

Save Our Seine River Environment (SOS)  
Summary of Proposed By-Law Changes  
October 28, 2025

| Section                                   | Proposed              | Current  | Change                                                                                                                                                                                                                                                                   |
|-------------------------------------------|-----------------------|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>BY-LAW NO.1 - 2025</b>                 |                       |          |                                                                                                                                                                                                                                                                          |
| <b>Introduction - heading</b>             | Included<br>(amended) | Included | Added: a corporation without share capital incorporated under <i>The Corporations Act (Manitoba)</i>                                                                                                                                                                     |
| <b>Table of Contents</b>                  | Not Included          | Included | Reduces size of By-Law document (less is more approach); some headings are in the form of questions                                                                                                                                                                      |
| <b>Interpretation</b>                     |                       |          |                                                                                                                                                                                                                                                                          |
| Definitions                               | Included<br>(amended) | Included | Explains terms within By-Laws<br>Added: Special resolution<br>Ordinary resolution<br>Policies<br>Year<br>Removed: Act<br>Corporation<br>Standing Committee<br>Special committee<br>Funder<br>Participation<br>Agreement<br>Persons mean<br>Amended: Directors<br>Members |
| Singular and plural                       | Included<br>(amended) | Included | Reworded                                                                                                                                                                                                                                                                 |
| Reference Aids                            | Included<br>(amended) | Included | Reworded                                                                                                                                                                                                                                                                 |
| <b>Affairs of Save Our Seine</b>          |                       |          |                                                                                                                                                                                                                                                                          |
| Location and address of registered office | Included<br>(amended) | Included | Heading expanded;<br>Added: Board may by ordinary resolution specify the address of the registered office within city of in Winnipeg                                                                                                                                     |
| Fiscal year end                           | Included              | Included | No change; remains as December 31st                                                                                                                                                                                                                                      |
| Who may sign documents?                   | Included<br>(amended) | Included | Heading of section changed from Execution of Instruments; Deeds, transfers, conveyances, assignments, etc no longer included                                                                                                                                             |

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| Banking                              | Included<br>(amended) | Included     | Added: electronic banking including the making of electronic payments                                                                                                                                                           |
| <b>Membership</b>                    |                       |              |                                                                                                                                                                                                                                 |
| Who is eligible for membership?      | Included<br>(amended) | Included     | Heading changed from Qualifications to Who is eligible for membership?<br>Added: Organization members and youth members under 16                                                                                                |
| Classes of Membership                | Included<br>(amended) | Included     | Identifies who can be a member; changed to also include organizations and youth members (youth members cannot vote)                                                                                                             |
| Membership Fees                      | New                   | Not Included | Board can decide to set membership fees; no grace period included that remains unresolved matter                                                                                                                                |
| Memberships not to be transferred    | New                   | Not Included | Membership not transferable or assignable                                                                                                                                                                                       |
| Term of Membership                   | New                   | Not Included | Added: Term is 1 year                                                                                                                                                                                                           |
| When does a membership end?          | New                   | Not Included | When:<br>Member dies; membership is terminated; membership expires; SOS is liquidated or dissolved<br>Added: If a member does not pay membership dues for a term before the end of the previous term, their membership expires. |
| When may a membership be terminated? | New                   | Not Included | Sets out circumstances for termination of membership that includes violating any provisions of the policies of SOS                                                                                                              |
| How is a membership terminated?      | New                   | Not Included | Added: Where the Board determines to terminate a membership by giving 20 days notice                                                                                                                                            |
| <b>Meetings of Members</b>           |                       |              |                                                                                                                                                                                                                                 |
| Annual general meetings              | Included<br>(amended) | Included     | Holding Annual General Meeting changed from 4 months to 6 months after year end                                                                                                                                                 |
| Business of annual general meetings  | Included              | Included     | No change                                                                                                                                                                                                                       |

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| Special meetings              | Included (amended) | Included                              | Removed: Members cannot requisition the board to call a special meeting of members; Not covered in Part XI section 137 (1) and Part XXII Corporations Without Chare Capital section 265 - 277 of Corporations Act |
| Member proposals              | Included           | Included                              | Reworded; covered in Membership section 1.02 in previous By-Laws                                                                                                                                                  |
| Notice                        | Included           | Included                              | No change                                                                                                                                                                                                         |
| Contents of notice            | Included           | Included                              | Reworded; Notice contains the description of business to be conducted at the meeting                                                                                                                              |
| Omission of Notice            | Included           | Included                              | Reworded: Chairman changed to Chair                                                                                                                                                                               |
| How is notice to be given     | Included           | Included                              | No change; notice sent by email to members                                                                                                                                                                        |
| Quorum                        | Amended            | Included                              | Changed to ten members from 1/3 of directors plus 10 members                                                                                                                                                      |
| Chair                         | Included           | Included                              | In absence of President, Vice President will chair meeting                                                                                                                                                        |
| Who may vote?                 | Included           | Included                              | Each member may vote                                                                                                                                                                                              |
| Proxies                       | New                | Not Included                          | Members can vote by proxy                                                                                                                                                                                         |
| How members may vote          | New                | Not Included                          | By show of hands or by request for secret ballot                                                                                                                                                                  |
| Electronic voting             | New                | Not included                          | Electronic voting now included                                                                                                                                                                                    |
| Resolution in lieu of meeting | New                | Not Included                          | Added: All eligible members who can vote must vote in favor for resolution to pass. Provides option for members to vote on written resolutions; must be signed by all members                                     |
| <b>Directors</b>              |                    |                                       |                                                                                                                                                                                                                   |
| Number                        | Included (amended) | Included<br>Maximum: 15<br>Minimum: 5 | Change to:<br>Maximum: 12 Minimum: 3<br>Matches Articles of Incorporation                                                                                                                                         |
| Qualifications                | Included (Amended) | Included                              | Added: less than two year have elapsed since they completed a fourth consecutive term of office as director                                                                                                       |
| Term                          | Included (amended) | Included                              | No change; remains at 2 years; No more than 4 consecutive terms<br>Removed: section 5.05; b.1 from previous By-Laws                                                                                               |

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| Vacating Office                                     | Included           | Included     | Sets out circumstances for vacating the office of director                                                                                                    |
| Statement of Director                               | New                | Not Included | Sets out process for establishing resignation and effective resignation date                                                                                  |
| Filling vacancies                                   | Included           | Included     | No change; Board can fill vacancy                                                                                                                             |
| Nominations                                         | Included (amended) | Included     | Nomination Committee process abbreviated; no nominations from floor covered in section 10(1) and 10(2)                                                        |
| <b>Meetings of Directors</b>                        |                    |              |                                                                                                                                                               |
| Regular meetings                                    | Included           | Included     | No change; Board must meet 6 times per year                                                                                                                   |
| Special meetings                                    | Included (amended) | Included     | Changed from 5 directors to 3 directors who can call a special meeting of the Board                                                                           |
| Notice                                              | Included (amended) | Included     | Changed from 7 days to 4 days for providing notice of a Board meeting                                                                                         |
| Contents of Notice                                  | Included           | Included     | No change; must indicate purpose of the meeting                                                                                                               |
| Omission of notice                                  | Included           | Included     | No change; Refers to accidental omission to give meeting notice to directors                                                                                  |
| Quorum                                              | Included (amended) | Included     | Changed from a 1/3 of elected board to a majority of the directors then in office                                                                             |
| Chair                                               | Included           | Included     | No change                                                                                                                                                     |
| Who may vote?                                       | Included           | Included     | No change                                                                                                                                                     |
| How directors may vote                              | New                | Not Included | Added: includes electronic voting                                                                                                                             |
| Resolution in lieu of meeting                       | New                | Not Included | Added: All elected directors must vote and vote in favor for the resolution to pass                                                                           |
| <b>Director Generally</b>                           |                    |              |                                                                                                                                                               |
| Remuneration                                        | Included           | Included     | No change                                                                                                                                                     |
| Policies                                            | New                | Not Included | Added: Board may adopt policy to manage affairs of SOS                                                                                                        |
| Submission of contracts or transaction for approval | Included           | Included     | Directors may submit contracts for approval at meetings of members                                                                                            |
| Duty of care                                        | New                | Not Included | Consistent with Corporations Act; includes:<br>-act honestly and in good faith<br>-exercise the care, diligence and skill that of a reasonably prudent person |

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| Conflicts of interest                 | New                | Not Included | Added: Directors or Officers must declare conflict of interest in SOS contracts                                                                    |
| Relief from conflicts of interest     | New                | Not Included | Added: Directors or Officers are not disqualified from holding office providing they are in compliance with the conflict of interest section 20(1) |
| Indemnities to directors and officers | Included           | Included     | No change                                                                                                                                          |
| When must a director be indemnified?  | Included           | Included     | No Change                                                                                                                                          |
| Insurance                             | Included           | Not Included | Added: insurance section covering board and officers; directors insurance currently in place                                                       |
| Committees                            | Included (amended) | Included     | Added: Standing committees and Operational/Advisory committee; Removed: descriptions of noted committees in previous By-Laws                       |
| Duties of committees                  | Included           | Included     | No change                                                                                                                                          |
| Members of committees                 | Included           | Included     | No change                                                                                                                                          |
| Term of reference and procedures      | Included           | Included     | No change; board to ensure TOR establish for each committee                                                                                        |
| Subject to policies                   | New                | Not Included | The Board may adopt or amend policies relating to the governance and operation of SOS                                                              |
| Appointment of officers               | Included (amended) | Included     | Officer positions listed<br>Removed: Description of Officer positions                                                                              |
| Executive director and other officers | New                | Not Included | Added: The Board by ordinary resolution may appoint an ED                                                                                          |
| Term of officers                      | Included           | Included     | No change;<br>Annual appointment of Officers                                                                                                       |
| Removal of officer                    | Included           | Included     | No change;<br>Board by ordinary resolution may remove a person with or without cause                                                               |
| Duties may be delegated               | New                | Not Included | Added: Board may delegate all or any of the powers to any officer or director                                                                      |
| Amendment of by-laws                  | Included (amended) | Included     | Changed: 2/3 majority to ordinary resolution by the Board                                                                                          |
| Member approval                       | Included           | Included     | No change                                                                                                                                          |

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| Effective date                          | Included | Included     | No change                                                                                                                |
| If members reject by-law                | Included | Included     | No change                                                                                                                |
| Member proposal                         | Included | Included     | No change; Refer to section 5 (4)                                                                                        |
| Distribution of property on dissolution | New      | Not Included | Added: Special Resolution by members to distribute remaining property to charitable organization upon dissolution of SOS |
| <b>By-Law No. 2-2025</b>                |          |              |                                                                                                                          |
| Borrowing                               | New      | Not Included | Added: Indicates SOS may borrow money                                                                                    |
| Delegation                              | New      | Not Included | Added: The Board may delegate such powers by the directors to such officers or directors of SOS                          |
| Powers to supplement                    | New      | Not Included | Added: Forms part of sections that outline borrowing and delegation powers                                               |