



SCHEDULE A TO NOTICE OF SPECIAL MEETING

TEXT OF PROPOSED SPECIAL RESOLUTION OF THE MEMBERS

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS THAT:

1. The Articles of Continuance of the Canadian Association of Agri-Retailers (the "Corporation") shall be amended to delete Section 8 of the Articles of Continuance of the Corporation and replace it with the following:

"The corporation is authorized to establish eight groups of members consisting of Primary members, Supplier members, Branch members, Honorary members, Media members, Consultant members, Education members and Reciprocal members as follows:

- a) The Primary members shall be entitled to receive notice of and to attend all meetings of the members of the corporation and each Primary member shall have only one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
 - b) Except as otherwise provided by the Canada Not-for-profit Corporations Act, the Supplier members, Branch members, Honorary members, Media members, Consultant members, Education members and Reciprocal members shall not be entitled to receive notice of, attend or vote at meetings of the members of the corporation."
2. By-Law No. 1 of the Corporation shall be amended to add Consultant members, Education members and Reciprocal members and to set out the conditions for membership in the Corporation for each such group of members, as more particularly set out in Appendix "I" attached hereto.
3. Any one Director of the Corporation be and he or she is hereby authorized to execute and file with Industry Canada the Articles of Amendment and the amended By-laws on behalf of the Corporation in the form approved by the Directors and to do so, sign and institute all other documents, assurances and procedures necessary to fully and effectually carry out and complete all acts and proceedings authorized by this Special Resolution.



APPENDIX "I" TO SCHEDULE A TO NOTICE OF SPECIAL MEETING

AMENDMENTS TO BY-LAW NO. 1

1. Subsection 1(h) shall be deleted in its entirety and replaced with the following:

"Member" includes any member who is a Primary Member, a Supplier Member, a Branch Member, an Honorary Member, a Media Member, a Consultant Member, an Education Member or a Reciprocal Member;

2. The first paragraph of Section 4 shall be deleted in its entirety and replaced with the following:

Subject to the articles, there shall be eight groups of members of CAAR, namely, Primary Members, Supplier Members, Branch Members, Media Members, Consultant Members, Education Members, Reciprocal Members and Honorary Members, all of which shall be limited to persons interested in furthering the objects of CAAR. The Board may, by resolution, approve the admission of the Members of CAAR. The following conditions of membership shall apply:

3. The following shall be added at the end of Section 4:

Consultant Members

(a) Consultant Member membership shall be available only to a person whose primary business is selling products and services directly to farmers, who has no more than one (1) employee and whose business is not a branch office or location of a Primary member.

(b) As set out in the articles, Consultant Members shall not have the right to vote; otherwise, they shall have the rights and privileges of membership as set forth in these By-Laws.

Education Members

(a) Education Member membership shall be available only to a person or other organization that is in the business of offering education, continuing education, or training programs and services of relevance to Primary or Branch Members.

(b) As set out in the articles, Education Members shall not have the right to vote; otherwise, they shall have the rights and privileges of membership as set forth in these By-Laws.

Reciprocal Members

(a) Reciprocal Member membership shall be available only to any regional, provincial, national or international association primarily involved in agricultural interests, provided that membership in said association shall not constitute membership in CAAR, or entitle any member of said association to any membership benefits or privileges in CAAR.

(b) Reciprocal Members shall not have the right to vote; otherwise, individuals in the direct employ of the Reciprocal Member association shall have the rights and privileges of membership as set forth in these By-Laws.



SCHEDULE B TO NOTICE OF SPECIAL MEETING

AMENDMENTS TO BY-LAW NO. 1

1. Subsection 12(a) be amended as follows:

(a) up to eighteen (18) Members In Good Standing or Designated Representatives of Members In Good Standing, who shall be elected from the following groups, Provinces, regions or organizations (collectively, "Regions" and individually a "Region"):

Minimum Directors per Region:

One (1) Director shall be elected from the Primary Members or Branch Members in British Columbia ~~by the Primary Members in British Columbia~~;

Two (2) Directors shall be elected from the Primary Members or Branch Members in Alberta ~~by the Primary Members in Alberta~~;

Two (2) Directors shall be elected from the Primary Members or Branch Members in Saskatchewan ~~by the Primary Members in Saskatchewan~~;

Two (2) Directors shall be elected from the Primary Members or Branch Members in Manitoba ~~by the Primary Members in Manitoba~~;

Two (2) Directors shall be elected from the Primary Members or Branch Members in Ontario ~~by the Primary Members in Ontario~~;

One (1) Director shall be elected from the Primary Members or Branch Members in Quebec and the Atlantic Provinces ~~by the Primary Members in Quebec and the Atlantic Provinces~~;

provided however, no Director may be elected from a Region which has less than six (6) Members In Good Standing. In the event that a Region has fewer than six (6) Members In Good Standing, the Board may appoint one of the other elected Directors to represent such Region.

2. Section 31 shall be amended as follows:

The Officers of CAAR shall be the Board Chair, the Board Vice Chair, the immediate Past-Board Chair, the Finance Chair, the President & CEO, and such other officers as the board may determine including, if necessary, as determined by the Board, the Chair of the Advocacy Facility and Transportation Logistics Committee, the Chair of the Communications and Public Relations Committee, and the Chair of the Training Stewardship and Agronomy Committee.

3. The last sentence of Section 38 be deleted.



4. Section 44 shall be amended as follows:

The Chair of the ~~Stewardship and Agronomy~~ Training Committee, if the Board determines this Committee is necessary, will be responsible for overseeing, implementing and monitoring the Committee's defined area of responsibility, as determined by the Board, and annual goals and objectives, as established from time to time, relating to training and continuing education programs offered by CAAR, or training not offered by CAAR but promoted to its Members ~~environmental and agronomic issues as well as promoting sound stewardship of land, air and water~~. The Chair shall report Committee activities to the Executive Council and the Board, and will carry out such other duties as may from time to time be directed by the Executive Council or the Board.

5. Section 45 shall be amended as follows:

The ~~Vice Board Chair~~ will assume the Chair of Membership Value Committee, if the Board determines this Committee is necessary, and will be responsible for overseeing, implementing and monitoring the Committee's defined area of responsibility, as determined by the Board, and annual goals and objectives, as established from time to time, relating to professional development, the annual Conference Convention and member services. The ~~Board Vice-Chair~~ shall report Committee activities to the Executive Council and the Board, and will carry out such other duties as may from time to time be directed by the Executive Council or the Board.

6. The words "Government Affairs and Industry Relations" be deleted and replaced with "Advocacy" in Section 46.

7. Section 48 be amended as follows:

There shall be an Executive Council composed of the Board Chair, the Board Vice Chair, the immediate Past-Board Chair, the Finance Chair, the respective Chair of each committee ~~additional committee chairs from members of the Board to be appointed by the Board~~ annually, and the President /CEO of CAAR, provided that the President /CEO shall not be entitled to vote. The Executive Council shall exercise such powers as are authorized by the Board. Any member of the Executive Council may be removed by a majority vote of the Board.

8. Section 56 be amended as follows:

Notice by mail, fax, electronic mail or other form of publication shall be given to each Member of any annual or special Meeting of Members no less than ~~during the period of twenty one (21) days to thirty five (35) days~~ before the day on which the Meeting is to be held. Where CAAR elects to send notice by electronic means, Members may contact CAAR to request notice by mail. Notice of any Meeting where special business will be transacted should contain sufficient information to permit the Primary Member to form a reasoned judgment on the decision to be taken.