

PROTEIN INDUSTRIES CANADA INC.

By-Laws

BY-LAW NO.1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF PROTEIN INDUSTRIES CANADA INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Protein Industries Canada Inc.

PART ONE **INTERPRETATION**

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

- (a) "Act" means *the Canada Not-For Profit Corporations Act*, as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) "Articles" means the Articles of Incorporation for the Corporation as from time to time amended or restated;
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "By-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (e) "Corporation" means Protein Industries Canada Inc.;
- (f) "Electronic Communication" means any communication by email, fax, tele copier, skype, facetime or other modes of communication so designated by the Corporation;
- (g) "Independent Director" means a member of the Board that does not directly benefit from the member's activities with the corporation and has no material relationship with members that could, either directly or indirectly, in practice or appearance, impair that individual's ability to act in the corporation's best interests. For the purpose of this definition, "material relationship" means any of the following relationships: (a) a Director, officer or employee of an organization funded by the member or occupying any such position within the last three years that is receiving or that has received at any time payments from the corporation or member or fees for services; (b) a Director, officer, employee, partner of an organization doing business with the corporation or member; (c) a Director, officer, employee, partner of a member; (d) 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 or

member within the last three years; or (e) an immediate family member of a person in (a) through (d). For the purpose of this clause, members mean Industry Members.

- (h) “Industry members” means a corporation, association, partnership, legal entity or person or persons whose primary business is agriculture and/or agri-food industry, or provides financial investment or services to the industry and who carries such business in Canada, either directly or through a subsidiary based in Canada;
 - (i) "Meeting of members" includes an annual and a special meeting of members;
 - (j) "Member" means a person having a membership in the Corporation in good standing and being entitled to vote at a properly constituted meeting pursuant to the Act or these by-laws;
 - (k) “Membership interest” means the rights, privileges, restrictions and conditions conferred or imposed on a member of the Corporation in accordance with the provisions of these bylaws and as represented by a membership certificate;
 - (l) All terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act;
 - (m) Words importing the singular number only shall include the plural and *vice versa* and words importing persons shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of persons.
2. **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.
3. **Conflict with By-laws** – To the extent of any conflict between the provisions of the by-laws and the provisions of either the Act or the Articles of the Corporation, the provisions of the Act, or the Articles shall govern.
4. **Invalid Provisions** – The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

PART TWO

BUSINESS OF THE CORPORATION

5. *Objects*

- (a) The vision of the Corporation is to position Canada as a leading global source of high-quality plant protein and plant-based co-products, developed in a sustainable environment, while substantially contributing to Canada's economic growth and international trade. Protein Industries Canada seeks to mobilize Canada's innovation and commercial entities to collaborate in support of industry driven market priorities and needs.
- (b) The Corporation shall not be operated for profit. No part of the income of the Corporation shall be paid or payable to, or otherwise available for the personal benefit of any member of the Corporation.

6. *Head Office* – Until changed in accordance with the Act, the head office of the Corporation shall be in Regina, Saskatchewan.

7. *Seal* – The corporate seal of the Corporation shall be in such form as the Board may from time to time adopt. The seal shall be in the custody of an officer as designated by the Board.

8. *Execution of Agreements*

- (a) Agreements, instruments or any other documents requiring execution by the Corporation shall be signed by any two officers or Directors, and all such agreements, instruments or documents so signed shall be binding upon the Corporation.
- (b) The Board may from time to time by resolution appoint any officer or officers or any individual or individuals on behalf of the Corporation to sign agreements, instruments or other documents generally, or to sign specific agreements, instruments and other documents.
- (c) The seal of the Corporation may, when required, be affixed to agreements, instruments or other documents executed on behalf of the Corporation in the manner contemplated by this clause. However, no agreement, instrument or other document is invalid merely because the corporate seal is not affixed on such agreement, instrument or other document.

9. *Banking Arrangement* – The Corporation may from time to time borrow money upon the credit of the Corporation and give security for such borrowing or other obligations of the Corporation over all or any of the currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertakings and rights of the Corporation, in such form as the Board may determine. The banking

business of the Corporation including without limitation, the borrowing of money and the giving of security to secure the obligations of the Corporation, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be authorized by the Board. Such banking business shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

10. ***Cheques, Drafts and Notes*** – 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.
11. ***Fiscal Year*** – The financial year of the Corporation shall be determined by the Board.
12. ***Auditors*** – The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.
13. ***Amendment of By-laws*** – Any new by-law or the repeal or amendment of any existing by-law may be enacted by the affirmative vote of a majority of Directors at a meeting of the Board and sanctioned by an affirmative vote of the majority of the members at a meeting duly called for the purpose of considering the said by-law, provided that any such by-law (including the repeal or amendment of such by-laws) shall not be enforced or acted upon until the approval of the Government of Canada Minister of Innovation, Science and Economic Development has been obtained. With the consent of the Minister, any by-law of the Corporation which is not embodied in the Articles, may be enacted, repealed or amended by the affirmative vote of a majority of Directors, at a meeting of the Board, and sanctioned by an affirmative vote of the majority of the members at a meeting duly called for the purpose of considering the said enactment, repeal or amendment.

PART THREE

MEMBERSHIP

14. ***Industry members***
 - (a) Industry members shall include all corporation, association, partnership, legal entity or person or persons whose primary business is agriculture and/or agri-food industry, or provides financial investment or services to the industry and who carries such business in Canada, either directly or through a subsidiary based in Canada.

- (b) All members must either if persons, be resident of Canada or citizen of Canada, if a legal entity, then be registered in Canada or be incorporated in Canada or carry on business in Canada either directly or through a subsidiary in order to receive benefits from the corporation unless they are the signatory to a Memorandum of Understanding or some other form of strategic alliance approved by the Board.
- 15. ***Voting Rights*** – Each Industry Member shall be granted one vote to elect up to 8 members to the Board of Directors, and to vote on resolutions and amendments brought to the members.
- 16. ***Non-Voting Members***
 - (a) Non-Voting Members shall include Governments, associations, economic development organizations that are provincially or municipally based and business accelerators, Not-for-Profit entities, Universities, colleges, research/technology centres, and other professional firms, banks, consultants.
 - (b) Non-Voting Members or an officer or employee of the same may be appointed to sit on the Board as an Independent Director.

PART FOUR

MEMBERS' MEETINGS

- 17. ***Calling of Meetings***
 - (a) Subject to the by-laws and the requirements in the Act respecting the calling of meetings, the Board shall call an annual meeting of the members not later than 15 months after holding the preceding annual meeting.
 - (b) The Board may call a special meeting of members at any time. The Board must call a special meeting of the members upon the written request of members whose membership interests carry not less than 50 per cent of the rights to vote at the proposed meeting of members.
- 18. ***Meeting Business***
 - (a) The following business shall be transacted at every annual meeting of members:
 - i. the consideration of financial statement and auditor's report on such financial statements;
 - ii. the election of Directors; and
 - iii. the appointment of an auditor.

All business transacted at an annual meeting of members or a special meeting of members shall require a simple majority to pass any resolution.

- (b) Notice of a meeting of members at which special business is to be transacted is to:
 - i. state the nature of that business in sufficient detail to permit the member to form a reasoned judgement concerning that business; and
 - ii. include the text of any special resolution to be submitted to the meeting.
- (c) Any member shall submit to the Corporation notice of any matter that a member proposes to raise and discuss at the next meeting of members and notice of the proposal shall be given with the notice of the next meeting of members, subject to the notice provisions set forth in these bylaws.

19. ***Notice of Meeting***

- (a) Notice of the time and place of a meeting of members shall be sent not less than 21 days before the meeting to:
 - i. each member entitled to vote at the meeting;
 - ii. each Director; and
 - iii. the auditor of the Corporation.
- (b) Notice of the time and place of a meeting of members shall be sent to members who were registered on the records of the Corporation as being a member in accordance with the provisions of the Act.

20. ***Copies of Financial Statements*** – Copies of the Corporation's financial statement, together with the report of the auditor, shall be sent to each member not less than 21 days before each annual meeting of members, except a member who has informed the Corporation in writing that the member does not want a copy of such documents.

21. ***Copies of Resolutions*** – Copies of any and all resolutions brought forward by the members, and/or any special resolutions being brought forward to the meeting, shall be sent to each member not less than 21 days before each meeting of members, except a member who has informed the corporation in writing that the member does not want a copy of such documents.

22. ***Failure to Adhere to Notice Provisions*** – No matter may be brought before a meeting of the members if it does not adhere to the 21 days' notice rule unless it receives the unanimous consent of the members present at the meeting to add it to the agenda of the meeting of members.

23. ***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.
24. ***Quorum*** – A quorum for any meeting of members shall be constituted by the members present or represented by proxy or other representative at such meeting, constituting not less than two members and holding at least 10 per cent of the Industry membership interests.
25. ***Chair of a Meeting*** – The Chairperson of the Board of Directors of the Corporation or the Vice-Chairperson or a designated Lead Director shall chair every meeting of members of the Corporation. 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 members present shall endorse one of their number to chair the meeting.
26. ***Adjournments*** – The Chair 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.
27. ***Voting***
- (a) Each member (as that term is defined herein) in good standing who is personally present shall be entitled to vote at all meeting of members. A member may, by written proxy, appoint a proxy holder to attend and act at all meetings of members, in the manner and to the extent permitted by the proxy. A proxy holder need not be a member.
 - (b) Unless a ballot is demanded or required, voting at a meeting of members shall be by way of a show of hands. Upon a show of hands, each person present and entitled to vote at the meeting shall have one vote and a declaration by the chair of the meeting that any question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the members upon such question.

- (c) The chair of the meeting or any member or proxy entitled to vote at the meeting may require or demand a ballot upon any question, either before or immediately after any vote by show of hands, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chair of the meeting shall direct. On a ballot, each member present in person or represented by proxy or other representative and entitled to vote on a question put forth at a meeting of members shall be entitled to one vote per membership interest in respect of the question. The result of the ballot so taken shall be the decision of the members upon the question.
 - (d) If a corporate, association, or partnership is a member, the Corporation shall recognize any individual authorized in writing by the member corporation, association, or partnership to represent it at any meeting of members. A member appointing a designated representative may revoke the designation of its representative by written notice to the Corporation and thereupon the person whose designation is revoked shall cease to be the representative of the member.
 - (e) A majority of votes cast by the members represented and carrying voting rights, shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or the by-laws.
28. ***Electronic Communication Facilities Meetings*** – With the consent of the Chair of the meeting of members, a member or any other person entitled to attend a meeting of members may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by those means shall be considered present at the meeting.

PART FIVE

DIRECTORS

29. ***Number*** – The Corporation shall have no more than 12 Directors. The number of positions available to be filled shall be determined annually by the Board, at least 90 days prior to the Annual General Meeting. Up to eight of these Directors shall be elected by the members. Up to four members shall be appointed by the Board. At least one third of the Board members must be Independent Directors and the majority of the Board members must be from Industry.
30. ***Qualifications of Directors*** – All directors must be individuals, at least 18 years of age and must have the capacity under law to contract.

31. ***Actions by the Board*** – The Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and undertake all such actions as may be exercised or done by the Corporation and which are not expressly directed or required by the Act or other statute, the Articles, the by-laws or any special resolution of the Corporation to be done in some other manner. Notwithstanding a vacancy among the Directors, a quorum of the Board may exercise all the powers of the Board.
32. ***Independent Directors*** – At least one third of the Board must consist of Independent Directors. These Directors shall be appointed at the last Board of Directors meeting prior to the annual general meeting and their terms shall be set to commence at the AGM. These Directors shall be considered to be independent of industry as defined herein these bylaws.
33. ***Term*** – Directors may serve up to a three-year term on the Board concluding from the annual general meeting at which he or she was elected.
34. ***Term Limits*** – Except for a Director appointed pursuant to paragraph 32 of these bylaws, no Directors shall serve longer than six years.
35. ***Early Retirement or Removal*** – In the event that a Director is retired or removed from the Board before the end of his or her term, the Board may appoint a Director to fulfill the term of this Director until the next AGM. In the case of an elected Director who is being replaced, this Director shall be deemed not to be an independent appointed Director, but rather a representative of industry.
36. ***Gender Equality*** – The Corporation is committed to gender equality with respect to the appointment of Directors to its Board. After each AGM, the Board shall be comprised of at least 50 per cent female Directors. In the event a Director retires or is removed, then the replacement shall be appointed to ensure gender balance is maintained, with the said appointment to be made at the earliest possible opportunity for the remainder of that retiring or removed Director's term.
37. ***Diversity*** – 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 need for gender balance, appointment of independent Directors and industry elected Directors.
38. ***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 re-election or re-appointment following a period of three years in accordance with these bylaws.

39. ***Number of Directors*** – Whenever the full number of Directors is not appointed by reason of the disqualifications, the refusal to act or the failure to consent to act as a Director or the death of any nominee or nominees, the Directors appointed and elected may exercise all powers of the Board so long as the number of Directors constitutes a quorum.
40. ***Removal from Office***
- (a) The office of a Director shall be automatically vacated if:
- i. the Director has resigned his or her office by delivery of a written resignation to the Chairperson;
 - ii. the Director is found by a court to be of unsound mind;
 - iii. the Director becomes bankrupt;
 - iv. the Director dies; or
 - v. if a Director is convicted of an indictable offence;
- provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by a majority vote, may, by appointment, fill the vacancy. In such an event, the Director so appointed to fill the vacancy holds office for the unexpired term of his or her predecessor.
41. ***Remuneration*** – The remuneration, if any, payable to the Directors of the Corporation for acting as Directors or officers shall be determined from time to time by resolution of the Board.
- (a) Directors may be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as Directors, in accordance to the National Joint Council Travel Directive, and any Director may be remunerated for services performed in a professional capacity for or on behalf of the Corporation. No Director may be employed by the Corporation.

PART SIX

COMMITTEES

42. ***Committees***

- (a) The Board may appoint committees whose members will hold their offices at the will of the Board. The Directors shall determine the duties and powers of such committees and may, by resolution, delegate duties to them. The Board may fix by resolution, any remuneration to be paid to committee members.

- (b) Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.
- 43. ***Established Committees*** – The Board may from time to time establish a committee of the Board as it deems and set out the mandate and criteria for the same, together with the terms of reference.
- 44. ***Standing Committees*** – At the discretion of the Board, these shall be the following standing committees of the Board:
 - (a) Governance/Nominating Committee;
 - (b) Audit and Finance Committee.
- 45. ***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.
- 46. ***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.
- 47. ***Chair*** – The Chair shall be ex-officio on each committee of the Board.
- 48. ***Officers***
 - (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) The Chairperson of the Corporation shall preside at all meetings of members and at all meetings of the Board, and shall be, by virtue of the office a member of all committees (except where indicated otherwise in these bylaws) although he or she need not Chair the committee. In the absence of the Chairperson of the Corporation, the Vice-Chairperson, of the Corporation shall preside at meetings of members or at meetings of the Board.

- (c) 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.
 - (d) 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.
49. ***Indemnification of Directors and Others*** – The Corporation may, from time to time and as deemed appropriate by the Board, enter into indemnification agreements with Directors or officers of the Corporation.

PART SEVEN

MEETINGS OF DIRECTORS

50. ***Place of Meeting*** – Meetings of the Board and of any committee of the Board may be held at any place within or outside Canada.
51. ***Convening of Meetings*** – A meeting of the Board may be convened by the Chairperson of the Corporation, or in the Chairperson's absence, the Vice-Chairperson of the Corporation or any 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.
52. ***Electronic Communications Facilities Meetings*** – With the consent of the Chair of the Board meeting, one or more Directors may participate in a meeting of the Board or a committee of the Board by means of telephone or other communications facilities that permit all persons participating in the meeting to hear each other. Any such Director participating in such a meeting in such manner shall be considered present at the meeting.
53. ***Time of Notice*** – Notice of the time and place of each meeting of the Board shall be given in the manner provided in these by-laws to each Director, in the case of notice given by personal delivery, tele-copier or other means of electronic communication, not less than 48 hours before the time when the meeting is to be held, and in the case of notice given by mail, not less than fourteen (14) days before the time when the meeting is to be held provided that meetings of the Board may be held at any time without formal notice if all the Directors are present (including present by way of telephone participation) or if all the absent Directors waive notice.
54. ***Contents of Notice*** – Notice of any meeting of the Board shall state in reasonable detail the business to be conducted at the meeting.

55. **Waiver** – Notice of any meeting of the Board or any irregularity in any meeting or in the notice thereof may be waived by any Director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.
56. **Quorum**
- (a) A quorum for any meeting of the Board shall consist if a majority of the Board is present, or such other number, as the Directors may by resolution from time to time determine, but not less than 50 per cent plus one.
 - (b) If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.
57. **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.
58. **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.
59. **Voting** – Decisions of the Board shall be determined by a majority of votes of the Directors present. In the case of an equality of votes, the chair of the meeting shall have a second and casting vote.

PART EIGHT

ELECTION OF DIRECTORS

60. **Elected Directors** – Up to eight persons may be elected to the Board by the members.
61. **Election Process** – All elections shall be conducted at an annual general meeting called by the Board of Directors in accordance with the bylaws.

62. ***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.
63. ***Industry Elections*** – Ballots will be handed out to all members of Industry class who will cast one ballot each for up to eight positions on the Board.
64. ***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.
65. ***Marking the Ballot*** – The ballot shall be marked by entering an “x” in the box adjacent to the name. No more than 8 “x” may be filled in or accompanying a ballot.
66. ***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 need to have industry Directors elected to the Board from the various Groups and Members defined in the bylaws, together with the appointment of independent Directors. The Committee will ensure that a slate will be presented to the members of nominated candidates that address these needs and requirements.
67. ***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 Chair of the Board to cast the deciding vote. However, if the tie is for a person who is the existing Chair, then the Vice-Chair or Lead Director shall be asked to break a tie.
68. ***Ranking Ballots*** – The returning officers shall count all the ballots and rank them all in descending total of votes cast until the required number of female Directors have been elected. In the event that the highest ranked candidates do not result in the required 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 required number of female Directors is achieved.
69. ***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.
70. ***Standing for Nominations*** – All members for the Board shall be nominated by a member, and must be affiliated with a member, either as an employee, shareholder or partner.

71. ***Nominations*** – All nominees must consent to stand and must have executed their consent and have filed their nomination papers with the Corporation at a designated location, 15 days prior to the meeting to elect the Directors. Candidates may not be nominated at the meeting.
72. ***Appointed Directors*** – The Nominating Committee shall provide to the Board a slate of Independent Directors required to fulfill the one third representation. Should there be more candidates than open positions, an election shall be conducted by the Chair, with each Director casting one vote for each vacant appointed position. In the event of a tie, the Chair shall cast the deciding vote, even if it is a second vote. The Board will consider overall gender balance requirements in the appointment of Independent Directors.
73. ***Observer Status*** – The Board will grant observer status to members of the Minister of Industry and may grant observer status to members of Provincial Governments.

PART NINE

NOTICES

74. ***Manner of Notice*** – Any notice (which includes any communication or document) to be given pursuant to the Act, the Articles, the by-laws or otherwise to a member, Director, officer, auditor or member of a committee of the Board, shall be sufficiently given if delivered personally to the person whom it is to be given, or if delivered to such person's latest address as shown on the records of the Corporation, or if mailed to such person at the said address by prepaid ordinary or airmail, or if sent to such persons by tele-copier or other means of electronic communication. A notice so delivered shall be deemed to have been given when it is delivered personally or mailed to the said address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by tele-copier or other means of electronic communication shall be deemed to have been given when dispatched or when delivered to the appropriate communication company or agency or its representative for dispatch. The Corporation may change or cause to be changed the recorded address, tele-copier number or any other electronic address or number of any member, Directors, officer, auditor, or number of a committee of the Board, in accordance with any information which the Corporation reasonably believes to be reliable.
75. ***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.
76. ***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.

77. **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.
78. **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.
79. **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.
80. **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.
81. **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.

PART TEN

MEMBERSHIP RIGHTS, OBLIGATIONS AND TERMINATION

83. **Rights** – The Corporation's membership model is designed to facilitate growth and attract new members. The benefits of membership will be:
 - (a) Access to extensive network of companies and organizations within the supercluster through networking events creating opportunities to become involved in consortia around innovation programs if they can contribute to the program;
 - (b) Ability to apply for financial resources to advance research and development projects;

- (c) Access to cluster-building activities;
- (d) Ability for Industry members to vote at the Annual General Meeting to elect board members and pass resolutions;
- (e) Access to the Member accessible Foreground Intellectual Property Registry and the services of the Intellectual Property Manager.

84. **Obligations** - Members of the Corporation shall have the following obligations:

- (a) Payment of annual membership fees;
- (b) Payment of project fees and compliance with the Ultimate Recipient Agreement, where applicable;
- (c) Compliance with the organization's membership rules, protocols and by-laws.

85. **Termination** - The Corporation may, upon notice, revoke a party's membership for breach of these by-laws, if a party is insolvent or bankrupt, is convicted of an indictable offense, or demonstrates conduct which is deemed by the Board, in its sole discretion, not to be in keeping with the standards expected of a member.

ENACTED by the Board the day of _____ January 2019.

Chairperson

Director

CONFIRMED by the members in accordance with the Act on the ____ day of January 2019.

Chairperson