appearance, impair that individual's ability to act in the Corporation's best interests;

"**Industry Participants**" means a corporation, association, partnership, legal entity or person or persons:

- (a) whose primary business is agriculture and/or agri-food industry, or
- (b) determined by resolution of the board in the sole discretion of the board to be an Industry Participant;

but, unless otherwise determined by a resolution of the board (including a resolution under (b) above), does not include:

- (a) Governments;
- (b) associations;
- (c) economic development organizations that are provincially or municipally based;
- (d) business accelerators;
- (e) Not-for-Profit entities;
- (f) Universities, colleges, and research/technology centres;
- (g) professional firms;
- (h) banks and other financial institutions;
- (i) consultants; or
- (j) any other person determined by resolution of the board not to be an industry participant

"material relationship" means any of the following relationships:

- (a) a director, officer or employee of an organization funded by the Innovation Superclusters Initiative or occupying any such position within the last three years that is receiving or that has received at any time payments from the Corporation for services;
- (b) a director, officer, employee, partner of an organization doing business with the Corporation;
- (c) a current or former director, officer, employee, or partner of, or having been, a partner, executive, officer or employee of an organization that has performed audit services for the Corporation within the last three years; or
- (d) an immediate family member of a person in (a) through (c).

"meeting of members" includes an annual meeting of members or a special meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"person" means an individual or entity;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

"Ultimate Recipient" means a sole proprietor, partnership, corporation, research institution or other entity approved for funding by the Corporation to fulfill the objectives of the Funding Agreement and may include members of the Corporation.

2. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. **Headings**

The headings used throughout the by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

4. **Conflict with By-Laws**

To the extent of any conflict between the provisions of the bylaws and the provisions of either the Act or the articles of the Corporation, the provisions of the Act, or the articles shall govern.

PART TWO: BUSINESS OF THE CORPORATION

5. **Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

6. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

7. **Financial Year End**

The financial year end of the Corporation shall be determined by the board.

8. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit unions or other firm or corporation carrying on a banking business or any similar financial services business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business, financial services business, or any part thereof it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize. All bank drafts, cheques, promissory notes, bills of exchange or other negotiable instruments, and all withdrawals from the Corporation's accounts shall be executed in the name of the Corporation and signed by any two individuals designated by resolution of the board.

9. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

10. Annual Financial Statements

- a. Subject to 8.b, the Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.
- b. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

PART THREE: MEMBERSHIP

11. Membership Conditions

- A. Provided that the articles have been amended to include a second class of members, namely Class B Members, that the Corporation is authorized to establish (hereinafter referred to as the "**Amendment to the Articles to Create the Second Class of Members**"), then effective such amendment to the articles, the following conditions of membership shall apply:

Class A Members

- a. Class A membership shall be available only to Industry Participants, other than individuals, who have applied and have been accepted for Class A voting membership in the Corporation.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation including without limitation the payment of any membership fees for such Class A membership set by the board by resolution and based on the criteria set forth in such resolution.

Class B Members

- a. Class B membership shall be available only to individuals who have applied and have been accepted for Class B membership in the Corporation.
- b. The term of membership of a Class B member shall be annual, subject to renewal in accordance with the policies of the Corporation including without limitation the payment of any membership fees for such Class B membership set by the board by resolution and based on the criteria set forth in such resolution.

- B. Conditions prior to creation of Second Class of Membership: For greater certainty, prior to the Amendment to the Articles to Create the Second Class of Members, the following conditions of membership shall apply:

Class A Members

- c. Class A membership shall be available only to persons, other than individuals, who have applied and have been accepted for Class A voting membership in the Corporation.
- d. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation including without limitation the payment of any membership fees for such Class A membership set by the board by resolution and based on the criteria set forth in such resolution.

- C. Transitional Provisions: If the Amendment to the Articles to Create the Second Class of Members has been made, then notwithstanding any other provision of this Bylaw any member on the date of such amendment to the articles that is not an Industry Participant shall become and be deemed to become a Class B member provided that such member shall not be required to pay any additional membership fees for the remaining portion of the current annual period of membership for that member.

The board of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Provided a member meets the requirements set forth above of another class of membership, a member may request in writing to transfer to another class of member and upon approval of such transfer by the board and the payment of any part of a membership fee as determined by the board such member's membership shall be deemed to be transferred.

PART FOUR: MEMBERS' MEETINGS

12. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- c. if the Corporation has more than 250 members, by publication
 - i. at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Corporation reside as shown by their addresses in the register of members, or

- ii. at least once in a publication of the Corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- d. any other method that is prescribed in the Regulations.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

14. Waiver of Notice, Irregularities

A member or any other person entitled to attend a meeting of members may, in any manner and at any time, waive notice of a meeting of members, or any irregularity in any such meeting or in the notice of the meeting. Attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

15. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

16. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation or another form of entity, the corporation or other form of entity is dissolved, wound up or ceases to exist;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws and such failure has been disclosed to or come to the knowledge of the Corporation;
- c. the member resigns by delivering a written resignation to any officer or director of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires;
- f. the Corporation is liquidated or dissolved under the Act; or
- g. the member ceases to meet the conditions for membership for its particular class provided that nothing in this section invalidates any action taken by such member, including any vote by such membership, until such conditions which are no longer applicable have been disclosed to or come to the knowledge of the Corporation.

17. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

18. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chief executive officer, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chief executive officer, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chief executive officer, the chief executive officer, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

19. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

20. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

21. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

22. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

23. Chair of Members' Meetings

The Chairperson of the Corporation shall preside at all meetings of members. In the absence of the Chairperson of the Corporation, the Vice-Chairperson of the Corporation shall preside at meetings of members. If the Chairperson of the Corporation and the Vice-Chairperson of the Corporation are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

24. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

25. Voting at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

27. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

28. Adjournments

The chairperson of the meeting may, with the consent of a majority of the members present at the meeting, adjourn any meeting of members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of adjournment is present at the meeting. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

PART FIVE - DIRECTORS

29. Number of Directors, Independence, Industry Representation and Gender Equality

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by resolution of the board. If the Corporation is a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates. The Corporation's objective is that:

- a. At least one third of the directors on the board be Independent Directors;

- b. A majority of the directors on the board are a shareholder, director, officer or employee of an Industry Participant or of an affiliate of an Industry Participant; and
- c. At least fifty percent of the directors on the board are female.

Canada is a diverse country made up of many different ethnic groups and indigenous peoples. The Corporation is committed to pursuing a policy of creating a diverse board, taking into consideration the goal for gender balance, appointment of Independent Directors and industry elected directors.

30. Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

For all directors, notwithstanding the terms indicated above, but subject to the following, such director's aggregate term (including any re-elections) as a director shall not exceed the date which is the first members annual meeting following the sixth anniversary of such directors election or appointment as a director unless:

- a. such director is also an officer of the Corporation which offices, for greater certainty, may include Chairperson or Vice-Chairperson; or
- b. the board has passed a resolution declaring that extraordinary circumstances exist such that the foregoing limitation shall not apply to such director in which case any terms or conditions on that director's term imposed in such resolution shall apply to such director.

For greater certainty, if an individual is prevented by virtue of the above restrictions on such individual's aggregate term from standing for re-election, such individual shall once again be eligible for election as a director:

- c. one year following the date such individual ceased to be a director of the Corporation; or
- d. if such individual ceased to be director on the date of an annual members meeting, at the next annual members meeting at which directors are elected;

whichever is earlier.

31. Retiring Directors

A retiring director shall retain office until the adjournment or termination of the meeting at which his or her successor is appointed, unless such meeting was called for the purpose of removing such person from office as a director, in which case the director so removed shall vacate office immediately upon the passing of the resolution for his or her removal.

Retiring directors, if qualified, are eligible for reelection or re-appointment following a period of three years in accordance with these bylaws.

PART SIX – COMMITTEES

32. Committees of the Board

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

33. Standing Committees

At the discretion of the board, these shall be the following standing committees of the board:

Governance/Nominating Committee

Audit and Finance Committee

34. Governance/Nominating Committee

The majority of the same must be members of the board. It shall, in consultation with the officers of the Corporation, set the agenda for the meeting of members, review all Articles and Bylaws of the Corporation, oversee membership application, and review the roles, responsibilities and composition of the officers of the Corporation together with overseeing the Corporations' human resources management policy and the nomination process.

35. Audit and Finance Committee

The majority of the same must be members of the board. It shall be responsible for reviewing the Corporation's books, receiving the report of the auditors and reviewing the Corporations quarterly financial statements, together with ensuring all the necessary legal and financial reporting requirements are addressed in a timely fashion. It shall also oversee all matters related to the financial management of the Government of Canada contribution.

36. Chairperson – The Chairperson shall be ex-officio on each committee of the board.

37. Officers of the Corporation

- a. There shall be appointed by the board from among the directors a Chairperson and a Vice-Chairperson, and any such other officers as the board may determine. Officers,

other than the Chairperson and Vice-Chairperson, need not be directors, nor members of the Corporation.

- b. Subject to the requirements of the Act, the board may designate such other officers of the Corporation, appoint such other officers, specify their duties and delegate any powers that the board may lawfully delegate, as may be required.
- c. Each officer appointed by the board shall hold such office until his or her successor is appointed or until the board terminates such appointment, by ordinary resolution, whichever shall first occur.

PART SEVEN – MEETINGS OF DIRECTORS

39. Place of Meeting

Meetings of the board and of any committee of the board may be held at any place within or outside Canada.

40. Calling of Meetings of Board

Meetings of the board may be called by the Chairperson of the board, the Vice-Chairperson of the board or any two (2) directors at any time. Except as otherwise provided by the Act and the Articles, the directors either as a board or as a committee thereof may convene, adjourn and otherwise regulate their meetings as they think fit. There shall be at least two (2) meetings per year of the board.

41. Notice of Meeting of Board

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 2 business days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Notice of any meeting of the board shall state in reasonable detail the business to be conducted at the meeting.

42. Chair of the Meeting

The Chairperson of the Corporation or the Vice-Chairperson of the Corporation shall chair every meeting of the board. If there is no such officer present within 30 minutes after the time appointed for holding the meeting, or no such officer is willing to act as chair, the directors present may choose one of their number to chair the meeting.

43. Adjournment

The chair of a meeting of the board may, with the consent of a majority of the directors present at a meeting, adjourn any meeting of the board to a fixed time and place and, subject to the Act, if a quorum is constituted at the time of adjournment, no notice of the fixed time and place for the holding of the adjourned meeting shall be required, provided that the adjourned meeting is held in accordance with the terms of the adjournment. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. However, if there is not a quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

44. Regular Meetings of the Board

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

45. Voting at Meetings of the Board

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

PART EIGHT – ELECTION OF DIRECTORS

46. Election Process

All elections shall be conducted at an annual general meeting called by the board in accordance with the Bylaws.

47. Ballots Cast

In the event that a ballot is demanded, the chairperson of the meeting shall have a second or casting vote in addition to the vote or votes to which he may be entitled as a member in the event of a tie.

48. Class A Elections

Ballots will be handed out to all members who are entitled to vote who will cast one ballot each for up to twelve positions on the board.

49. Ballot Forms

All duly nominated members for a board position shall have their names, and if they represent a corporate partnership, association or other legal entity, the name of the said member printed on the ballot adjacent to their name. All duly nominated members shall be placed on the ballot in alphabetical order.

50. Marking the Ballot

The ballot shall be marked by entering an "x" in the box adjacent to the name. No more than the number of directors to be elected may be filled in or accompany a ballot.

51. Nominating Committee

The Governance/Nominating Committee shall oversee the election and appointment process with respect to filling the positions available on the board. The Committee shall set up the manner for finding appropriate candidates, taking into consideration the Corporation's gender equality and diversity policies, together with the appointment of Independent Directors. The Committee is expected to present a slate of nominated candidates that considers those policies.

52. Returning Officer

The Governance committee shall appoint a returning officer to conduct the election. The returning officer shall be independent of the board and should be a licensed attorney or accountant. The returning officer shall be empowered to appoint deputy returning officers to conduct the election. The returning officer shall ask the Chairperson of the board to cast the deciding vote. However, if the tie is for a person who is the existing Chairperson, then the Vice-Chairperson shall be asked to break a tie.

53. Ranking Ballots

The returning officers shall count all the ballots and rank them all in descending total of votes cast until the desired number of female directors have been elected. In the event that the highest ranked candidates do not result in the desired number of female directors being elected, then the next female candidate achieving the highest amount, shall be promoted in advance of another male (who had a greater number of votes) until the desired number of female directors is achieved.

54. Destruction of Ballots

After all votes have been counted, the returning officer shall declare the successful candidates and they shall be elected to the board. A motion to destroy the ballots shall then be entertained.

55. Observer Status

The board will grant observer status to members of the Ministry of Innovation, Science and Economic Development (or such other Ministry responsible for the Funding Agreement) and may grant observer status to members of Provincial Governments.

PART NINE - MISCELLANEOUS

56. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

57. Notice of Computation

In computing the time when notice must be given under any provision requiring a specific number of hours' notice, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

58. Returned Notices

Where notices or other documents required to be given by the Corporation to its members have been given to a member at such member's latest mailing address, tele-copier number or other electronic address as shown on the records of the Corporation, and where, on 3 consecutive occasions, notices or other documents have been returned to the Corporation, the Corporation is not required to give to the member any further notices or other documents until such time as the Corporation receives written notice from the member requesting that notices and other documents be sent to the member at a specified address or number.

59. Signature

Subject to the Act, the signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

60. Certificate of Office

A certificate of any director or officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery or service of any notice or other document to any member, director, officer or auditors or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

61. Common Notice

A special meeting and the annual meeting of members of the Corporation may be convened by one and the same notice, and it shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

62. Omissions and Errors

The accidental omission to give any notice to any member, director, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such omission.

63. Books and Records

The directors shall see that all necessary books and records of the Corporation required by the by-laws, the Act or by any applicable statute or law are regularly and properly kept by legal counsel or head office.

64. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

65. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

66. Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

69. By-laws and Effective Date

Subject to the articles and provided that the approval of the Government of Canada Minister of Innovation, Science and Economic Development (or such other Minister responsible for the Funding Agreement) is obtained, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

70. Amended and Restated By-laws

For greater certainty, this amended and restated by-laws replaces the existing by-law of the Corporation.



Frank Hart
Board Chair

March 25, 2020