



**SECOND AMENDED AND RESTATED
BY - LAW NO. 1**

The Baking Association of Canada

Contents

| Section | Page |
|--|----------------------|
| ARTICLE I – CORPORATE SEAL | 43 |
| ARTICLE II – MEMBERSHIP | 43 |
| 2.1 Eligibility for Membership | 43 |
| 2.2 Classes and Categories of Membership | 43 |
| 2.3 Membership Voting Rights | 54 |
| 2.4 Membership Fees and Levies | 54 |
| 2.5 Termination of Membership | 54 |
| ARTICLE III – REGISTERED OFFICE | 65 |
| ARTICLE IV – FISCAL YEAR | 65 |
| ARTICLE V – BOARD OF DIRECTORS | 65 |
| 5.1 Qualifications | 65 |
| 5.2 Composition | 65 |
| 5.3 Election and Term of Office | 65 |
| 5.4 Vacancies on the Board | 65 |
| 5.5 Powers of Director | 76 |
| 5.6 Meetings and Voting | 76 |
| 5.7 Continuance | 87 |
| ARTICLE VI – OFFICERS | 87 |
| 6.1 Composition | 87 |
| 6.2 Election and Term of Office | 8 |
| 6.3 Duties of Officers | 98 |
| ARTICLE VII – EXECUTIVE COMMITTEE | 109 |
| 7.1 Composition | 109 |
| 7.2 Powers | 109 |
| 7.3 Meetings | 109 |
| ARTICLE VIII – INDEMNITIES TO DIRECTORS AND OFFICERS | 10 |
| ARTICLE IX – EXECUTION OF DOCUMENTS | 1410 |
| ARTICLE X – ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS | 1410 |
| ARTICLE XI – MINUTES OF THE BOARD OF DIRECTORS AND ADVISORY COMMITTEE MEETINGS | 12 |
| ARTICLE XII – AMENDMENT OF BY-LAWS | 12 |
| ARTICLE XIII – PUBLIC ACCOUNTANT | 12 |
| ARTICLE XIV – BORROWING POWERS | 1312 |
| ARTICLE XV – REMUNERATION | 13 |
| 15.1 Directors | 13 |
| 15.2 President and CEO | 13 |
| 15.3 Other Staff | 13 |
| ARTICLE XVI – BOOKS AND RECORDS | 13 |
| ARTICLE XVII – RULES AND PROCEDURES | 13 |
| ARTICLE XVIII – INTERPRETATION | 1413 |

**AMENDED AND RESTATED BY-LAW NO. 1
THE BAKING ASSOCIATION OF CANADA**

ARTICLE I –;CORPORATE SEAL

The Seal of The Baking Association of Canada, (hereinafter referred to as the “Association”) an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

The seal shall be kept in the head office of the Association.

ARTICLE II –;MEMBERSHIP

2.1 Eligibility for Membership

Membership in the Association shall be restricted to individuals, corporations, engaged in the production and distribution of baked goods and those that supply goods and services to the baking industry, whose application for admission has received the approval of the Board of Directors of the corporation.

2.2 Classes and Categories of Membership

There are four classes of membership in the Association: *Baker Members*, *Allied Members*, *Affiliate Members* and *Le Conseil de la Boulangerie du Québec*.

- (a) ***Baker Members*** are corporations whose primary business is the production and sale of baked goods and include:
 - (i) Commercial Baker Defined as those companies whose primary business is the production of baked breads, rolls, frozen bakery products etc. for sale to retail outlets other than their own and the food service industry.
 - (ii) Retail Baker Defined as those companies which produce and sell their own baked goods/sweet goods directly to the consumer through their own retail outlets.
 - (iii) In-Store Baker Defined as those companies which have an established bakery department but the sale of bakery products is not their primary business.
 - (iv) Chainstore/Franchisor
Defined as those companies selling and/or producing baked goods (with a single corporate ownership or acting as a franchisor) with multiple store locations operating under the same name or banner.
- (b) ***Allied Members*** are corporations whose primary business is other than the production and sale of baked goods and include:
 - (i) Allied Trades Defined as those companies which supply goods and services to the commercial/retail/in-store/chainstore-franchisor baking industry.
- (c) ***Affiliate Members*** are individuals and not-for-profit organizations, including:
 - (i) Tradesperson Defined as those individuals who are tradesperson either by certification or by trade experience that are employed by a member company or a business that is not qualified for membership in any other category.
 - (ii) Individuals Defined as those individuals who are non industry personnel yet have an interest in the baking industry.
- (d) ***Le Conseil de la Boulangerie du Québec*** will be affiliated with the Association through a mutually agreed upon Memorandum of Understanding and will constitute a separate membership class for which no other person shall be eligible.

2.3 Membership Voting Rights

- (a) Le Conseil de la Boulangerie du Québec shall have the right to vote at meetings of the members and shall have the right to elect one (1) Director (the “Conseil Director”).
- (b) Affiliate Members shall not have the right to vote at meetings of the members.
- (c) Baker Members shall have the right to vote at meetings of the members and shall have the right to elect 75% of the Directors, excluding the Conseil Director, as rounded.
- (d) Allied Members shall have the right to vote at meetings of the members and shall have the right to elect 25% of the Directors, excluding the Conseil Director, as rounded.

2.4 Membership Fees and Levies

- (a) The level, structure and methods of assessment of membership dues and levies shall be determined from time to time by the Board of Directors, so as to ensure sufficient revenues from the operation of the Association.
- (b) The Board of Directors shall establish, and revise as appropriate, from time to time, a membership fee for each class of membership.

2.5 Termination of Membership

- (a) Any member may withdraw from the Association by delivering to the President and CEO of the Association or the Chair of the Board of Directors, a written letter of resignation.
- (b) The Board of Directors shall have authority, subject to the procedures set out below, to suspend or expel any member from the Association for any one (1) or more of the following grounds:
 - (i) violating any provision of the Articles, By-Laws or such written policies of the Association as the Board of Directors may designate from time to time;
 - (ii) carrying out any conduct which may be detrimental to the Association as determined by the Board of Directors in its sole discretion; or
 - (iii) for any other reason that the Board of Directors, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Association.
- (c) In the event that the Board of Directors determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board of Directors, 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 President, or such other officer as may be designated by the board of directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board of Directors, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board of Directors 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 of Directors’ decision shall be final and binding on the member, without any further right of appeal.

ARTICLE III –;REGISTERED OFFICE

In accordance with the provisions of the *Canada Not-for-profit Corporations Act*, the registered office of the corporation shall be in the City of Mississauga and at such address within the City of Mississauga as determined by the Board of Directors.

ARTICLE IV –;FISCAL YEAR

The financial year of the Association shall be from January 1 to December 31 in any given year.

ARTICLE V –;BOARD OF DIRECTORS

5.1 Qualifications

The property and business of the Association shall be managed by a Board of Directors of which each Director shall be an individual of 18 years of age or older with power under law to contract. Each Director shall be an employee, an officer or a director of a member of the Association

5.2 Composition

- (a) The affairs of the Association shall be managed by a Board of Directors elected by the members, which shall consist of not fewer than 9 Directors and not more than 25. The precise number of Directors shall be established from time to time by resolution of the members, or, in the event that the members so authorise, by resolution of the Board of Directors.
- (b) In accordance with Section 2.3 of these By-Laws, Directors shall be elected as follows:
 - (i) one (1) Director shall be elected by Le Conseil de la Boulangerie du Québec; and
 - (ii) the remaining Directors to be elected shall be elected as follows:
 - (A) 75% of the total number of Directors, excluding the Conseil Director, as rounded shall be elected by the Baker Members; and
 - (B) 25% of the total number of Directors, excluding the Conseil Director, as rounded shall be elected by the Allied Members.

5.3 Election and Term of Office

- (a) Directors shall be elected for terms of three years.
- (b) If needed, an election to the Board of Directors will be held every year at the time of the Annual General Meeting of the Association.
- (c) Directors may serve for no more than two consecutive terms. For extra certainty, no cap is imposed on the total number of non-consecutive terms for which a Director may serve.

5.4 Vacancies on the Board

The office of Director shall automatically be vacated:

- (a) if a Director has resigned his/her office by delivering a written resignation to the President or Chair of the Association;
- (b) if he/she is found by a court to be of unsound mind;
- (c) if he/she becomes bankrupt or makes a proposal to his/her creditors;

- (d) if at a special general meeting of members, a resolution is passed by a majority of the membership class by which he/she was elected present at the meeting that he/she be removed from office;
- (e) If a Director ceases to be an employee, an officer or a director of a member of the Association; and
- (f) on death.

5.5 Powers of Director

- (a) The Board of Directors of the Association shall manage or supervise the management of the activities and affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- (b) The Board of Directors shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer, officers or agent of the Association, the right to employ and pay salaries to employees of the Association and the right to bind the organization or authorize expenditures on behalf of the Association within such limits as the Board of Directors may determine.
- (c) The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

5.6 Meetings and Voting

- (a) Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors provided that **72 hours** written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least **14 days** prior to the meeting. There shall be at least one meeting per year of the Board of Directors, which shall be held in conjunction with an annual general meeting of the Association.
- (b) No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.
- (c) Each Director is authorized to exercise one (1) vote.
- (d) Meetings of the Board of Directors may be called by the Chair of the Association.
- (e) A **majority** of the members of the Board present in person or by teleconferencing shall constitute a quorum.
- (f) A **majority** of votes cast by members of the Board of Directors present in person or by teleconference at a regularly constituted meeting of the Board of Directors will be required for the adoption of resolutions.
- (g) Provided a quorum of Directors is present, each newly elected Board of Directors may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.
- (h) The directors of the Corporation may meet by teleconference provided that either a majority of the directors consent in writing to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

- (i) The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:
 - (A) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - (B) each director has equal access to the specific means of communication to be used; and
 - (C) each director has consented in writing in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- (j) Written consent to meeting by teleconference or electronic means may be given before or after the meeting to which it relates or may be a “blanket” consent relating to all meetings of the board of directors of the Corporation and/or committees of the board of directors.
- (k) ~~(h)~~ If all the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. Further, if all Directors consent thereto generally or in respect to a particular matter, votes on any issue may be conducted electronically under the direction of the Secretary of the Corporation in such a manner as to permit the Directors to communicate adequately. Each Director shall receive the same information and motions electronically. If any Director objects to the specific means of communication to be used for voting on a specific matter, then the electronic voting process shall not be followed. A majority of the number of Directors in office shall respond electronically to the Secretary in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary to that Director. Each Director will be requested to indicate whether such Director votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Secretary shall inform each Director electronically and by fax of the outcome of all votes including the identity of the Directors voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.
- (l) ~~(i)~~ A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

5.7 Continuation

Notwithstanding anything contained in this or any other by-law of the Association, the term of all Directors shall terminate at the first annual meeting following the Association's continuance under the *Canada Not-for-profit Corporations Act*, and a full complement of Directors shall be elected at such annual meeting in accordance with this by-law, the purpose of this Section 5.7 being to ensure that, with reasonable promptness following the said continuance and the coming into force of this by-law, the composition of the Board of Directors shall be in accordance with this by-law.

ARTICLE VI – OFFICERS

6.1 Composition

The officers of the Association shall be a Chair, a 1st Vice-Chair, a Secretary Treasurer, a Past Chair, and the President and Chief Executive Officer and any such other officers as the Board of Directors may, by

law, determine. With the exception of the President and CEO, all officers must be elected members of the Board of Directors and only Directors having been elected by the Baker Members are eligible to be appointed as officers of the Corporation.

6.2 Election and Term of Office

- (a) Officers including the Chair shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.
- (b) The term of office for the officers is as follows:
- | | |
|---------------------|---------------|
| Chair | Two Year Term |
| 1st Vice Chair | Two Year Term |
| Past Chair | Two Year Term |
| Secretary-Treasurer | Two Year Term |
| President & CEO | Permanent |
- (c) Officers shall be subject to removal at any time by a resolution of the Board.

6.3 Duties of Officers

The Chair shall preside at all meetings of the Associations general membership and the Board of Directors. He shall have, or may engage an employee or agent by resolution of the Board of Directors to have, responsibility for the general and active management of the affairs of Association and shall see that all orders and resolutions of the Board of Directors are carried into effect.

- (a) The *1st Vice-Chair* shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as from time to time may be conferred upon him by the Board of Directors and accepted by him.
- (b) The *Secretary/Treasurer* shall have custody, or may delegate, through a resolution of the Board of Directors, custody of the funds and securities of the corporation and shall cause to be kept, full books and financial records belonging to the corporation and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Association, in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time.
- (c) The *Secretary/Treasurer* shall disburse, or delegate to an officer or agent, the authority to disburse, the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He shall also perform such other duties as may from time to time be directed by the Board of Directors.
- (d) The *Secretary/Treasurer* may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and the Board of Directors or the Chair, under whose supervision he shall be. He shall be custodian or delegate custody of, the seal of the Association, which he shall deliver only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- (e) The *President* of the Association shall serve as its Chief Executive Officer and will be responsible for the following:

- (i) Shall oversee the affairs of the Association in accordance with its mission and objectives;
 - (ii) Shall oversee the daily operations of the Association including; staffing, financial management, activity and service delivery, membership promotion and advocacy;
 - (iii) Shall give or cause to be given notice of all meetings of the members, directors, and committees of the Association;
 - (iv) Shall have the duties, responsibilities, and authority as determined by the Board of Directors or the Executive Committee;
- (f) The duties of all other officers of the Association, including the President and CEO, shall be such as the terms of their engagement call for or the Board of Directors requires of them.

ARTICLE VII –;EXECUTIVE COMMITTEE

7.1 Composition

- (a) The officers shall constitute the Executive Committee along with such other persons as may be determined from time to time by the Board of Directors.
- (b) Any Executive Committee member may be removed by a majority vote of the Board.

7.2 Powers

- (a) The Executive Committee shall have all the powers granted to the Board of Directors and shall exercise this power between meetings of the Board of Directors.
- (b) The actions of the Executive committee shall be regularly reported to the Board of Directors.
- (c) Unless otherwise stated in these By-laws, the actions of the Executive Committee are subject to the approval of the Board of Directors.
- (d) In advance of any meeting of the members at which any positions on the Board of Directors which the Baker Members or the Allied Members are entitled to elect are to be elected, the Executive Committee shall prepare a slate (a “**Slate**”) of nominees for such positions on the Board of Directors which the Baker Members or the Allied Members are entitled to elect.
- (e) Each Slate shall be included in the notice of the applicable meeting of the members.
- (f) The Executive Committee shall ensure that every Slate shall promote fair and equitable regional representation on the Board of Directors. For this purpose, when creating a Slate, the Executive Committee shall take in account (i) which regions of Canada are represented by the Baker Members and the Allied Members and which (ii) regions of Canada are represented by the incumbent members of the Board of Directors.

7.3 Meetings

- (a) Meetings of the Executive committee may be held at any time and place to be determined by the members of such committee provided that **48** hours written notice of such of such meeting shall be given, other than by mail, to each member of such committee.
- (b) Four (4) members of the Executive Committee, one of which must be the Chair or 1st Vice Chair (any of which who can be present in-person or teleconference), shall constitute a quorum.

ARTICLE VIII –;INDEMNITIES TO DIRECTORS AND OFFICERS

Every Director or Officer of the Association or other person who acts or has acted at the Association's request as a director or an officer or in a similar capacity of another entity (an "Indemnified"), shall from time to time and at all times be indemnified and saved harmless by the Association, from and against:

- (a) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified in respect of any civil, criminal, administrative, investigative or other proceeding in which the Indemnified is involved because of that association with the Association or other entity, provided the Indemnified has acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the Indemnified acted as director or officer or in a similar capacity at the Association's request and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

ARTICLE IX –;EXECUTION OF DOCUMENTS

- (a) Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. By resolution, the Board of Directors may delegate signing authority on certain kinds of documents, contracts and financial papers to single officers or agents of the Association, including the President and CEO, within such guidelines and financial limits as the Board may determine to be reasonable.
- (b) The seal of the Association may be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or agents appointed by resolution of the Board of Directors.

ARTICLE X –;ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

- (a) The annual or any other general meeting of the members of the Association shall be held at the head office or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint, provided that each annual meeting of the members shall be held no later than six (6) months following the end of the Association's previous financial year and in no event later than fifteen (15) months following the previous annual meeting.
- (b) At every annual meeting in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the public accountant (if applicable) shall be presented and public accountant (if applicable) appointed for the ensuing year. Copies or summaries of the financial statement and the report of the public accountant (if applicable) shall be provided to the members between twenty-one (21) and sixty (60) days in advance of each annual meeting in accordance with the requirements of the Act. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Chair or the Vice-Chair shall have power to call, at any time, a general meeting of the members of the corporation.

- (c) The Chair or Vice-Chair shall call a special general meeting of members on written requisition of not less than 25% of the Regular Members as defined in Article 2, Section 2 (i).
- (d) In addition, a special general meeting of the membership may be called by way of a resolution duly passed by the Board of Directors.
- (e) Twenty-one (21) to sixty (60) days' notice (if by mail, courier, or personal delivery) or twenty-one (21) to thirty-five (35) days' notice (if by telephonic or electronic communication facility) shall be given to each member entitled to vote at the meeting in question of any annual or special general meeting of members. Notice of all special meetings shall contain sufficient information concerning the business to be discussed to allow members to form a reasoned judgment on the issues and on the decisions to be taken.
- (f) Notice of each meeting must remind the member that he has the right to vote by proxy, provided that the holder of the proxy is also a member of the corporation.
- (g) By notice given ninety (90) to one hundred fifty (150) days prior to anniversary of the preceding annual general meeting, a member entitled to vote at an upcoming annual general meeting may submit to the Board of Directors notice of a matter that the member proposes to raise at that meeting (a "proposal"). Provided that (a) notice of the proposal is given within the aforementioned timelines, (b) the member so requests, and (c) the proposal is not irrelevant or apparently intended to redress a personal grievance of the member, then the proposal shall be included in the notice of the meeting. A proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of the members of a membership class entitled to vote at the meeting at which the proposal is to be presented. For greater certainty, this provision does not preclude nominations made at a meeting of members.
- (h) If a majority of the members of the Corporation consent (either at a meeting of members by simple resolution or by consents signed individually by a majority of the members), a meeting of members of the Corporation may be held by teleconference.
- (i) Any person entitled to attend a meeting of the members of the Corporation may meet by other electronic means that permits such person to communicate adequately with each other, provided that:
 - (A) the members of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes in order to meet the prescribed requirements;
 - (B) each member or other person entitled to be present has equal access to the specific means of communication to be used; and
 - (C) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting
- (j) A member participating in a meeting whether by telephone or other electronic means shall be deemed for the purposes of the Act to have been present at that meeting. Written consent to meeting by teleconference or electronic means may be given before or after the meeting to which it relates or may be a "blanket" consent relating to all meetings of the members. 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.
- (k) ~~(h)~~ A resolution in writing, signed by all members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

- ~~(l)~~ ~~(i)~~ Quorum at either an annual general meeting or special general meeting of the membership shall consist of twenty-five (25) members present in person or by proxy.
- ~~(m)~~ ~~(j)~~ Unless otherwise required, all votes taken at an annual general meeting or special general meeting of the membership shall be decided by a simple majority.
- ~~(n)~~ ~~(k)~~ Only the *Baker Members and Allied Members* shall be eligible to vote at annual general meetings or special general meetings.

ARTICLE XI –;MINUTES OF THE BOARD OF DIRECTORS AND ADVISORY COMMITTEE MEETINGS

- (a) The Secretary/Treasurer shall keep or cause to be kept, minutes of all general meetings and meetings of the Board of Directors of the Association.
- (b) The minutes of the Board of Directors shall be available to the general membership of the Association, except that these minutes shall not be available to certain classes of members, should the Board of Directors so determine from time to time.

ARTICLE XII –;AMENDMENT OF BY-LAWS

The By-laws not embodied in the Articles may be repealed or amended by a simple majority of the votes cast at a meeting of the Board of Directors and sanctioned by an affirmative vote of a simple majority or a two-thirds (2/3) of the members (as applicable in accordance with the Act) present in person or by proxy at the following meeting of members.

ARTICLE XIII –;PUBLIC ACCOUNTANT

The members shall, at each annual meeting, either (a) appoint a public accountant to audit the accounts of the Association for report to the members at the next annual meeting or (b) alter the aforementioned requirement in accordance with the provisions of the Act, where applicable. As applicable, the Board of Directors shall assess the performance of the public accountant, and may approve audit fees. The public accountant may be removed by the members at any time during the fiscal year by ordinary resolution.

ARTICLE XIV –;BORROWING POWERS

The Directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (e) secure any such debentures or other securities or any other present or future borrowing or liability of the Corporation by mortgage, hypothecate, charge or personal, movable and immovable, property of the Corporation and the undertaking and rights of the Corporation; and
- (f) guarantee liabilities or obligations of any other person.

The Board of Directors may from time to time delegate any or all of the foregoing powers to such officers or directors of the Corporation to such extent and in such manner as the Board of the Directors may from time to time determine.

Nothing herein contained shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

ARTICLE XV –;REMUNERATION

15.1 Directors

Directors shall not receive remuneration for their services, other than the reimbursement of expenses for their attendance at meetings.

15.2 President and CEO

The remuneration of the President and CEO shall be determined by a Compensation Committee comprised of members of the Executive Committee.

15.3 Other Staff

Remuneration of Association staff other than the President and CEO shall be determined by the President and CEO within the approved budget parameters.

ARTICLE XVI –;BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

ARTICLE XVII –;RULES AND PROCEDURES

The Board of Directors may prescribe rules and procedures for the management and operation of the Association which are not inconsistent with these by-laws.

ARTICLE XVIII –;INTERPRETATION

In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons and members shall include firms and corporations.

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| Moved deletion | |
| Inserted cell | |
| Deleted cell | |
| Moved cell | |
| Split/Merged cell | |
| Padding cell | |

| Statistics: | |
|----------------|-------|
| | Count |
| Insertions | 59 |
| Deletions | 42 |
| Moved from | 0 |
| Moved to | 0 |
| Style change | 0 |
| Format changed | 0 |
| Total changes | 101 |