

MANITOBA WHEAT AND BARLEY GROWERS ASSOCIATION INC.

BY-LAW NO. 1/2016

Being a By-law to amend By-law No. 1/2013 of Manitoba Wheat and Barley Growers Association Inc.

BE IT ENACTED as a By-law of Manitoba Wheat and Barley Growers Association Inc.

1. Section 6.01 is replaced with the following:

6.01 Number of Directors and Quorum. Until changed in accordance with the Act, the board shall consist of the number of directors elected in accordance with paragraph 6.03. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors constituting the board from time to time or such greater number of directors as the board may from time to time determine.

2. Section 6.03 is replaced with the following:

6.03 Election and Term.

(A) Upon these by-laws coming into force, the Members shall elect three (3) directors to hold office until the conclusion of the annual meeting of the Members to be held after July 31, 2014 and three (3) directors to hold office until the conclusion of the annual meeting of the Members to be held after July 31, 2015. At such annual meetings of Members, directors shall be elected to replace those whose term of office has expired and directors so elected shall hold office for a term of two (2) years until their successor takes office.

(B) When the term of office of the three (3) directors elected to hold office until the conclusion of the annual meeting of the Members to be held after July 31, 2016 is to expire, the Members shall elect four (4) directors to hold office until the conclusion of the annual meeting of the Members to be held after July 31, 2019.

When the term of office of the three (3) directors elected to hold office until the conclusion of the annual meeting of Members to be held after July 31, 2017, the Members shall elect three (3) directors to hold office until the conclusion of the annual meeting to be held after July 31, 2021.

(C) Commencing with the expiry of the terms of office of directors elected for the terms described in clause (B), the term of office of directors shall be four (4) years with such term commencing at the conclusion of the annual meeting of Members at which they were elected, and continuing until their successor takes office.

Prior to the annual meeting of the Members to be held after July 31, 2016, and prior to each annual meeting of Members thereafter at which the election of a director is required, directors shall be elected to replace those directors whose term of office is to expire in accordance with the following process:

- (a) Prior to September 30th of the year prior to the year in which the office of a director is to expire, the board shall appoint a returning officer to conduct the election.

Prior to October 31st of each such year the secretary of the Association shall provide to the returning officer a list of individual Members and Eligible Persons as of July 31st of that year and that list shall conclusively determine the eligibility of those entitled to hold office of a director and to vote in the election.

- (b) Retiring directors, if qualified, shall be eligible for re-election, provided however that no individual who has been a director for two (2) consecutive four (4) year terms shall be eligible for re-election.
- (c) Nominations for the office of director shall be submitted to the main business office of the Association on or after the 1st day of November and not later than 4:30 p.m. C.S.T. on the 30th day of November in that year.

All such nominations shall be delivered by the Association to the returning officer conducting the election.

- (d) The returning officer conducting an election shall not accept a nomination unless:
 - (i) the nominee is an individual Member or an Eligible Person and is not an Ineligible Individual;
 - (ii) the nomination is in the form set out in Schedule "A" attached hereto, as same may be modified from time to time by a resolution of the board;
 - (iii) the nomination bears the signature and mailing address of at least five (5) individual Members or Eligible Persons;
 - (iv) the nomination bears the signature and mailing address of the nominee indicating the nominee's acceptance of the nomination; and
 - (v) the nomination was received at the main business office of the Association, not later than the time specified in this section.

- (e) Where the returning officer conducting an election is satisfied that nominations are complete, the returning officer shall forthwith provide each nominee with a list of the nominees. That list shall conclusively determine the nominees for the election.

- (f) A nominee may withdraw the nominee's nomination by Notice in writing to the returning officer delivered or mailed so that it is received at the main business office of the Association not later than the 5th day after the date of the delivery or mailing to the nominee of the list of nominees.

- (g) Where not more than the number of persons to be elected as a director are nominees, the returning officer shall declare such nominees elected as directors by acclamation.
- (h) Where more persons are candidates for election as a director than persons to be elected, the returning officer shall conduct an election. The returning officer shall advise the secretary of the Association of the holding of the election.
- (i) Where the returning officer is to conduct an election the returning officer may appoint such deputy returning officers and other persons as the returning officer considers necessary to conduct the election.
- (j) Any person listed on the list of individual Members and Eligible Persons referred to in clause (a) may, not later than 4:30 p.m. C.S.T. on the 10th day of January prior to the annual meeting of Members, present to the returning officer a request for an advance ballot in connection with the election which request must comply with the voting instructions and procedures established by the returning officer and approved by the board.

Upon receipt of such a request the returning officer must forward an advance ballot accompanied by voting instructions on the casting of the ballot to such person by pre-paid ordinary mail or by fax or e-mail if the recipient asks or agrees to receive it electronically, not later than the 15th day of January.

The advance ballot and voting instructions and procedures shall be in such form as may be established by the returning officer and approved by a resolution of the board.

Each person casting an advance ballot shall be entitled to vote for a number of the nominees equal to the number of directors to be elected.

The returning officer must ensure that all methods of advance voting preserve the anonymity of voters and the secrecy of their vote.

An advance ballot may be cast by returning the ballot to the returning officer or by the use of electronic processes, including the internet. In each instance an advance ballot must be cast in accordance with voting instructions and procedures established by the returning officer and approved by the board.

The returning officer shall not accept an advance ballot unless it is received by the returning officer in the manner, at the place, and within the time specified in the voting instructions and procedures established by the returning officer and approved by the board.

Notwithstanding the specific times and dates set out in the above process, such times and dates may be extended to later times and dates acceptable to the returning officer and approved by a resolution of the board in order to deal with a force majeure or other extenuating circumstance.

- (k) At the annual meeting of Members at which the election of a director is required, the returning officer shall distribute ballots to each person in attendance who is listed on the list of individual Members and Eligible Persons referred to in clause (a) and who has not been provided with an advance ballot under clause (j) above. Each person casting a ballot shall be entitled to vote for a number of the nominees equal to the number of directors to be elected. Voting shall be by secret ballot.
- (l) All ballots cast by individual Members and Eligible Persons (both advance ballots and ballots cast during the annual meeting) shall be counted by the returning officer in accordance with a procedure acceptable to the returning officer and approved by a resolution of the board.
- (m) Each candidate may designate a scrutineer, who must not be a candidate, to be present at the place where the ballots are counted.
- (n) The returning officer shall declare those candidates receiving the greatest number of votes, up to the number of director positions to be filled, to be elected and shall notify the candidates and the annual meeting of Members on of such results.
- (o) In the case of a tie between or among candidates to be elected, the deadlock shall be broken by a second ballot conducted at that meeting. Only those individual Members and Eligible Persons in attendance at that meeting will be eligible to vote to break the deadlock. The returning officer shall be responsible for conducting such election.
- (p) The proceedings in any election shall not be invalidated by reason of any omission or failure unless it can be shown that omission or failure unless it can be shown that such omission or failure could have reversed the result of such election.
- (q) Each director elected as provided in this section shall take office at the conclusion of the annual meeting of the Members following the holding of the election and shall hold office until the director's successor takes office.

PASSED by the board this 29 day of December, 2015.



 Chair



 Secretary

CONFIRMED by the Members of the Association the _____ day of February, 2016.

 Secretary