

MANITOBA PULSE & SOYBEAN GROWERS INC.

BY-LAW No. 1

BE IT ENACTED, as a By-law of the MANITOBA PULSE & SOYBEAN GROWERS INC., THAT By-law No. 1 be amended as follows:

1. The following is added as a new Clause 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.

2. The following is added as a new Clause 6.1:

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.

3. This By-law No. 1 is subject to the approval of the membership and shall take effect upon approval by the Members.

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 _____.