

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

MULTI-MATERIAL STEWARDSHIP WESTERN INC. (the “Corporation”)

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “board” means the board of directors of the Corporation and "director" means a member of the board;
- (d) “by-law” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “meeting of members” includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

- (f) “members” means individuals who are the directors of the Corporation;
- (g) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (h) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- (i) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (j) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any one of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Cheques, Drafts, Notes, etc.

- (a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and

endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

(b)

- (i) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Chief Executive Officer together with any other officer or director or by such person or persons as the directors may from time to time determine; and
- (ii) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

1.5 **Financial Year End**

The financial year end of the Corporation shall be the last day of December in each year.

1.6 **Banking Arrangements**

Board Designate Bankers

- (a) The board shall designate, by resolution, a bank, trust company, or other corporation carrying on a banking business to act as the Corporation's banker and shall designate the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with such bank, trust company, or other corporation carrying on a banking business, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:
 - (i) Operate the Corporation's accounts with the banker;
 - (ii) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - (iii) Issue receipts for and orders relating to any property of the Corporation; and

- (iv) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto.

Deposit of Securities

- (b) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be comprised of individuals who are the directors of the Corporation from time to time. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.2 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member by the following means:

- (a) by mail, courier or personal delivery to each member, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members.

2.3 Absentee Voting by Mail Ballot

Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - (i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

Members shall be notified in writing of the membership dues (if any) at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies;
- (b) a member ceases to be a director;
- (c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws; or

- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.3 Discipline of Members

The board and the members shall have joint authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (c) for any other reason that the board unanimously in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chairman, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chairman, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chairman, the Chairman, or such other officer as may be designated by the board, may proceed to notify the member that the member is proposed for suspension or expulsion from membership in the Corporation to be determined by a majority vote of the members at a meeting of members duly called for such purpose. The member may attend and speak and vote at that meeting. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final recommendation to the members and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The members' decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.2 Chair of the Meeting

In the event that the chair of the board is absent, the vice-chair will chair meeting.

4.3 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 25% of the members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.4 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 - DIRECTORS

5.1 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. The board of directors may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointment may not exceed 1/3 of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members. The number of directors shall not exceed 10 which number may be fixed from time to time by the members. No decrease in number shall shorten the term of an incumbent director. Pursuant to Section 130 of the Act the members may by ordinary resolution at a special meeting remove any director or directors from office.

5.2 Qualification of Directors

In order to qualify as a director, such individuals shall each

- (i) be over the age of 19 years,
- (ii) not be an un-discharged bankrupt,
- (iii) meet the skills and experience criteria determined by the directors and circulated to all members in the notice of invitation
- (iv) have delivered a written consent to serve as a director

SECTION 6 - MEETINGS OF DIRECTORS

6.1 Calling of Meetings

Meetings of the board may be called by the chair of the board, or any two (2) directors at any time. If the Corporation has only one (1) director, that director may call and constitute a meeting.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of Board meetings held by teleconference shall be telephoned and emailed to each director not less than forty-eight (48) hours before the meeting is to take place. 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. 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 to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.5 Committees

The board shall establish a Finance & Audit Committee and a Governance & Nominating Committee, and may establish other committees from time to time, to undertake specific areas that require specialized expertise and oversight on behalf of the board, as it deems necessary and with such powers as the board shall see fit. Any such committee may formulate

its own rules of procedure, subject to such directions as the board may from time to time make. The committee may appoint a day or days in any month or months for regular meetings of the committee at a place and hour to be named. The board chair may serve as an ex-officio member of all committees.

SECTION 7 - OFFICERS

7.1 Description of Offices

Executive Officers

- (a) There shall be a Chair, Vice-Chair, Secretary, Treasurer, and Executive Director and such other officers as the board may determine by by-law from time to time. The chair shall be elected by the Board from among their number at the first meeting of the board after the election of such board, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of a written agreement to the contrary, the employment of all officers shall be determined from time to time by the board. Officers shall be subject to removal by the board at any time.

Duties of the Chair

- (b) The Chair shall, when present, preside at all meetings of the Corporation. The board chair will function as the external spokesperson for the board as required. The Chair shall have such other duties and powers as the board may specify.

Duties of the Vice-Chair

- (c) The Vice-Chair shall, when present, preside at meetings of the Corporation when the Chair is absent or is unable to act. The Vice-Chair shall have other powers and perform other duties as may be prescribed from time to time by the board.

Duties of the Secretary

- (d) The Secretary shall be ex officio clerk of the board. He or she shall attend all meetings of the board and cause a record of all facts and minutes of all proceedings in the books to be kept for that purpose. He or she shall give all notices required to be given. He or she shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the board of directors.

Treasurer

- (e) The Treasurer, or person performing the usual duties of the chief financial officer, shall arrange to keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall arrange the deposit of all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. The Treasurer shall arrange to disburse the funds of the Corporation under the direction of the board's annual budget, taking proper vouchers therefore and shall render to the board at the regular meetings thereof or whenever required, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation.

Other Officers

- (f) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

7.2 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was

sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - EFFECTIVE DATE

9.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

9.2 Repeal of Prior By-laws

All prior by-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-law are repealed.

The repeal of prior By-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-laws, resolutions or other enactment.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on December 10, 2024 and confirmed by the members of the Corporation by special resolution on December 10, 2024

Dated as of the 10 day of December 2024

Signed by:


1B1A8CECACC1470

Chair


Secretary