

The highlighted text under sections 5, 6 and 43 of MPSG's current by-laws represent the proposed amendments and where they will appear, if approved.

MEETINGS

5. a) The Board of Directors shall call an annual meeting of the Members of the Corporation within 90 calendar days of each financial year-end of the Corporation. The Board of Directors shall determine the time and place of such meeting and may call additional general meetings of the Members of the Corporation if and when they deem such meetings necessary.

b) A special meeting of Members shall be called upon 5% of Active Members requisitioning, in writing, the Chair or Board to call such a special meeting and stating the purpose of such meeting including the text of the proposed motion or resolution, which is being requested by the 5% of Active Members, or upon resolution of the Board of Directors. A special meeting may be held in conjunction with the annual general meeting.

c) Any Active Member who wants to bring forward a resolution to the annual general meeting must provide notice to the Board of Directors by December 1 of the year prior to the annual general meeting. The Board of Directors will send notice to Members, as outlined in 5 (d), disclosing the text of any resolution to be considered at the meeting. The Board may submit resolutions to the membership.

d) Notice of any meeting, whether the annual meeting or a special meeting, shall be provided a minimum of 21 calendar days and a maximum of 50 calendar days prior to the date of the meeting. Such notice shall contain sufficient information to permit Members to form a reasoned judgment on the decision to be taken. Notice shall also be sent to all Directors and the Auditor of the Corporation. Notice may be provided by direct mail to Members at their last known address, or by email if the member has provided an email address to the Corporation. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, or if sent by email notice, shall be deemed to have been given when dispatched or transmitted. The Board shall supplement notice by taking the following steps: i) inserting the full text of the notice of meeting in the Corporation's newsletter; ii) posting the full text of the notice of meeting and proposed resolutions on the Corporation's website for 40 consecutive days in advance of the meeting; and iii) advertising in two (2) general farm papers giving notice of the meeting and advising Members to contact the Corporation for a copy of the relevant materials.

e) Only resolutions put forward by the Board of Directors or proposed by Members in accordance with 5 (b) or 5 (c) shall be eligible to be voted on at a meeting of the Members.

f) Quorum shall be deemed to be satisfied by the number of Active Members who

attend a meeting.

5.1 The Board of Directors may decide by resolution to hold the annual meeting or any special meeting of the Members of the Corporation by way of electronic means, or other means that the board of directors deems necessary, and may use any platform the Board designates, provided that the platform permits attendees to communicate with one another. The platform must also be able to verify the identity of each participant, track the participant's eligibility to vote, and permit both secret ballots and open votes as provided for in paragraph 6 below. The notice provided pursuant to 5 (d) must clearly indicate the platform to be used and provide instructions for attendees to log in, speak for or against any proposal, and vote

VOTING

6. Only Active Members may vote at any special or annual meeting of the Members of the Corporation. Voting shall be by a show of hands except in the election of Directors and such other matters as the Directors may specify which will be by secret ballot.

6.1 If a meeting of the Members of the Corporation is being conducted by way of electronic means, or other means that the board of directors deems necessary, the Board of Directors shall specify a period of time during which members may vote on a particular matter. The Board of Directors may close voting before the expiry of this period only if all members in attendance who are eligible to vote have done so.

EFFECTIVE DATE

43. The effective date of these by-laws shall be the day on which the proposed amendments are adopted by MPSG's membership.

PASSED by the Board of Directors as a recommendation to the Members for consideration at the annual meeting dated this 5th day of November 2020.

Motion - J. Preun - E. Sirski that the draft by-laws, as circulated to the membership, be adopted.

Carried

PASSED by the membership at the _____.