

MANITOBA CROP ALLIANCE INC.

(the "Association")

BY-LAW NO. 1/2025

Being a By-law to amend By-law No. 1/2019 of the Association.

BE IT ENACTED as a By-law of the Association that By-law 1/2019 (the "By-Law") be further amended as follows:

1. The following is added as a new Clause 2.08:

SR&ED Agents. The Association shall be considered and act as agents for its Members in respect of all matters relating to the scientific research and experimental development tax credit.

2. Clause 4.05 is deleted and replaced with the following:

Assignment of Members to a Crop Group(s). A Member shall be assigned to a Crop Group if that Member has paid fees to the Association on an authorized crop, produced or marketed by such person, in the two (2) previous fiscal years of the Association.

3. Clause 6.01 is deleted and replaced with the following:

Election and Term. Notwithstanding any other provision in this By-law, the directors of each of Manitoba Corn Growers Association Inc., Manitoba Flax Growers Association Inc., The National Sunflower Association of Canada Inc., Manitoba Wheat and Barley Growers Association Inc., and Winter Cereals Manitoba Inc. who hold office within said entities at the time this By-law is enacted shall be the Delegates.

In accordance with the election process provided for at section 6.02, Eligible Crop Members of the:

1. Corn Crop Group shall elect four (4) Delegates to the Corn Committee;
2. Flax Crop Group shall elect four (4) Delegates to the Flax Committee;
3. Sunflower Crop Group shall elect four (4) Delegates to the Sunflower Committee; and
4. Wheat and Barley Crop Group shall elect five (5) Delegates to the Wheat and Barley Committee,

Every two (2) years for a term of four (4) years commencing at the conclusion of the annual meeting of Members at which they took office, and continuing until their

successor takes office, resulting in one-half (1/2) of the Delegates being elected every two (2) years.

4. Clause 6.02 is deleted and replaced with the following:

Election Process. Prior to each annual meeting of Members thereafter at which the election of a Delegate is required, Delegates shall be elected to replace those Delegates whose term of office is to expire in accordance with the following process:

5. Clause 6.02(2). is deleted and replaced with the following:

List - Prior to 14th day of November (or such other date as determined by written resolution of the board) of each such year the designated staff of the Association shall provide to the returning officer the list of individual Members and Eligible Persons as of November 1st (or such other date as determined by written resolution of the board) of that year, with the list also specifying their respective membership(s) within each Crop Group, and that list shall conclusively determine the eligibility of those entitled to hold office as a Delegate for a given Crop Committee and to vote in the election in relation to each Crop Group. For clarity, the secretary of the Association shall only provide such list to the returning officer in the case of an election for the position of Delegate for a given Crop Committee and, in addition, shall only provide the applicable list Crop Group member list.

6. Clause 6.02(3). is deleted and replaced with the following:

Re-Election - Retiring Delegates, if qualified, shall be eligible for re-election for the same or an alternative Crop Committee, provided however that no individual who has been a Delegate for three (3) consecutive four (4) year terms, either as a Delegate for the same Crop Committee or two (2) different Crop Committees, shall be eligible for re-election. Notwithstanding the foregoing, an individual who (i) was previously elected as a Delegate and (ii) has not served as a Delegate for the immediate previous term, shall be eligible for election.

7. Clause 6.02(4). is deleted and replaced with the following:

Nominations - Nominations for the office of Delegate shall be submitted to the main business office of the Association on or after the 1st day of September (or such other date as determined by written resolution of the board) and not later than 4:30 p.m. C.S.T. on the 1st day of November (or such other date as determined by written resolution of the board) in that year.

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

The designated staff 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 nominee is an Eligible Crop Member for the corresponding Crop Committee;
- (iii) 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;
- (iv) the nomination bears the signature (electronic or original) and mailing address of at least three (3) Eligible Crop Members who are members of the Crop Group that corresponds to the Crop Committee for which the nominee is being nominated as a Delegate;
- (v) the nomination bears the signature (electronic or original) and mailing address of the nominee indicating the nominee’s acceptance of the nomination; and
- (vi) the nomination was received at the main business office of the Association, not later than the time specified in this section.

8. Clause 6.02(5). is deleted and replaced with the following:

List of Nominees - Where the designated staff conducting an election is satisfied that nominations are complete, the designated staff shall forthwith provide each nominee with a list of the nominees. That list shall conclusively determine the nominees for the election.

9. Clause 6.02(6). is deleted and replaced with the following:

Withdrawal of Nominee - A nominee may withdraw the nominee’s nomination by Notice in writing to the designated staff 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.

10. Clause 6.02(7). is deleted and replaced with the following:

Election by Acclamation - Where not more than the number of persons to be elected as a Delegate to the corresponding Crop Committee as there are nominees, the designated staff shall declare such nominees elected as Delegates to the corresponding Crop Committee by acclamation.

11. Clause 6.15 is deleted and replaced with the following:

Appointment. The Delegates of each Crop Committee shall from time to time elect

a chair, who shall be elected from among their numbers

12. Clause 8.02 is deleted and replaced with the following:

Qualification. No person shall be qualified for election as a director if that person is less than 18 years of age; if that person is of unsound mind and has been so found by a court in Canada or elsewhere; if that person is not an individual; or if that person has the status of a bankrupt; or if that person is an employee of the Association or has contracted directly or indirectly, to provide services to the Association. A majority of the directors shall be residents of Canada. A director must be a Delegate of the corresponding Crop Committee at the time that person is elected as a director. No person shall be permitted to serve if that person has previously served as a director for three (3) consecutive two (2) year terms. An Ineligible Individual is not qualified to be elected a director.

13. Clause 8.03 is deleted and replaced with the following:

Election and Term. Commencing after the date these Bylaws came into force, the term of office of directors shall be two (2) years with such term commencing at the conclusion of the annual meeting of Members at which they took office, and continuing until their successor takes office. Prior to the annual meeting of Members after the date these Bylaws came into force 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 the 21st day of January (or such other date as determined by written resolution of the board) of the year in which the office of a director is to expire, in accordance with the voting instructions and procedures established by the board, the Delegates of each Crop Committee shall elect their respective, corresponding Crop Group's directors from among their numbers.
- (b) In the case of a tie between or among candidates to be elected, the deadlock shall be broken by the chair, who shall cast the deciding vote.
- (c) At the annual meeting of Members at which the election of a director is required, the chair shall declare the names of the directors that have been elected by the Delegates of each Crop Committee.
- (d) The proceedings in any election shall not be invalidated by reason of any omission or failure unless it can be shown that such omission or failure could have reversed the result of such election.
- (e) 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.

Notwithstanding the foregoing, for the purposes of the directors elected by the respective Crop Committees in 2026, the board of directors shall be elected as follows:

- (a) Wheat and Barley Committee: Two (2) directors shall be elected for two (2) year terms, and two (2) directors shall be elected for one (1) year terms;
- (b) Sunflower Committee: One (1) director shall be elected for a two (2) year term, and one (1) director shall be elected for a one (1) year term;
- (c) Corn Committee: Two (2) directors shall be elected for two (2) year terms, and one (1) director shall be elected for a one (1) year term;
- (d) Flax Committee: One (1) director shall be elected for a two (2) year term, and one (1) director shall be elected for a one (1) year term,

provided that upon expiry of the aforementioned director terms, such term of office shall be two (2) years, so that five (5) of the eleven (11) director positions are elected on odd years, and the remainder six (6) director positions are elected on even years, with such positions to be elected pursuant to Section 8.03 herein.

14. Clause 8.07 is deleted and replaced with the following:

Vacancies. Subject to the Act, in the event of a vacancy in the board, a quorum of the remaining directors may appoint an Eligible Crop Member, who is of the same Crop Group as the director who ceased to hold office, to fill the vacancy for the balance of the term of the whose cessation of office caused the vacancy.

15. Clause 9.01 is deleted and replaced with the following:

- (a) The board may appoint an Executive Committee from time to time. The Executive Committee shall include the chair, vice-chair, and secretary of the Association. The members of the Executive Committee must be able to meet on a regular basis. The Executive Committee shall from time to time prepare agendas for meetings for the board and ensure that the members of the board have sufficient information and alternatives available to them in order to deal with the matters included on such agendas.

16. This By-law No. 1/2025 is subject to the approval of the Association and shall take effect upon approval by the Association.

PASSED by the board the 12 day of December, 2024.

Original signed by Robert Misko

Original signed by Sally Parsonage

Chair

Secretary

CONFIRMED by the Members of the Association in accordance with the Act on the ____
day of _____, 2025.

Secretary

Prepared November 22, 2024