

## **Amendments to By-Laws for Sunderland Co-operative Inc.**

**Be it resolved that** the by-laws of the Co-operative be and are hereby amended as follows:

Article 9.1 is repealed and replaced with the following Article 9.1:

### **“9.1 Annual Meeting**

The Co-operative shall hold an annual meeting of Members not more than 15 months after the holding of the last preceding annual meeting. Subject to the foregoing, the annual meeting of members shall be held on such day and at such time in each year as the board, or the Chairman of the board or the President, in the absence of the Chairman of the board, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and the transaction of such other business as may properly be brought before the meeting. The meeting of the members may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at the meeting. ”

Article 9.2 is repealed and replaced with the following Article 9.2:

“9.2 Other meetings of the members may be called by order of the Chairman, President, a Vice-President or requisition by the Members in accordance with the provisions of the Act at any time and at any place within Ontario and the Secretary shall send the requisite notice of such meeting to the members of the Co-operative. Such a meeting may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at the meeting.”

Article 9.3 is repealed and replaced with the following Article 9.3:

### **“9.3 Notice of Meetings**

A meeting of Members of the Co-operative shall be held at such place within Ontario as the board determines or, in the absence of such a determination, at the place where the head office of the Co-operative is located. A meeting held by telephonic or electronic means is deemed to be held at the Co-operative’s head office.”

Article 9.4 is repealed and replaced with the following Article 9.4:

### **“9.4 Notice**

Notice of any annual or other meeting of the Members shall be deemed to be well and sufficiently given if such notice is given in accordance with Article 16.1 of these by-laws to each member at the member’s usual place of business or at the member’s residence or at the member’s address as entered in the books of the Co-operative or mailed or transmitted at least 10 days but no more than 50 days prior to the date fixed for the holding of such meeting.”

Article 16.1 is repealed and replaced with the following Article 16.1:

“16.1 Method of Giving Notices

A notice or other document required to be given or sent by the Co-operative to a member, director, officer or auditor or member of a committee of the board of the Co-operative:

- (a) may be delivered personally or sent by mail to his or her business, residence or latest address as shown on the records of the Co-operative; or
- (b) except in circumstances as may be prescribed by the Act and its regulations, may be sent electronically to him or her in accordance with the Electronic Commerce Act (2000) as amended on such conditions as may be prescribed under the Act and its regulations.

A notice of other document sent by mail by the Co-operative shall be deemed to have been given or sent in those circumstances prescribed by the Act and its regulations and in all other circumstances shall be deemed to have been given and received on the fifth day following the date of mailing. Any document delivered personally or electronically shall, subject to the provisions of the Electronic Commerce Act (2000) as amended and this Act and its regulations, be deemed to be delivered on the day it was sent electronically or personally delivered, as the case may be.”