

GENMO SALARIED PENSION ORGANIZATION

BY-LAW NO. 2

Being a by-law relating to the affairs of the not-for-profit GENMO Salaried Pension Organization this By-Law No. 2 supersedes the existing By-Law No. 1 and its amendments.

BE IT ENACTED on the 26th day of May, 2022 as a by-law of the not-for-profit GENMO Salaried Pension Organization (SPO)

Goals and Objectives

The GENMO Salaried Pension Organization is a not-for-profit corporation with articles of incorporation issued under the Not-for-Profit Act, 2010 (Ontario), and is dedicated to the promotion and protection of the pensions, benefits and other common interests of its members, surviving spouses and eligible dependents and such other complementary purposes not inconsistent with the foregoing.

GENMO will seek to achieve its goals and objectives via various supportive activities such as organizing and participating in activities and meetings with people, groups and companies that can affect a favourable outcome. These activities may include research, fact finding and advocating of various groups such as General Motors of Canada Company, pension and benefits companies and organizations, other like-member organizations for similar retiree groups and political parties as deemed necessary.

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Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "AGM" means the GENMO Annual General Meeting
3. "GENMO" means the GENMO Salaried Pension Organization;
4. "GENMO office" means the mailing address and the location of the prime storage area for the GENMO seal and other key relevant files;
5. "Board" means the board of directors of the GENMO Salaried Pension Organization;
6. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of GENMO as amended and which are, from time to time, in force;
7. "Chair" means the chair of the Board;
8. "GENMO" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
9. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
10. "Directors" means the collective directorship of the GENMO
11. "Extraordinary resolution" means a resolution submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80% of the members present;
12. "Member" means a member of GENMO in good standing (paid up with voting rights);
13. "Members" means the collective membership of the Corporation;
14. "Officer" means an officer of the Corporation;
15. "Area representatives" means representatives in centres across Canada;
16. "GMCL" means General Motors of Canada Limited;
17. "GMCC" means General Motors of Canada Company where GMCC replaces GMCL effective 2015;

18. GMAC means General Motors Acceptance Corporation
19. "Fees" means the required ongoing funds supplied to GENMO to remain a member in good standing;
20. "Special resolution" means a resolution passed by the vote of at least two-thirds of the members present and voting at a duly convened meeting;
21. "Telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.
22. "Proxy" means an authorization by means of which a member has appointed a proxyholder to attend and act on the member's behalf at a meeting of the members

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation shall be retained in the GENMO office.

1.05 Execution of Contracts

Contracts, obligations and other instruments in writing requiring execution by the GENMO may be signed by any two of its Officers or Directors, in consideration of any over-riding spending or expense levels as outlined in Section 13. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the GENMO to be a true copy thereof.

Section 2 – Directors

2.01 Powers

The affairs of GENMO shall be managed by the Board consisting of between a minimum of three (3) and a maximum of eight (8) Directors. The number of Directors utilized shall be

proposed by the Board as required and approved at the AGM by the membership in accordance with a vote which represents a majority.

The Board shall have full power and authority to administer the business and affairs of GENMO and to exercise all such powers and to do all such acts and things as may be lawfully exercised or done by GENMO, except such powers, acts and things which by the By-laws or by the Act are expressly directed or required to be exercised or done by GENMO at a meeting of members.

2.02 Qualification of Directors

A person is qualified to act as a Director at the time of his election and throughout his term of office, if he is a member in good standing of GENMO.

2.03 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting coinciding with the end of their two year term or until their successors are elected or appointed. Each term would be for two years with one half of the Board elected each year.

2.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if at a Special meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.
5. if they are absent for three consecutive Board meetings unless specifically approved by the Board

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors noted under section 2.01 of these Bylaws, the Directors in office

shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;

3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.06 Nomination

Nominations for Directors shall be in writing and signed by one member in good standing accompanied by a consent in writing of each nominee. Nominations must be received by a GENMO director at least 10 days prior to the AGM date. A nomination form is attached as Schedule F.

2.07 Roles

Directors may be appointed by the Board to serve specific roles within the Board that are supportive to the GENMO goals and objectives. Typical roles are outlined in Schedule E

2.08 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act Section 36(2) that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.09 Remuneration of Directors

The Directors shall voluntarily serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties. A similar standard applies to Area Representatives, members, appointed committee chairs and others who are advancing the interests of GENMO and have been pre-approved by the Directors for reimbursement of specific expenses.

2.10 Area Representatives

1. The Board may appoint area representatives as it deems necessary or desirable in furtherance of the objectives of GENMO. Any area representative appointed by the Board shall serve at the pleasure of the Board and the Board may terminate any such appointment at its sole discretion.

2. Area representatives will recruit new GENMO members and, when required, will canvass members within their area to determine opinions on critical or strategic issues. The Board will seek input from the area representatives on strategic issues and keep them informed on Board activities and decisions.

2.11 Privacy Policy

All Directors and Area Representatives must sign the 'Policy and Procedure Freedom of Information and Policy' form. Similarly, committee members and volunteer members who access personal information of members must sign the same form. The signed forms must be retained in the GENMO office.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law for urgent organizational matters requiring immediate resolution.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

Meetings of the Board shall be held at least quarterly, and more often as required.

The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The meeting agenda showing date, time, location and topic(s) will suffice. The Directors may consider or transact any business either special or general at any meeting of the Board. Emergency meetings may be convened on less than seven days notice to each director provided that the majority of the Directors agree to the need for such a meeting. Any director may initiate a request for an emergency meeting of the Board. A Director's meeting may be held without notice immediately following the annual general meeting of the membership.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of GENMO not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a

quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting (AGM) of GENMO.

3.04 Adoption of Resolutions Without Meetings

Any resolution or decision signed by all the Directors or a committee of Directors at any time in office shall be as valid and as effectual as if the same had been adopted, passed or taken at a meeting of the Board duly called, constituted and held or at a meeting of a committee of Directors. Emailing for a consensus is also an acceptable alternative; the result must be recorded. GENMO shall keep a copy of every resolution with the minutes of the meetings of the Directors or of a committee of Directors.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-President will act as Chair. If the Vice-President is not available the Directors present shall choose one of their number to act as the Chair. (see also section 9.05 regarding the Chair role at members meetings)

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. All votes at such a meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken in the usual way, be it assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to the effect in the minutes shall be admissible in evidence as proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.07 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.08 Quorum

A majority of the number of Directors constitutes a quorum at any meeting of the Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

3.09 Consent of Director at Meeting

A Director who is present at a meeting of the directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- a) the Director's dissent is entered in the minutes of the meeting
- b) the Director requests that his dissent be entered in the minutes of the meeting

- c) the Director gives his dissent to the Secretary of the meeting before the meeting is terminated; or
- d) the Director submits his dissent immediately after the meeting is terminated to GENMO

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:

- a) causes his dissent to be placed with the minutes of the meeting; or
- b) submits his dissent in writing to GENMO

3.10 In-Camera Meetings

Topics such as legal, personal, confidential or other private matters may be held as in-camera meetings. These meetings would not be recorded in the regular meeting minutes

In-camera meeting minutes must be recorded and filed separately from the regular meeting minutes

There must be a motion to break from the regular meeting into the in-camera meeting and then another motion to return to the regular meeting once the subject has been discussed.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. Any proposed deposits or investments that are made with GENMO funds or assets shall require review and approval by the Directors by recorded resolution at a Board meeting.

4.02 Investments

The Board is authorized to purchase only guaranteed investments which offer no risk to the principle amount of the investment. All investments owned by the GENMO Salaried Pension Organization shall be logged in the name of GENMO Salaried Pension Organization with a chartered bank or Trust Company as determined by the Board.

4.03 Financial Year

The financial year of the Corporation shall run from January 1 through December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint from the Board, Directors to the Officer positions of President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and the office of Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and the office of President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. Two or more offices of GENMO may be held by the same person.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of GENMO is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member of GENMO or for joining in any receipt or for any loss, damage or expense happening to GENMO through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or

Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

In the performance of their duties on behalf of the members of GENMO, each director shall be deemed to have incurred absolutely no personal liability whatsoever to a member or members for the success or failure of their efforts on behalf of said member(s).

Every Director of GENMO and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of GENMO, from and against:

a) all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect to any such liability;

b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof,.

GENMO shall not indemnify an individual under Section 6.01 unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the GENMO; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.02 Director and Officer's Insurance

GENMO will maintain Director's and Officer's liability insurance with a minimum liability limit of \$2,000,000 per claim and \$2,000,000 annual aggregate.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction

Section 8 - Members

8.01 Members

A member of GENMO is a person who is a GMCL, GMCC or GMAC salaried retiree, surviving spouse of a GMCL, GMCC or GMAC salaried retiree or survivor of a salaried retiree, a salaried active member of the GMCL “pension plan #0340950” or a salaried retiree or active member or eligible dependant entitled to receive health care benefits from GMCL or GMCC who has made the requisite membership payment.

8.02 Membership

A membership in GENMO is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

Membership in GENMO is voluntary.

All paid-up members are members “in good standing” of GENMO. Members in good standing are entitled to attend and to vote at membership meetings or special meetings. One vote per member is allowed for each issue.

As part of becoming members of the organization, members are deemed to consent to the collection and use of their names and addresses to share with members who will only use them according to purposes shown in the legislation. These purposes are limited to: an effort to influence the voting of members; requisitioning a meeting of the members; or another matter relating to the affairs of the corporation.

8.03 Termination of Membership

Withdrawal:

1. A member is deemed to have withdrawn from GENMO and ceases to be a member of GENMO when his membership fees are in arrears.

Expulsion:

1. Upon 15 days’ written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws or failure to pay required membership fees or for conduct which, in the opinion of the majority of the Board, is improper, unbecoming or likely to endanger the interests or reputation of GENMO.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

8.04 Membership Fees

1. Every member shall pay a one-time initiation membership fee of \$25.00
2. Annual fee: Every member shall pay an annual fee in an amount as determined by the Board
3. Fees are due and payable by not later than June 1 of the current calendar year.
4. Arrears:
 - a) If any member fails to pay the required fee(s) by June 1, he may be expelled in accordance with Section 8.03. On payment of all arrears and any other indebtedness due to GENMO a member may be reinstated.
 - b) No person may attend a meeting or have a vote without having paid the appropriate fee(s).
 - c) Hardship cases should express their inability to pay the full amount of fees requested of members in the form of a letter to the Board. The Board may subsequently consider a waiver of some or all of the fees at an upcoming Board meeting where a vote will be taken on the waiver proposal.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held during the month of May or not later than 15 months after holding the preceding annual meeting, at such time and in the Oshawa, Ontario area as the Board may determine. The Directors may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the previous year approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and

7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

1. The Directors may call a special meeting of the Members at any time by resolution of the Board for the transaction of any business, the general nature of such shall be specified in the notice calling the meeting. No other business than that specified in the notice of meeting shall be transacted at such meeting.

2. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the GENMO that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition. Such requisition shall state the general nature of the business to be transacted at the meeting and must be sent to each Director and to GENMO's registered office.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is twenty-five (25) of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-President will act. If the Vice-President is not available the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting. (see also section 3.05 regarding the Chair role at Board meetings)

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
7. if the meeting is held entirely by telephonic or electronic means then votes may be taken by telephonic or electronic means

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered

personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the GENMO and to the auditor or the person who has been appointed to conduct a review engagement, or if no address be given then to the last address of such Member or Director known to the Membership Director; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11- Proxies

Every member entitled to vote at a meeting of the members may by means of a proxy (See Schedule G for a sample Proxy form) appoint a proxy holder or one or more alternate proxy holders, who need not be members, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. If a meeting is held by telephonic or electronic means then the members entitled to vote at such meeting may, by means of a proxy, appoint the Chair as their proxy holder.

The proxy shall be written in a form approved by the Board or the Chair of the meeting and the form will be available on the GENMO website.

A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.

A member may revoke a proxy with a revocation signed by the member.

A person who is appointed a proxy holder shall attend in person, or cause an alternate proxy holder to attend, the meeting in respect of which the proxy is given and shall comply with the directions of the member who appointed the person.

Section 12 - By-laws

12.01 Amendments to By-laws

1. Amendment: The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

By-laws of GENMO may be repealed or amended by the vote of at least two-thirds of the Directors present at a meeting of the Board, provided that the repeal or amendment of any such By-law shall not be enforced or acted upon unless and until it is sanctioned and confirmed at a general meeting of the members duly called for that purpose.

2. Notice: A copy of the proposed By-law or its repeal or amendment shall be emailed and/or provided via the regular postal system, at the Board's discretion, to each member in good standing with the notice of the meeting at which time the same is to be considered

12.02 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the affairs of GENMO as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of GENMO when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have full force effect.

12.03 Members Bound by By-laws, Rules and Regulations

1. Distribution: All members shall have access to the By-law and all amendments at the GENMO web site.

2. Scope: All members shall, by accepting membership, be deemed to have notice of and to agree to be bound by this By-law and all amendments and additions duly made thereto and by all the rules and regulations made or hereafter to be made by GENMO or by its duly authorized Directors

Section 13- Approval of Disbursements and Expenditures

1. No disbursements or expenditures, other than those that relate to the payment of normal and recurring operating expenses in the current approved budget, and no contract or undertaking committing GENMO, shall be made or entered into without the prior approval of:
 - a) any one Director, when the amount involved is less than \$250.00
 - b) Any two Directors when the amount is \$250.00 or more but not in excess of \$500.00
 - c) the Board, when the amount involved is \$500.00 or more but not in excess of \$10,000.00
 - d) the Board, when the amount involved is in excess of \$10,000. Any disbursement or expenditure in excess of \$10,000.00 will be reported to the members at the next annual general meeting. Disbursements or expenditures, or and contracts or undertakings committing GENMO, that cause the approved annual budget of GENMO to be overrun by in excess of 10%, shall be approved by a two-thirds majority of directors, and reported to the members at the next annual general meeting.
2. It is mandatory that two (2) Directors with signing authority sign each cheque.
3. All payments to be made in accordance with the GENMO Expense Policy.

Section 14- Borrowing of Funds

The Board under no circumstances may borrow funds or take out a loan in the name of GENMO; nor may they issue, sell or pledge securities of GENMO.

Section 15- Auditors and Financial Disclosure

Appointment of Auditor

1. Subject to the Act Section 76 (2), at each annual meeting, Members of GENMO may by extraordinary resolution appoint,
 - a) a person to conduct a review engagement of the corporation provided revenue from all sources is less than \$500,000 or
 - b) to not appoint an auditor and to not have an audit or a review engagement in respect of the corporation's financial year if the corporation had annual revenue in that financial year of \$500,000 or less or such other prescribed amount.
2. The remuneration of an auditor or person appointed to conduct a review engagement may be fixed by ordinary resolution of the Members or, if not so fixed, shall be fixed by the Directors

Approval of Annual Financial Statements

1. The Directors shall approve annual financial statements.
2. The approval of the Directors must be evidenced by the signature of one or more directors.

Presentation of Annual Financial Statements to Members

1. The Directors of GENMO shall place before the Members at every annual meeting,
 - a) the financial statements approved by the Directors
 - b) the report of the auditor or of the person who conducted a review engagement, as the case may be; and
 - c) Any further information respecting the financial position of GENMO required by the articles or By-laws
2. Not less than 21 days before each annual meeting of the Members GENMO shall give a copy of the documents referred to in subsection (1) to all Members who have informed GENMO that they wish to receive a copy of those documents.

Section 16- Execution of Documents

1. **Signing Documents:** Any documents requiring the signature of GENMO may be signed by the President or Vice-President together with the Secretary or Treasurer and all documents so signed shall be binding on GENMO without any further authorization or formality. The Board may, from time to time by resolution appoint counsel on behalf of GENMO, to sign documents in conjunction with one of the Directors named above.

2. Sealing: The seal of GENMO may, when required, be affixed to contracts and documents as aforesaid.

Section 17- Records

Corporate Records to be Kept

1. GENMO shall prepare and maintain records containing,
 - a) the corporation's articles and by-laws, and amendments to them;
 - b) the minutes of meetings of the members and any committee of members;
 - c) the resolutions of the members and of any committee of members;
 - d) the minutes of meetings of the directors and of any committee of directors;
 - e) the resolutions of the directors and of any committee of directors;
 - f) a register of Directors;
 - g) a register of Officers;
 - h) a register of Members; and
 - i) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis
2. The registers referred to in clauses (1)(f)(g)(h) must contain name and contact details such as mailing and email address and phone numbers information

Retention

1. Subject to any other Act or rule of a taxing authority that requires a longer retention period, a corporation shall retain the accounting records referred to in clause (1)(i) for six years.

Location of Corporate Records

1. GENMO shall keep the records described in "Records to be Kept" (1)(a)(b)(c)(f)(g)(h) at GENMO's registered office.

Membership Records

1. A list of current and past year Members must be retained in one file. The current year final membership list will be prepared after the June 1 final date for dues payment has passed. Those individuals who have not maintained their membership into that period must be moved to a secondary file.

Section 18- Seal

The seal as impressed on this By-law is adopted as the seal of GENMO.

Section 19- GENMO Mandate

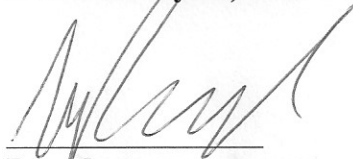
Terms of reference governing the activities of GENMO are defined within the Bylaws within the Goals and Objectives. . Terms of Reference may be amended from time to time by the Board,

subject to the approval by the majority of the membership in attendance during a membership meeting.

Section 20- Sunset Clause

1. At the recommendation of the Board, and subject to the approval by the majority of the members present at a duly constituted membership meeting, the activities of GENMO may be wound up and the Organization disbanded.
2. In the event of a wind-up of GENMO, all real property, and monetary assets, net of wind-up expenses shall be donated to one or more registered charities. The charities shall be chosen by a majority of the members in attendance at such meeting held for the purpose of winding up the affairs of GENMO.

Enacted May 26, 2022



President



Treasurer



Schedule A

Position Description of the President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board, the membership and senior management, if any, of the corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for the Board.

Committee Membership. Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Tax Reporting. Maintain and complete CRA Schedule 546, 'Corporations Information Act Annual Return For Ontario Corporations'. It is to be provided to CRA along with the corporation's income tax return. Maintain financial accounting records for six years.

Schedule C

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and ensure that they

are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees as required

Schedule D

Mailing Address for the GENMO Office

The current mailing address for the GENMO office is as follows:

37 Shewman Road

Brighton, ON

K0K 1H0

Schedule E

Typical Director Roles

Vice President

Primary Duties

To assist and provide support to the President as he conducts his/her role. To act as Chair during board meetings if the usual Chair is not in attendance.

Membership Director

Primary Duties

To accept new membership applications and fees, to issue renewal notices, to retain and record membership documentation in a central file in accordance with privacy legislation in place at the time, and to communicate with members regarding their membership status. Keep a roll of the names and addresses of the members. Membership fees received shall be recorded and passed forthwith to the treasurer for banking purposes.

Communications Director

Primary Duties

To develop and prepare annually, various notifications between the Board and the membership in a manner that ensures that members are apprised of current issues that may affect them regarding their pension and/or benefits coverage. Examples of communication methods shall include but not be limited to, the AGM, paper or electronic means.

The Communications Director is responsible for all website development, administration and communication updates to members as applicable. All communications shall utilize the method required to satisfy current legislation.

Legal Director

Primary Duties

To oversee all contact with the law firm(s) representing GENMO interests. All facts obtained from meetings and other communications shall be immediately transmitted to other Directors by e-mail, or if that isn't feasible, by scheduling appropriate meeting(s). He will be responsible for providing direction in all legal matters in conjunction with the Legal Committee. The Legal Director will report to the Board on a regular basis and obtain approval of the Board prior to initiating legal actions.

Directors at Large

Primary Duties

To assist with various duties and projects in support of the GENMO goals and objectives and/or as directed by the Board.

Schedule F

NOMINATION FORM

I, _____, a GENMO member in good standing, nominate
Nominator Name
_____ to stand for office as _____,
Candidate Name Position

a Director of the GENMO Salaried Pension Organization.

I, _____, a GENMO member in good standing, accept the
Candidate Name
nomination and agree to stand for election as a Director of the GENMO Salaried Pension
Organization.

Signature _____ Date _____
Nominator Signature

Signature _____ Date _____
Candidate Signature

FORMULAIRE DE MISE EN CANDIDATURE

Je, _____ un membre en règle de GENMO, de désigner des
Nom du proposant
_____ pour se présenter au bureau comme directeur
Poste nom du candidat
_____ de l'organisation de GENMO

Je, _____ sou mets ma nomination et accepte de me présenter aux
Nom du candidat
élections à titre d'administrateur de l'organisation de retraite salariée GENMO.

Signature _____ Date _____
Signature du proposant

Signature _____ Date _____
Signature du candidat

Schedule G

PROXY FORM

I, _____, a GENMO member in good standing,
designate _____ to cast a vote on my behalf.

Signature _____ Date _____

Completed Proxy forms should be E-Mailed to GENMO at "communication@genmo.ca"
or mailed to GENMO at P.O. Box 82555, Oshawa, ON L1G 7W7 prior to XX XXX
XXXX.

FORMULAIRE DE PROCURATION

Je, _____ un membre en règle de GENMO,
désigne _____ de voter en mon nom.

Signature _____ Date _____

Les formulaires de procuration dûment remplis doivent être envoyés par courriel à
GENMO à communication@genmo.ca ou envoyés par la poste au GENMO à la case
postale 82555, Oshawa (Ont.) L1G 7W7 avant le XX XXX XXXX.