



Recommended Changes to the By-Laws Summary

Context: In 2021, we undertook a review of its By-law No. 1 adopted by way of special resolution of the members on March 27, 2014 (the “By-Laws”).

The goal of this exercise was to ensure the By-Laws : (i) were still compliant with current legislation, (ii) reflect the current governance procedures of the organization, and (iii) align with present-day best practices for non-profit organizations.

To do so, we mandated the law firm Legros, St-Gelais, Charbonneau, Avocats to assist us in the process. Following a thorough review of their advice by the Governance Committee, we are now submitting the following changes to the members of the organization, which were approved by the Board of Directors as of January 23, 2023:

- [Amended and restated By-Laws](#); and
- [A “compare” version to the current By-Laws](#).

We also provide you with a table summarizing the changes to ease your review. Please make sure to review the yellow and red sections as they are the most important changes.

Summary of the recommended changes			Level of importance
General			
<ul style="list-style-type: none"> • We corrected minor typo, made the use of defined terms uniform and adjusted the format to facilitate the as to be more organized and readable. 			
Section	Change	Reasoning	
1.2	Added a “Context” section.	We added context to the reader to provide more information on the corporation’s history, location and mission.	
2.2	Clarification regarding the delegation of authority from the board to the executive director.	We clarified the language to reaffirm that the board of directors has the power to delegate some of its authority to the executive director to facilitate the day-to-day management of the corporation through a policy. Such policy will be presented to the board for review in 2023.	
3.1	Creation of two categories	Because we want to give MoW	



	<p>of members instead of one.</p> <p>Clarification of the qualifications required to be considered a registered member of the corporation.</p>	<p>clients the opportunity to vote by absentee ballot, we needed to create a new category of members to give them this additional right which the other members don't benefit from.</p> <p>We refined the following qualifications:</p> <ul style="list-style-type: none"> • time interval during which employees, volunteers, food service beneficiaries, donors, and partner organizations qualify as members; • definition of a "client" narrowed to food service beneficiaries; and • addition of organizations with which the SR collaborates with. 	
4.10	<p>Addition of language regarding hybrid meetings.</p>	<p>We specified that meetings can be held in an hybrid fashion following the current procedural rules, as applicable to how the member is attending the meetings. Given that the pandemic changed how we hold meetings, this clarification removes any gray area.</p>	
4.15	<p>Addition of a virtual show of hand as a way to vote on matters at meetings for members participating electronically.</p> <p>Addition of the procedure regarding voting when a ballot is required in a virtual meeting.</p>	<p>The current version provides that members participating in meetings electronically must vote orally. This is not how we proceed so we added that members can vote electronically by a virtual show of hands (ex. using the tools in Google Meet or Zoom).</p> <p>Given that we now have the electronic tools to allow voting while remaining anonymous, we specified the way we would allow our members to vote electronically when a ballot is required during a meeting.</p>	
5.2	<p>Clarification of the requirements to be eligible to be elected as a board member.</p>	<p>We added the following requirements (i) not being bankrupt, and (ii) be an individual, which are additional requirements provided by legislation.</p>	
5.3#	<p>Confirmation of staggered terms was for board members.</p>	<p>The board members currently hold office in staggered terms. This was not specified in the current by-laws,</p>	



		so we added language to that effect.	
5.5	Clarification of what constitutes a reimbursable expense for board members.	We narrowed the definition of board members expenses incurred in the context of their role which can be reimbursed by SR.	
6.4	Simplification of the language regarding what constitutes a quorum for board meetings.	The language in the current version was confusing so we simplified it.	
7.1	Change of the officers' term from 1 year to the following AGM.	We aligned the language to match the election of directors so that officers are released from their functions when the new board is elected. We found that a term of 1 year created a risk of officers' terms ending before an AGM, depending on how the date falls compared to the previous AGM.	
7.2	Clarifications regarding the role of the Chair, Secretary and Executive Director.	We added that (i) the Chair can sign binding documents in the name of the corporation, (ii) in the event the Secretary is unable to attend a meeting, the directors or the members can appoint another director to assume the duties of secretary for such meeting, and (iii) the ED may not be a director of the corporation and must be employed by it.	