



BYLAWS

TO BE APPROVED BY THE MEMBERSHIP OF MINECONNECT AT THE 2024 ANNUAL GENERAL MEETING HELD ON FEBRUARY 13, 2025

ARTICLE 1: NAME

1. The name of the organization shall be the MineConnect Supply & Services Association hereinafter referred to as 'MINECONNECT' or 'the Corporation'.

ARTICLE 2: OBJECTS

The objects of MINECONNECT shall be to promote **Northern Ontario's** mining supply and service cluster to the world. We will help our members grow and succeed in the industry, generating leads domestically and internationally.

ARTICLE 3: MEMBERSHIP

1. All persons who agree with the objects of MINECONNECT shall be eligible to apply for active membership. The procedure for admission to and the exercise of privileges of such membership shall be specified in these bylaws.
2. Corporations, associations, partnerships, individuals, and other legal entities may subscribe and hold active membership in this organization.
 - a. Corporate Member - Businesses that directly supply or service the mining operators and developers.

- b. Associate Member - Businesses that provide professional services to mining service and supply companies. For example, companies that provide services like financial services, insurance, accounting, marketing, legal, and business consultants, or are in the hospitality industry can become associate members.
 - c. Individual Member – A person with direct ties to the mining industry and who is interested in the activities of the Corporation.
3. Membership shall be acquired by application on a prescribed form which shall be reviewed by the Executive Director for its acceptance. Such member(s) shall have all rights and privileges and be subject to the obligations of active membership.
 4. Each member shall promptly be informed by the Executive Director of admission as a member.
 5. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.
 6. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the corporation prior to acceptance of the resignation.
 7. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. No proxy votes shall be allowed.
 8. Voting by all members other than individual members shall be assigned to accredited representatives who are named by the member organization in the manner prescribed by the Board of Directors.
 9. The scale of membership fees in MINECONNECT shall be set by the Board of Directors.
 10. A member is in good standing as long as his/her dues are not determined by the Board of Directors as being in arrears. Any member whose dues are in arrears for 90 days or more may have their membership revoked by the Board of Directors and all privileges of membership shall be forfeited.
 11. Permanent, full-time employees of member firms shall be considered members of MINECONNECT to the extent determined by the Board of Directors and are entitled to enjoy the privileges of membership that the Board of Directors establishes. Each member firm shall be limited

to one (1) vote. Member firms are responsible for the acts, omissions, and liabilities to MINECONNECT of their employees.

12. Any Active membership may be revoked by the Board of Directors by a two-thirds (2/3) majority.

ARTICLE 4: CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

ARTICLE 5: FINANCES

1. Funds for the operation of MINECONNECT shall be raised by annual fees from members, special assessments, and voluntary contributions from legally acceptable sources and the proceeds of services carried out by the Corporation.

2. The Board of Directors shall prescribe the form and procedure for receiving and disbursing all funds due or entrusted to the Corporation. All the monies belonging to MINECONNECT shall be deposited in a chartered bank, credit union, or caisse populaire in the City of Greater Sudbury to be designated by the Board of Directors and such money may only be drawn out by e-transfers or cheque, bearing the signature of two executives including the President, Vice-President, or Treasurer.

3. The funds and property of MINECONNECT shall be used and applied to and for such purpose only as may be calculated to promote the particular objects stated in Article 2 of these Bylaws.

4. A complete audit of the books and accounts of the Corporation shall be made at least once a year by a properly qualified chartered accountant duly appointed at the annual general meeting. The financial statement forming part of this audit shall be made available to all members at the annual general meeting.

ARTICLE 5: EXECUTION OF DOCUMENTS

1. Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by either the President, or Vice-President, or Executive Director and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as required the same.

2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the President, Vice-President, Treasurer, and Executive Director, as well as by any person authorized by the board.

ARTICLE 6: FINANCIAL YEAR

1. The fiscal year shall end on the 31st day of October.

ARTICLE 7: BOOKS AND RECORDS

1. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE 8: ANNUAL AND OTHER GENERAL MEETINGS

1. The annual meeting shall be held before the end of February on a date specified by the directors at a place and hour to be designated by the Board.

2. A properly constituted annual general meeting shall consist of a minimum of twenty-five (25) members in good standing and this constitutes a quorum. A properly constituted special or general meeting shall consist of ten (10) members in good standing and this constitutes a quorum.

3. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement, and the report of the auditors shall be presented. An Auditor appointed for the ensuing year and the remuneration of the auditors shall be fixed.

Newly appointed directors approved by the board, since the previous year's annual general meeting, shall be ratified by the membership at the current AGM.

4. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

5. Special or general meetings shall be held at such other times as the Chair of the Board, or Board of Directors may determine, or upon the written request of five (5) percent of the members in good standing. Due notice by mail, or other electronic text forms, shall be sent to each member. When called otherwise than by the President of the Board, or Board of Directors, the notice of the meeting shall contain a statement of purpose of the meeting and shall be

mailed, or forwarded by other electronic text means, to all members at least twenty (20) days prior to the meeting.

6. The motion to approve the actions of the Board of Directors at the annual general meeting requires a two-thirds (2/3) majority vote. All other motions at annual general, special, or general meetings require a simple majority.

7. All questions of parliamentary procedure not dealt with in the bylaws shall be settled according to Robert's Rules of Order.

ARTICLE 9: BOARD OF DIRECTORS

1. The affairs of the Corporation shall be managed by a minimum board of five (5) directors and a maximum of ~~nine~~ **eleven** (11) directors each of whom at the time of his/her election or within 10 days thereafter and throughout his/her term of office shall be a member of the Corporation. A maximum of three (3) Associate members may be on the board.

2. Directors shall exercise discipline to prepare for, attend, and participate in meetings, and overall to direct effectively, efficiently, and with excellence.

3. The Board of Directors shall meet once each quarter as well as at the annual general meeting for a minimum of five (5) times a year.

4. Each director shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified.

5. Directors are required to attend a minimum of 65% of all Board meetings, and to not be absent for three consecutive meetings or related events annually.

6. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

7. To be eligible to be a member of the Board of Directors a person must be an employee, officer, or owner of a Corporate or Associate Member of good standing. Should a director's employment with a Corporate or Associate Member cease, or the Corporate or Associate Member's membership cease, the director's term will end at the next annual meeting. The Board of Directors is empowered to make exceptions to this section in extenuating circumstances. Each

member of the Board of Directors will exhibit ethical and professional conduct at meetings of the Board of Directors and at any other place that may reflect on the Board as a whole.

8. A majority of the directors shall form a quorum for the transaction of business.

9. Directors and committee members may participate in Board and committee meetings via conference call or video conference if, or where, available, and participation in this manner shall constitute attendance for quorum purposes.

10. Voting procedure at all meetings of the Board of Directors, except as otherwise prescribed, shall be that a simple majority of the directors present and voting shall prevail.

11. CONFLICT OF INTEREST - A director having a conflict of interest in a matter before the Board shall absent him or herself from all discussions and votes pertaining to the matters in which they are in conflict by leaving the room.

12. IN-CAMERA MEETING - A meeting of the Board may be held in camera where it is determined by the Board that it is in the best interests of MINECONNECT that the matters under discussion be kept confidential. Matters that may appropriately be considered at an in-camera meeting include discussions relating to personnel, membership, and any other matters that, as determined by the Board, are in the Corporation's best interest to be kept confidential.

13. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

14. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on the direction in writing of two directors. Notice of such meetings shall be sent by email to each director not less than two days before the meeting is to take place.

15. 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 board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice need be sent.

16. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

17. Any member in good standing may request to make a presentation to the Board of Directors at one of its regular meetings. Such requests must be made in writing, shall contain a statement of the purpose of the presentation, and shall be delivered by email, mail or in person to the President who in turn shall forward the request to the Board for its consideration. If the request is approved, the presentation will take place at the next, or a subsequent meeting of the Board.

18. All questions of parliamentary procedure not dealt with in the bylaws shall be settled according to Robert's Rules of Order.

ARTICLE 10: VACANCIES, BOARD OF DIRECTORS

1. If any member of the Board of Directors shall absent him/herself without reasonable cause from meetings of the Board of Directors, his/her seat may be declared vacant by the Board.

2. A director shall be required to take a leave of absence from the Board of Directors and Executive Council once he/she declares candidacy to seek municipal, provincial, or federal public office, and if elected, the individual's seat shall be declared vacant.

3. A President of the Board shall be required to take a leave of absence from the Executive Council and any Corporation committee once he/she decides to support, in any public way excluding financial contribution, a candidate seeking election to municipal, provincial, or federal public office until the conclusion of the election. This provision does not preclude the private financial support of a candidate.

4. Vacancies on the board of directors, however, caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith fill the vacancy.

5. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

ARTICLE 11: ELECTIONS AND APPOINTMENTS TO THE BOARD

1. Anyone from the board of directors may nominate new directors from the membership at any time during the year to fill vacancies.

2. A majority of the board of directors must ratify the selection and approval of all new board directors.
3. Every new Board member will participate in the orientation program as determined by the Executive Director and President. The program will be open to all Directors.
4. All directors shall remain in office until their successors are appointed. Terms shall be two-years to a maximum of three two-year terms.
5. Once directors have fulfilled either two, four, or six years total and should they leave the board for any reason, they will only be eligible for nomination to the board of directors after two years of their departure.

ARTICLE 12: ERRORS IN NOTICE, BOARD OF DIRECTORS

1. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

ARTICLE 13: REMUNERATION OF DIRECTORS

1. The directors shall receive no remuneration for acting as such limited to the reimbursement of expenses as set out in the policies of the Corporation

ARTICLE 14: OFFICERS OF CORPORATION

1. There shall be a President, a Vice-President, a Secretary, a Treasurer, an Executive Director, and such other officers as the board of directors may determine by by-law from time to time.

The Executive Director shall be the chief administrative officer of the Corporation and shall serve as Secretary of the Corporation.

2. ~~The President is the only position with a term and the position must be filled by a Corporate member~~ The term for a President is one, two-year term, followed by one year as Past President unless they have completed their three 2-year terms as a board member. The Past President shall act as a mentor for the incoming President. The Past President shall retain their vote on Board matters.

3. The new incoming President, Vice-President, and Treasurer shall be recommended by the outgoing President and the Executive Director to the Board for approval at the last meeting prior to the annual general meeting. Incoming executives to the Board would be presented by the Executive Director, on the direction of the Board, and the incoming executive would require approval by the membership at the annual general meeting.

5. The Executive Director shall be responsible for keeping the records and books of the Corporation, conducting its administration, retaining copies of all official letters, and preserving all official documents.

6. The Executive Director, with the President of the Board, signs and when necessary, seal with the seal of the Corporation, all papers and documents requiring signature and execution on its behalf.

7. The Executive Director shall sit as a non-voting member at all meetings of the Board of Directors and Executive Council, and may sit as a non-voting member at all meetings of all committees, and shall be entitled to take part in all discussions except when the President determines that a conflict of interest exists.

8. The Executive Director and the President shall be the official spokespeople for the Corporation. No communication shall be made to the public in the name of the Corporation, for any purpose, other than by the Executive Director or President or their designate.

9. PRESIDENT, VICE PRESIDENT, AND EXECUTIVE DIRECTOR

a. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors.

b. The President shall provide overall direction for the affairs and operations of the Corporation.

c. The President shall be responsible for documenting and maintaining records of all in-camera meetings.

d. The Executive Director shall be charged with the general management and supervision of the affairs and operations of the Corporation.

e. The President with the Chair of the Governance Committee or other officer appointed by the board for the purpose shall sign all by-laws.

f. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, and if the Vice-President or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

g. The Corporation shall be operated by the Executive Director who shall be the chief operating officer and shall be responsible to the board and report to the membership on an annual basis.

h. The Executive Director shall not be a director of the Corporation and shall be paid such compensation as may be set out in such employment contracts as may be entered into from time to time by and between the President and Executive Director and report to the Board.

10. TREASURER

a. The Treasurer will work collaboratively with the Audit Committee to support the Board of Directors in achieving its fiduciary responsibilities.

b. The Treasurer shall be responsible for all funds of the Corporation and shall cause to have such funds deposited as stated in Article 5 of the Bylaws.

c. The Treasurer will present the quarterly financial statements to the Board as prepared by staff.

d. The Treasurer will work cooperatively with the Executive Director and the auditors in the presentation of the annual audited financial statements to the Board of Directors by the auditors.

11. SECRETARY

a. The Secretary shall be an ex officio clerk of the board of directors (see Article 14 Section 1.).

b. The Secretary shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose.

c. The Secretary shall give all notices required to be given to members and the directors. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the board of directors.

12. The duties of the officers shall be defined in the Governance Process Policies of the Corporation, as otherwise assigned by the Board of Directors, or as otherwise required by law.

13. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other power and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

14. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

15. Indemnity: The directors and officers of the Corporation shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against actions, costs, charges, losses, damages, and expenses which they or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of the performance of their duty as a director or an officer except such as a director or officer shall incur or sustain as the result of his or her failure to act honestly and in good faith with a view to the best interests of the Corporation.

16. Insurance for Directors and Officers: The Corporation shall maintain directors' and officers' liability insurance policy for the benefit of the directors or officers of the Corporation.

ARTICLE 15: COMMITTEES

1. The Board of Directors has the authority to create standing or ad hoc committees, to define their powers or duties, and to appoint their members.

2. The terms of reference of the standing committees shall be as described in the Corporation's Governance Process Policies.

ARTICLE 16: POLITICAL AFFILIATION

1. The Corporation shall not endorse any candidate or political party in any federal, provincial, or municipal election campaign.

ARTICLE 17: DUES

1. There shall be membership fees payable by members as shall from time to time be fixed by a majority vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.
2. The Executive Director shall notify the members of the membership fees at any time payable by them and any member whose dues are in arrears for 90 days or more may have their membership revoked by the Board of Directors and all privileges of membership shall be forfeited.

ARTICLE 18: AMENDMENTS

1. The Board may pass or amend the Bylaws from time to time.
2. Where it is intended to pass or amend Bylaws at a Board meeting, the President shall send, not less than 14 calendar days before the meeting, written notice of such intention to each director and confirmed by email. Where the notice of intention is not sent as provided herein, any proposed amendments to the Bylaws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention is needed. Further, an amendment requires the amendment to be carried by a two-thirds majority of the Directors present and voting at the meeting at which the amendment to the Bylaw is to be considered.
3. Except as hereinafter otherwise provided, a Bylaw or an amendment to the Bylaw passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.
4. A Bylaw or an amendment to a bylaw passed by the Board shall be presented for confirmation at the next Annual General Meeting or Special General Meeting called for that purpose. Due notice to every member of the meeting at which the amendments are to be considered must be mailed or forwarded by other electronic means, at least (14) days prior to the time of the meeting.
5. A two-thirds (2/3) majority of the members in attendance and voting at the Annual General Meeting or Special General Meeting may confirm the Bylaws as presented or reject or amend it, and, if rejected, it immediately ceases to have effect, and, if amended, it takes effect as amended from that time forward.

6. Any rejection, amendment or refusal to approve the Bylaw or part of the Bylaw, shall not invalidate any act done or right acquired under any such Bylaw prior to its rejection, amendment or refusal to approve and such rejection or amendment shall have no retroactive effect.

ARTICLE 19: DEPOSIT OF SECURITIES FOR SAFEKEEPING

1. 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.

2. 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 of directors and such authority may be general or confined to specific instances.

3. The institutions that may be so selected as custodians by the Board of Directors shall be fully protected in acting per the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

I hereby certify that the foregoing by-laws are a true and correct copy as presented and approved at the Annual General Meeting of MineConnect held on the 13th day of February, 2025.

I further certify that the meeting was duly called, and that quorum was present.

APPROVED:

Bruno Lalonde, Chair