

COPA By-law Amendments 2024 AGM

By-law 5.05 Board Composition

<p>Current text:</p> <p>The Nominating Committee's report will include a slate of candidates for election to the Board which will reflect the following Board composition:</p> <p>(a) one (1) Director from Newfoundland and Labrador;</p> <p>(b) two (2) Directors from either Prince Edward Island, Nova Scotia or New Brunswick;</p> <p>(c) two (2) Directors from Quebec;</p> <p>(d) three (3) Directors from Southern Ontario (the area of Ontario with a Postal Code beginning with other than "P");</p> <p>(e) one (1) Director from Northern Ontario (the area of Ontario with the Postal Code beginning with "P");</p> <p>(f) one (1) Director from Manitoba and Nunavut,;</p> <p>(g) one (1) Director from Saskatchewan;</p> <p>(h) two (2) Directors from Alberta and the Northwest Territories; and</p> <p>(i) two (2) Directors from British Columbia and the Yukon.</p>	<p>Amended text:</p> <p>The board will consist of Directors from the following regions:</p> <p>(a) one (1) Director from Newfoundland and Labrador;</p> <p>(b) two (2) Directors from either Prince Edward Island, Nova Scotia or New Brunswick;</p> <p>(c) two (2) Directors from Quebec;</p> <p>(d) three (3) Directors from Southern Ontario (the area of Ontario with a Postal Code beginning with other than "P");</p> <p>(e) one (1) Director from Northern Ontario (the area of Ontario with the Postal Code beginning with "P");</p> <p>(f) one (1) Director from Manitoba and Nunavut,;</p> <p>(g) one (1) Director from Saskatchewan;</p> <p>(h) two (2) Directors from Alberta and the Northwest Territories; and</p> <p>(i) two (2) Directors from British Columbia and the Yukon.</p>
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By-law 5.06 Term

<p>Current text:</p> <p>The Directors shall be elected and shall retire in rotation every four (4) years. At the first meeting of Members immediately after passage of this By-law, approximately one half (1/2) of the Board, comprised of the Directors from Newfoundland and Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Northern Ontario, Manitoba and Nunavut, Saskatchewan, Alberta and the Northwest Territories shall be elected to hold office until the close of the annual meeting of Members next following and approximately one half (1/2) comprised of the Directors from Quebec, Southern Ontario, British Columbia and the Yukon shall be elected to hold office until the close of the third annual meeting of Members next following and subsequently at every second annual meeting of Members thereafter, members of the Board shall be elected to fill the</p>	<p>Amended text:</p> <p>The Director term of office is four years, until the conclusion of the AGM in which the Director is replaced by a vote of the Members, or in accordance with By-law 5.07 Ceasing to Hold Office. Director elections will be held in even numbered years. Eight Directors will be elected in years divisible by four, and seven Directors will be elected in years not divisible by four in accordance with the table below.</p>
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position of those members of the Board whose term of office has expired and each Director so elected shall hold office until the close of the fourth (4th) meeting of Members after his or her election.	
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[The table referred to in the amendment to By-law 5.06 is part of the by-law.]

By-law 5.06 Table

Regions electing directors in years divisible by 4 (2020, 2024, 2028, 2032, etc) (number of directors elected in brackets)	Regions electing directors in even numbered years not divisible by 4 (2022, 2026, 2030, 2034, etc) (number of directors elected in brackets)
Newfoundland and Labrador (1)	Quebec (2)
Prince Edward Island, Nova Scotia and New Brunswick (2)	Southern Ontario (3)
Northern Ontario (1)	British Columbia and the Yukon (2)
Manitoba and Nunavut (1)	
Saskatchewan (1)	
Alberta and the Northwest Territories (2)	

By-law 6.03 Board Meeting Notice

<p>6.03 Notice of Meeting</p> <p>Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 of this By-law to every Director of the Corporation not less than forty-five (45) days before the time when the meeting is to be held.</p> <p>Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.</p> <p>Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.</p> <p>Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred</p>	<p>6.03 Notice of Meeting</p> <p>Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 of this By-law to every Director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held.</p> <p>A meeting may be held with less than fourteen (14) days notice if all directors are present, or if absent directors have waived notice.</p> <p>Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.</p> <p>Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred</p>
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to in subsection 138(2) of the Act that is to be dealt with at the meeting.

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By-law 6.05 - Participation at Meeting by Telephone or Electronic Means

Current text:

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

Amended text:

A Director may participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

By-law 6.06 - Quorum

Current text:

A majority of the number of Directors specified or determined in accordance with section 5.02 constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

Amended text:

A majority of the number of Directors specified or determined in accordance with section 5.02 constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by telephonic, electronic or other communications facility.