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canadian
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CANADIAN NUCLEAR ASSOCIATION

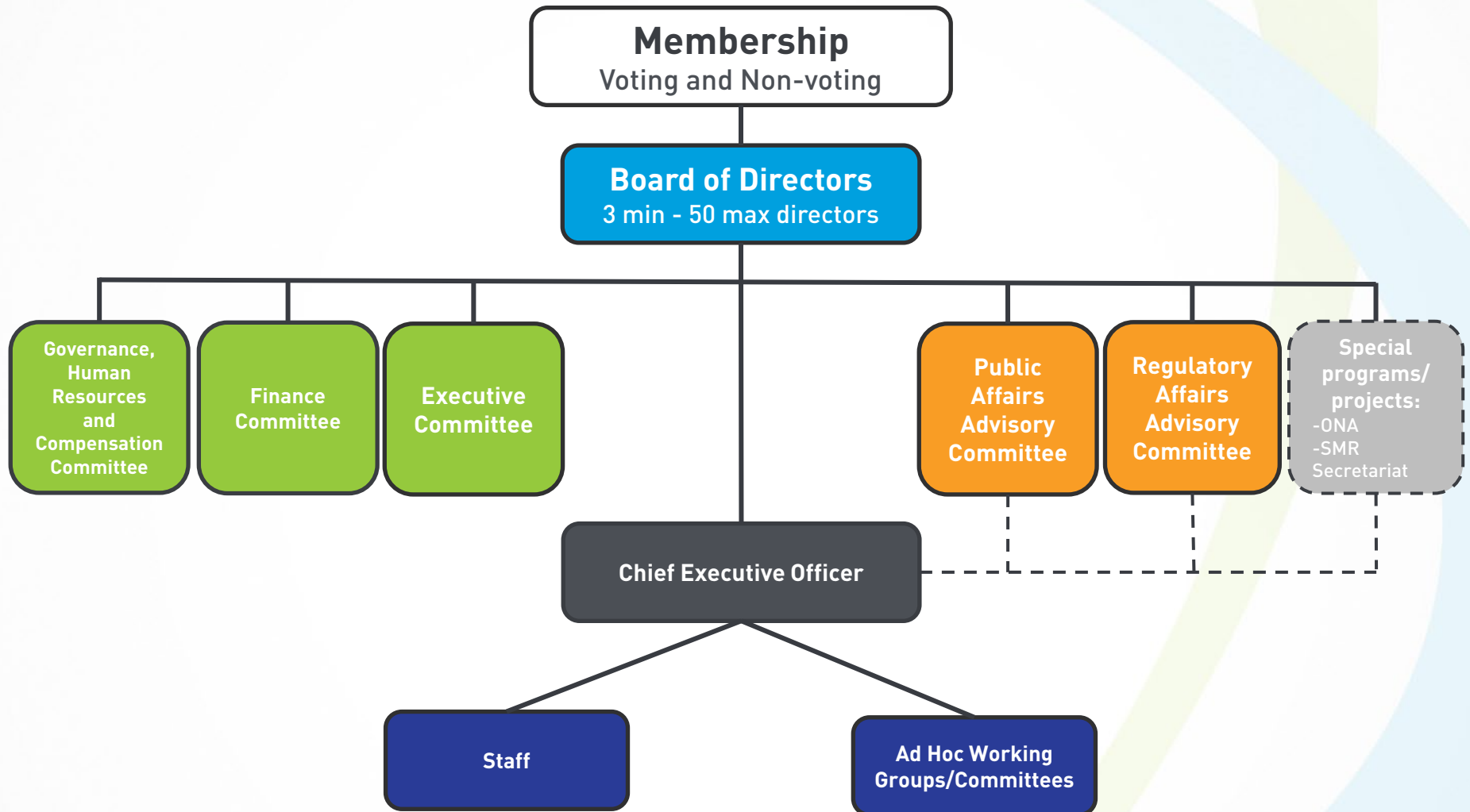
BOARD OF DIRECTORS HANDBOOK

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CNA Governance Structure



Board of Directors Guidelines

Date of creation: Dec. 4, 2020

Revisions:

1. Purpose

The board of directors (the “board”) of the Canadian Nuclear Association (the “organization”) has adopted the following guidelines to ensure that the board has a shared understanding of its governance role and to create a framework for the effective governance of the organization.

2. Roles and Responsibilities of the Board

The board is accountable to the members. It is responsible for the stewardship of the organization and for supervising the management of its business and affairs. In carrying out its responsibilities, the board has the power to delegate its authority and duties to committees of the board or to senior management as it determines appropriate, subject to any applicable laws. The duties, functions and responsibilities of the board and its committees are subject to the *Canada Not-for-profit Corporations Act* (the “Act”) and its regulations and other applicable legislation, and the organization’s by-law.

In fulfilling its duties, the board is, among other things, responsible for the following:

- Reviewing, approving, and updating as necessary the purpose of the organization.
- Satisfying itself that the business of the organization is conducted ethically and that the CEO and other senior management promote a culture of integrity throughout the organization.
- Overseeing the appointment and dismissal of the CEO, processes for CEO evaluation and compensation, and succession planning for the board and CEO.
- Reviewing and approving the organization’s strategic and business plan and monitoring their implementation and effectiveness.
- Establishing measures of organizational performance and utilizing those measures to ensure senior management accountability.
- Ensuring processes are in place to identify and manage the principal risks to the organization’s business.



- Protecting the assets of the organization and providing financial oversight, including approving annual budgets and annual audited financial statements (as recommended by the finance committee) and reviewing financial controls.
- Ensuring the organization appropriately communicates with members in a manner consistent with accountability to members.
- Overseeing the organization’s compliance with relevant laws and regulations and reviewing by-laws and significant policies and practices to ensure compliance.
- Designing governance structures, policies, and practices to position the board to fulfill its duties effectively and efficiently, and making changes as needed.
- Performing such other functions as the board believes appropriate or necessary.

3. Director Qualifications

The organization seeks as directors committed individuals who have the highest ethical standards, sound judgment and an interest in the long-term best interests of the organization, its members, and other stakeholders. Director qualifications are set out in the CNA Board – Statement of Qualifications.

4. Role of the Director

The general expectations for, and duties of, individual directors of the organization are set out in the CNA Board – Duties and Expectations of Director policy.

5. Chair of the Board – Role and Qualifications

In addition to the duties of every director of the board, the chair of the board is responsible for the effective functioning of the board and its role in governing the organization. This includes ensuring the integrity and effectiveness of the board’s governance role and processes; presiding at meetings of the board and members; and maintaining effective relationships with board members, committee chairs, management and stakeholder groups. On a functional level, the chair contributes to and approves the agenda; ensures appropriate time is allocated to agenda items; reviews draft minutes; calls meetings; rules on procedural matters during meetings; and represents the board to internal and external shareholders.

Qualifications include:

- A successful leadership track record
- A visionary – looking forward to the future, on behalf of the organization, and inspiring the board towards a vision for the organization

- A commitment to, and clear understanding of, the organization's purpose and objectives
- Political acuity
- Ability to act impartially and without bias and display tact and diplomacy
- Effective communicator and strong interpersonal skills
- Strong strategic, facilitation and consensus-building skills
- Skills in coaching and providing constructive feedback
- Knowledge of meeting procedures and organization's governance policies and by-law

6. Board Size and Structure

The board will periodically review whether its current size and committee structure are appropriate. The size of the board will, in any case, be within the minimum and maximum number provided in the articles of the organization (3 to 50).

7. Access to Information and Advisors

In carrying out its duties, the board and each of its committees will have full access to all of the books, records, facilities and personnel of the organization that are relevant in respect of the duties of the board. In carrying out its duties, the board may, with the consent of the chair of the board, retain an outside advisor at the organization's expense and determine the advisor's fees. Those advisors may include counsel, auditors, and other professionals, as appropriate.

8. Orientation and Continuing Education of Directors

Each new director will receive an orientation from the chair of the board and the CEO, or designates, including an overview of the role of the board, the committees and each individual director, the nature and operation of the organization's business and the contribution and time commitment the new director is expected to make. The board will consider appropriate continuing education for directors, which may include presentations from management and industry experts. Each director is also expected to maintain the necessary level of expertise to perform their responsibilities as a director.

9. Organizational Policies

The board has implemented a number of policies of the organization, which are maintained by the corporate secretary. The board will review such policies regularly and consider whether any changes to such policies should be made (taking into consideration any recommendations that may be made by the committee delegated oversight over the policies) and whether any new policies should be implemented.

10. Review

These guidelines will be annually review by the board and will be considered in effect, unless revoked by resolution of the board.

11. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- CNA Board of Directors Delegation of Authority Policy
- CNA Board of Directors – Duties and Expectations of Directors
- CNA Board of Directors – Statement of Qualifications
- CNA Board of Directors – Conflict of Interest Policy
- GHRC, Finance and Executive Committees' TOR
- Public Affair Advisory Committee and Regulatory Affairs Advisory Committee TOR

CNA Board of Directors – Duties and Expectations of Directors

Date of creation: Dec. 4. 2020

Revisions:

1. Purpose

This policy describes the duties and expectations of directors of the Canadian Nuclear Association's (the "organization") Board of Directors (the "board").

2. Duties and Expectations

As a member of the board, and in contributing to the collective achievement of the role of the board, each director is responsible for the following:

Fiduciary Duty and Standard of Care

Every director in exercising their powers and discharging their duties must act honestly and in good faith with a view to the best interests of the organization; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director must comply with the *Canada Not-for-profit Corporations Act* and regulations, and the organization's articles and by-laws. Fulfilling these statutory duties requires every director to:

- Make informed decisions in good faith, without self-interest, and in the best interest of the organization.
- Act solely in the best interest of the organization and refrain from deriving personal gain to the organization's detriment.
- Declare and avoid any conflicts of interests.
- Take active steps to inform themselves about all material information and review such information with care.
- Maintain the confidentiality of information acquired by virtue of their position. This requirement survives the termination of the person as a director.
- Not usurp a corporate opportunity for their own personal gain.
- Not delegate decisions or powers to management that should remain with the board.

- Act always within the scope of their authority under applicable laws and regulations and the organization's articles and by-law.

Accountability

A director's fiduciary duties are owed to the organization. The director is not solely accountable to any special group or interest and must act and make decisions that are in the best interest of the organization, as a whole. A director must be knowledgeable of the stakeholders to whom the organization is accountable and must appropriately take into account the interests of such stakeholders when making decisions as a director, but must not prefer the interests of any one group if to do so would not be in the best interests of the organization.

Authority

As an individual director, the individual has no specific authority, but only has authority as a part of the board of directors. A director cannot unilaterally operate, give direction to management, or authorize transactions unless specific authority has been delegated by the board and is properly transacted. If a director has a request of management, these must be addressed to the CEO.

Time and Commitment

Each director is expected to commit the time required to perform board and committee duties, including attending all board meetings, the organization's annual general meeting of members, and all meetings of the committees to which they are appointed. Directors are expected to be available, within reasonable expectations, as a resource to management, the board and the board chair.

Contributions to Governance

Directors are expected to make contributions to the governance role of the board through:

- Preparing for and participating in board meetings and applicable board committee meetings (directors who do not attend meetings are deemed to have consented to the resolutions passed at those meetings unless notices of dissent are filed appropriately).
- Offering constructive contributions to board and committee discussions.
- Respecting the views of other members of the board.

- Voicing conflicting opinions during board and committee meeting but supporting governance decisions once made.
- Respecting the role of the chair. This includes advising the board chair prior to introducing significant and/or new information or material at a board or committee meeting.
- Respecting the role and responsibilities of board committees.
- Operating at a governing level and not encroaching on management's area of responsibility.
- Participating in the processes of evaluation for the board, board committees and the CEO.
- Developing and maintaining sound relations and working co-operatively and respectfully with fellow directors and management.

Orientation and Continuing Education of Directors

Directors should be knowledgeable about the operations of the organization. New directors will participate in a board orientation session, orientation to committees (if applicable) and board continuing education sessions. Every director is required to invest time to pursue ongoing learning to better equip themselves in conducting their duties and making effective decisions for the organization. A director must receive and act upon the results of board evaluations in a positive and constructive manner.

3. Review

The GHRC committee will review this policy every second year from the date of its approval or sooner if warranted and will recommend changes to the policy, if any, to the board. This policy is considered in effect, unless revoked by resolution of the board.

4. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- CNA Board of Directors Guidelines
- CNA Board of Directors Delegation of Authority Policy

CNA Board of Directors – Conflict of Interest Policy

Date of creation: Dec. 4. 2020

Revisions:

1. Purpose

The purpose of this policy is to help directors of the Canadian Nuclear Association’s (the “organization”) board of directors (the “board”) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to ensure the integrity of decision-making involving the board.

2. Description of Conflict of Interest

A conflict of interest arises in any situation where a director’s duty to act in the best interests of the organization and to adhere to their fiduciary duties is compromised or impeded by any other interest, relationship or duty of the director. A conflict of interest also includes circumstances where the director’s duties to the organization are in conflict with other duties owed by the director such that the director is not able to fully discharge the fiduciary duties owed to the organization.

It is important to note that a conflict of interest exists if the decision could be or could appear to be influenced – it is not necessary that influence takes place.

3. General Duties

- 3.1 Every director and officer must disclose to the organization, in the manner and to the extent provided by the *Canada Not-for-profit Corporations Act* (the “Act”), any interest that such director has in a material contract or transaction, whether made or proposed with the organization, if such director is a party to the contract or transaction; is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or has a material interest in a party to the contract or transaction. Such director must not vote on any resolution to approve the same except as provided by the Act.
- 3.2 Unless authorized by the board, or by a person the board designates, a director may not:
 - a. Act on behalf of the organization, or deal with the organization, in any matter where they are in a conflict of interest or appear to be in a conflict of interest; nor



- b. Use their position, office or affiliation with the organization to pursue or advance their personal interests or those of a close friend, family member, business associate, or a corporation or partnership in which they hold a significant interest.

3.3 The “appearance of a conflict of interest” occurs when a reasonably well-informed person properly could have a reasonable perception that a director is making decisions on behalf of the organization that promote their personal interests or those of a close friend, family member, business associate, or a corporation or partnership in which they hold a significant interest.

3.4 Every director must immediately disclose a conflict of interest to the board either in writing or at a meeting of the board or its committees. It is important to make the disclosure when the conflict first becomes known. If a director does not become aware of the conflict until after a matter is concluded, the director must still make the disclosure immediately.

3.5 If a director is in doubt about whether they are or may be in a conflict of interest, they must request the advice of the board of directors or a person the board designates.

3.6 Unless otherwise directed, every director must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:

- Promptly declaring to the board any conflict of interest as described by this policy and asking that such declaration be recorded in the minutes.
- Recusing themselves from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.
- Refraining from all discussion of the matter giving rise to the conflict of interest at any meeting of the board, its committees; or elsewhere
- Refraining from voting on the matter giving rise to the conflict of interest at any meeting of the board of directors, or its committees; or elsewhere.

4. More about Avoiding a Conflict of Interest

4.1 A director must not:

- a. Use their relationship with the organization to confer a benefit on a close friend, family member, business associate, or a corporation or partnership in which they hold a significant interest. This duty does not prevent a director or anyone else from conducting business with other people connected with the organization.
- b. Benefit personally from any business activity involving the organization except in unique situations, authorized by the board; or
- c. Indirectly benefit from any business activity involving the organization except in unique situations, authorized by the board.

- 4.2 An “indirect benefit” is a benefit derived by a close friend, family member, business associate, or a corporation or partnership in which the director holds a significant interest; or a benefit which advances or protects a director’s interests although it may not be measurable in money.

5. Use of Property and Information

- 5.1 A director must have authorization from the board, or from a person the board designates to:
- a. Use, for personal purposes, property owned by the organization; or
 - b. Purchase property owned by the organization unless it is through channels of disposition equally available to the public (even then such director may not purchase the property without authorization if such director is involved in some aspect of the sale).
- 5.2 A director may not take personal advantage of an opportunity available to organization unless:
- a. It is clear that the organization has irrevocably decided against pursuing the opportunity; and
 - b. The opportunity is equally available to members of the public.
- 5.3 A director may not use their position with the organization to solicit any stakeholder of the organization for a personal business or one operated by a close friend, family member, business associate or a corporation or partnership in which such directors holds a significant interest. This duty does not prevent a director or anyone else from transacting business with other people connected with the organization.
- 5.4 “CNA information” is information that is acquired solely by reason of involvement with the organization and which the organization is under an obligation to keep confidential.
- 5.5 A director must:
- a. Not use CNA information for personal benefit.
 - b. Protect CNA information from improper disclosure.
 - c. Report to the board, or to a person the board designates, any incident of abuse of CNA information.
- 5.6 A director may divulge CNA information if:
- (a) They are authorized by the board or by a person designated by the board to release it; and
 - (b) It is to a person who has a lawful right to the information.
- 5.7 If a director is in doubt about whether CNA information may be released, they must request advice from the board or from a person the board designates.

6. Rules about Gifts

- 6.1 A director may accept a gift made to them because of their involvement in the organization if:
- a. The gift has no more than token value.
 - b. It is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together.
 - c. The exchange is lawful and in accordance with ethical practices and standards.
 - d. The gift could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.
- 6.2 A director may not use the property of the organization to make a gift, charitable donation or political contribution to anyone on behalf of the organization. Any gift must have the authorization of the board or a person the board designates.

7. Annual Statements

Each director must complete the attached conflict of interest acknowledgement and disclosure form annually, and on change of circumstances; and submit the form to the corporate secretary for reviewed by the governance, human resources and compensation committee (GHRC committee).

8. Review

The GHRC committee will review this policy every second year from the date of its approval or sooner if warranted and will recommend changes to the policy, if any, to the board. This policy is considered in effect, unless revoked by resolution of the board.

9. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- CNA Board of Directors – Duties and Expectations of Directors

Board of Directors Delegation of Authority Policy

Date of creation: Dec. 4, 2020

Revisions:

1. Purpose

The delegation of authority policy establishes and documents the authority reserved by the board of directors (the “board”) and the authority delegated to the President and Chief Executive Officer (the “CEO”). The board is responsible under the *Canada Not-for-profit Corporations Act* (the “Act”) to manage or supervise the activities and affairs of the organization. It does so through governance and oversight of management, and by delegating to the CEO decision-making authority consistent with the organization’s approved strategy, business plan and budget and that are reasonably required for the effective and efficient operation of the organization in accordance with this policy.

2. Board-Reserved Authority

In addition to matters expressly required by the Act and by-law, and those set out in board policies, guidelines and committee terms of reference (“TOR”), powers specially reserved for the board include:

- Matters involving financial amounts above a certain limit
- Employee hires outside of the approved overall budget
- Disposal of assets above a certain limit
- Changes to bank accounts and signatories (roles of CEO, VP and CFO)
- The acquisition, establishment, disposal or cessation of any significant business of the organization

3. Delegated Authority

The board explicitly delegates to the CEO all operational and transactional authorities necessary to execute the organization’s approved strategy, business plan and budget that are not by by-law, or by resolution of the board specifically reserved to be done by the chair, the board or a board committee or advisory committee.

The CEO may sub-delegate where necessary but will remain responsible for such decision-making.

Approved delegations to the CEO by category are set in **Schedule 1**.

4. Accountability and Reporting

The CEO is accountable for the effective execution of this policy and is required to provide adequate and timely reporting to the board concerning the authority exercised. Reporting must cover categories of authority set out in Schedule 1.

5. Review

The governance, human resources and compensation (GHRC) committee will review this policy one year after approval and every two years thereafter to ensure the policy remains relevant and inline with governance best practices. The GHRC committee will recommend changes to the policy to the board. This delegation of authority will be considered in effect, unless revoked by resolution of the board.

6. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- Board of Directors Guidelines
- GHRC, Finance and Executive Committees' TOR
- Public Affair Advisory Committee and Regulatory Affairs Advisory Committee TOR
- CNA Signing Authority Policy
- CNA Net Asset Reserve Policy

Schedule 1

Category	Authority Delegated to CEO
Financial	
Operating and capital expenditures (budgeted) (Use of total operating budget within and between different operating, program and project areas)	Full authority subject to CNA signing authority policy CEO has authority to allocate budget funds within on-going operations with reporting reallocations to the finance committee (FC) in a transparent manner
Operating and capital expenditures (unbudgeted)	Proposed expenditures in excess of \$50,000 to be reviewed by FC and approved by executive committee
Changes to bank accounts and signatories (roles of CEO, VP, CFO)	Subject to board approval
Disposal of assets in excess of \$10,000	Subject to board approval
Establishment of any new debt funding or borrowing ¹ arrangements	Subject to board approval
Governance and Related	
The acquisition, establishment, disposal or cessation of any significant business of the organization	Subject to board approval
Creation of management-level working groups or committees of members and stakeholders	Full authority with reporting to the board in a transparent manner
CNA responses, submissions, reports or letters to regulators or government bodies	Full authority with reporting to the board in a transparent manner
Public statements, publications, and membership newsletters, speeches	Full authority
Human Resources	
Hiring employees	Full authority in accordance with approved overall budget

¹ Includes establishing lines of credit, loans facilities and all other debt instruments.



Category	Authority Delegated to CEO
Termination of employee relationships	Full authority with reporting to the GHRC committee in a transparent manner
New positions	Full authority if part of the overall board approved budget Board approval required if the new position is not part of overall board approved budget
Replacing existing positions	Full authority
Employee remuneration	Full authority in accordance with board approved budget and parameters

CNA Board of Directors – Statement of Qualifications

Date of creation: Dec. 4. 2020

Revisions:

1. Purpose

This statement sets out required and desired qualifications for persons being considered for election or appointment to the board of directors (the “board”) of the Canadian Nuclear Association (the “organization”).

2. Required Qualifications to be a Director

To qualify to serve on the board, a person must:

- Be at least 18 years of age
- Not have been declared incapable under the laws of Canada or elsewhere
- Be an individual (that is, a corporation cannot be a director)
- Not be in bankrupt status
- Be a representative from a voting or honorary member of the organization

3. Desired Qualifications

The organization values the benefits that diversity can bring to its board. Diversity includes business experience, geography, age, gender, visible minorities, Indigenous peoples, persons with disabilities, sexual orientation and other personal characteristics. The board benefits from a diversity of directors with nuclear industry experience, and skills and expertise in specific functional areas.

Skills, Experience and Qualities

The organization seeks persons who possess a mix of the following skills, experience, and qualities:

- Visionary and future-focused, possessing an entrepreneurial mindset and critical thinking
- Strategic decision-makers
- Effective communicators who present opinions clearly, constructively, and persuasively
- Openness to new ideas and responsiveness to change



- Nuclear industry-specific knowledge, sufficient to bring a perspective of business, legislative, regulatory, and social issues impacting nuclear to board discussions
- An appreciation of the strength that diversity and inclusion bring to deliberation and decision-making
- Executive-level experience
- Financial literacy, appropriate for the organization's scope of activities (to understand terminology, read financial statements and ask appropriate questions)
- An understanding of a director's role and fiduciary duties, and the role of the board.
- Personal qualities of integrity, loyalty, honesty, credibility, and a passion for the CNA's vision and purpose
- Willingness to devote the time and effort required to be an effective board member, including attendance at board orientation, board meetings, committee meetings and organizations events

Skills and Knowledge Domains

The board, collectively, requires a balanced set of skills and knowledge domains drawing from the combined experience of its individual directors in the following categories:

- Finance
- Business management
- Human resources management
- Political acumen
- Legal
- Strategic planning
- Risk management
- Information technology
- Accounting
- Research
- Labour relations
- Board and governance
- Public affairs and communications
- Advocacy
- Diversity issues
- Regulatory affairs
- Public policy issue
- Health and safety (nuclear and conventional)
- Government (federal/provincial/municipal)
- Environmental expertise

4. Review

The GHRC committee will review this policy every second year from the date of its approval or sooner if warranted and recommend changes to the policy, if any, to the board. This policy is considered in effect, unless revoked by resolution of the board.

5. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- CNA Board of Directors Guidelines
- CNA Board of Directors – Duties and Expectations of Directors

BY-LAW NO. 1

A by-law relating generally to the
transaction of the business and
affairs of

CANADIAN NUCLEAR ASSOCIATION

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

SECTION ONE

INTERPRETATION

1.1 Definitions. In the By-laws, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act*, or any statute that may be substituted therefor, and the regulations to the Act, as from time to time amended.

“**Articles**” means the articles attached to the certificate of incorporation of the Corporation, as from time to time amended or restated.

“**Board**” means the board of directors of the Corporation.

“**By-laws**” means This By-law and all other by-laws of the Corporation from time to time in force and effect.

“**Corporation**” means the corporation continued under the Act by the said certificate to which the Articles are attached, and named “Canadian Nuclear Association”.

“**Meeting of Members**” includes an annual meeting of members and 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.

“**This By-law**” means this By-law No. 1 of the Corporation.

Except as provided above, words and expressions defined in the Act have the same meanings when used in This By-law. Words importing the singular number include the plural and vice versa. Words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

SECTION TWO

AFFAIRS OF THE CORPORATION

2.1 Registered Office. The registered office of the Corporation shall be at such location as the Board may from time to time determine.

2.2 Financial Year. The financial year of the Corporation shall be on such day in each year as the Board determines from time to time.

2.3 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the President or Corporate Secretary

2.4 Banking Arrangements. The banking business of the Corporation, including the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

SECTION THREE

DIRECTORS

3.1 Number of Directors. Until changed in accordance with the Act, the Board shall consist of not fewer than three directors and not more than the maximum number of directors provided in the Articles.

3.2 Qualification. No person shall be qualified for election as a director if such person is less than 18 years of age, is incapable and has been so declared by a court in Canada or elsewhere, is not an individual, or has the status of a bankrupt. A director must be from a voting Member or, if determined appropriate by the Board from time to time, an Honorary Member.

3.3 Election and Term. Any individual elected as a director who is on the Executive Committee shall have a three year term. All other individuals elected as a director shall have a one year term unless determined otherwise by the Board from time to time. Subject to the foregoing, the election of directors shall take place at each annual Meeting of Members and all applicable directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any annual Meeting of Members shall be the number of directors then in office unless the directors otherwise determine. If the members adopt an amendment to the Articles to increase the number or maximum number of directors, the members may, at the Meeting of Members at which they adopt the amendment, elect the additional number of directors authorized by the amendment. The election shall be by ordinary resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

3.4 Nominations and Elections Procedure.

(a) Approximately two (2) months prior to the annual Meeting of Members, the staff of the Corporation, under the supervision of the President, shall

- (i) Confirm the number of directors to be elected from each applicable class of members at the next annual Meeting of Members, in order to comply with the composition of the Board set out in section 3.1 above;
 - (ii) seek, in writing, the names of eligible and qualified individuals to consider for nomination as Directors and shall submit a slate of proposed directors seeking election at a general meeting called for that purpose which slate shall be included in the notice of the annual Meeting of the Members be sent to the Members pursuant to Section 8.6 hereof.;
- (b) The voting members shall then elect the Directors from their respective classes at the annual meeting.

3.5 Consent. No person shall hold office as a director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within 10 days after the election, or acted as a director after the election.

3.6 Removal of Directors. Subject to the Act, the voting members of a class may by ordinary resolution passed at a Special Meeting of Members remove any director that they voted in from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

3.7 Vacation of Office. A director ceases to hold office on death, on removal from office by the applicable voting members, on becoming disqualified for election as a director, on receipt of a written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board in accordance with these By-laws.

3.8 Appointment of Additional Directors. If the Articles so provide, the directors may, within the maximum number permitted by the Articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of Members.

3.9 Action by the Board. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. If there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office. If the Corporation has a Board consisting of only one director, that director may constitute a meeting.

3.10 Meeting by Means of Electronic Communication. Subject to the Act, if all the directors of the Corporation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be

effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

3.11 Place of Meetings. Meetings of the Board may be held at any place in or outside Canada.

3.12 Calling of Meetings. Meetings of the Board shall be held from time to time at such time and at such place as the President, or Secretary may determine.

3.13 Notice of Meeting. Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section Nine to each director (a) not less than 7 days before the time when the meeting is to be held if the notice is mailed, or (b) not less than 48 hours before the time when the meeting is to be held if the notice is given personally, is delivered or is communicated by telephone, facsimile or other electronic means. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any annual financial statements;
- (e) adopt, amend or repeal by-laws; or
- (f) establish contributions to be made or dues to be paid by members.

3.14 First Meeting of New Board. Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

3.15 Adjourned Meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

3.16 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 shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of or the business to be transacted at such meeting to be specified.

3.17 Quorum. The quorum for the transaction of business at any meeting of the Board shall consist of one half of the directors or such greater number of directors as the Board may from time to time determine. No person shall act for an absent director at a meeting of the Board.

3.18 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 shall not be entitled to a second or casting vote, provided however that any appointed chair shall have a second or casting vote if such equality of votes relates to a vote regarding the appointment of new officers of the Corporation in which case such chair shall have a second or casting vote.

3.19 Conflict of Interest. A director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such director has in a material contract or transaction, whether made or proposed, with the Corporation, if such director (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such director shall not vote on any resolution to approve the same except as provided by the Act.

3.20 Remuneration and Expenses. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such position, provided that a director may be reimbursed for reasonable expenses incurred in the performance of the director's duties as such. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

SECTION FOUR

COMMITTEES

4.1 Committees of the Board. The Board may establish such committees and advisory bodies as it deems necessary or appropriate to assist it in the administration of the Corporation's affairs and to assist it in the accomplishment of its purposes, which may include, but not be limited to, the Executive, Finance, Governance, Regulatory Affairs and Public Affairs committees. Furthermore, the Board may delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee has no authority to exercise.

4.2 Executive Committee. Subject to these By-laws and the Act, the Executive Committee shall perform those functions specifically assigned by the Board from time to time. The Executive Committee shall be composed of such individuals as chosen by the Board from time to time. Currently, the Executive Committee is composed of the following:

- (a) President and Chief Executive Officer;
- (b) Chair;
- (c) Vice-Chair;
- (d) Past-Chair;

- (e) Chair of Governance Committee;
- (f) Chair of Finance Committee;
- (g) Chair of Regulatory Affairs Committee;
- (h) Chair of Public Affairs Committee; and
- (i) Two directors at large

4.3 Quorum and Procedure. Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

SECTION FIVE

OFFICERS

5.1 Appointment. The Board may from time to time appoint or elect a chair, a president, a chief executive officer, one or more vice-chairs (to which title may be added words indicating seniority or function), and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The Board may specify the duties of and, in accordance with This By-law and subject to the Act, delegate to such officers powers to manage the activities and affairs of the Corporation, except those which pertain to items which, under the Act, an officer has no authority to exercise. An officer may but need not be a director with the exception of the chair, vice-chair and committee chairs, each of whom must each be a director. Notwithstanding the foregoing, unless determined otherwise by the Board the president cannot be a director.

5.2 Chair of the Board. If appointed, the Board may assign to the chair any of the powers and duties that are by any provisions of This By-law assigned to the president and chief executive officer. The chair shall have such other powers and duties as the Board may specify. Without limiting the foregoing, the chair shall, if present, preside at all meetings of the Corporation, of the Board of Directors, and of the Executive Committee.

5.3 Vice-Chair. The vice-chair shall assist the chair in the discharge of his or her responsibilities. If the chair is not present at any meeting of the Corporation, of the Board or of the Executive Committee or if the chair is not otherwise able to act, then the vice-chair shall act in place of the chair. The vice-chair shall also carry out such other duties and responsibilities that the chair may, from time to time, delegate or assign.

5.4 Past-Chair. Upon the chair completing his or her term, such chair shall become the past-chair. The past-chair shall attend meetings of the Board, be informed about the Corporation's purposes, policies and programs and carry out such duties and responsibilities as the Board may, from time to time, delegate or assign.

5.5 President and Chief Executive Officer. The president may also be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation, including without limitation the hiring and supervision of officers and staff, and such other powers and duties as the Board may specify. Unless determined otherwise by the Board, the president shall not be appointed or elected from among the directors. The president shall, subject to the authority of the Board, attend and participate in meetings of the Board and committees, provided however that the president shall not be entitled to introduce any motions or cast any vote at such meetings.

5.6 Secretary. The secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, public accountants and members of committees of the Board. The secretary shall be the custodian of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and shall have such other powers and duties as may be specified by the Board.

5.7 Powers and Duties of Officers. The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.

5.8 Term of Office. Unless provided otherwise by the Board, and subject to the Act, the term of any officers who are members of the Executive Committee shall be for three (3) years. Currently, the chair, vice-chair, president and chief executive officer, chair of the Finance Committee, chair of the Governance Committee, chair of Regulatory Affairs and chair of Public Affairs are officers who are members of the Executive Committee. All other terms of office shall be for such period as determined by the Board from time to time. The Board, in its discretion, may remove any officer of the Corporation. Each officer appointed by the Board shall hold office until the end of his or her term, a successor is appointed, the officer resigns, or the Board removes the officer, whichever occurs first.

5.9 Agents and Attorneys. The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

5.10 Conflict of Interest. An officer of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such officer has in a material contract or transaction, whether made or proposed, with the Corporation, if such officer (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party

to the contract or transaction. Such officer shall not vote on any resolution to approve the same except as provided by the Act.

5.11 Remuneration. The officers shall be paid such reasonable remuneration for their services as the Board may from time to time determine.

SECTION SIX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Limitation of Liability. All directors and officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a director or an officer under the Act or otherwise, no director or officer shall be liable for:

- (a) the acts, omissions, failures, neglects or defaults of any other director, officer or employee;
- (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
- (d) any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;
- (e) any loss, damage or expense arising from any error of judgment or oversight on the part of such director or officer; or
- (f) any other loss, damage or expense arising from the execution of the duties of office or in relation thereto;

provided that nothing in this Section shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

6.2 Indemnity. Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil,

criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

6.3 Limitation. The Corporation shall not indemnify an individual under Section 6.2 unless (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

6.4 Additional Circumstances. The Corporation shall also indemnify an individual referred to in Section 6.2 in such other circumstances as the Act or law permits or requires. Nothing in This By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of This By-law.

6.5 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.2 as the Board may from time to time determine.

SECTION SEVEN

MEMBERS

7.1 Members. Membership in the Corporation shall be available only to organizations or persons interested in furthering the Corporation's purposes, and who have applied for and been accepted as members of the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Subject to the Articles, there shall be six (6) classes of voting members in the Corporation, namely, Class 1, Class 2, Class 3, Class 4 Class 5, and Class 6 and there shall be two classes of non-voting members in the Corporation, namely, Affiliate Members and Honorary Members. Eligibility for membership in the above categories shall be as follows:

(a) **Class 1 Members.** Organizations that are currently defined as energy utilities, major nuclear companies, mining and fuel cycle companies, reactor vendors, and multi-faceted or international suppliers shall be eligible to apply for and be considered for admittance as a Class 1 Member. The Board may establish further criteria and policies and procedures from time to time in connection with eligibility for admittance as a Class 1 Member. Each Class 1 Member shall be entitled to nominate one (1) individual from its organization for election to the Board.

(b) **Class 2 Members.** Organizations involved in or specializing in engineering and construction contracting shall be eligible to apply for and be considered for admittance as a Class 2 Member. The Board may establish further criteria and policies and procedures from time to time in connection with eligibility for admittance as a Class

2 Member. Furthermore, the Board may determine the number of seats available for election to the Board from among the Class 2 Members from time to time.

(c) **Class 3 Members.** Organizations involved in medical applications, research and development, testing related to nuclear applications and decommissioning shall be eligible to apply for and be considered for admittance as a Class 3 Member. The Board may establish further criteria and policies and procedures from time to time in connection with eligibility for admittance as a Class 3 Member. Furthermore, the Board may determine the number of seats available for election to the Board from among the Class 3 Members from time to time.

(d) **Class 4 Members.** Organizations involved in computer software, manufacturing or uranium development and exploration shall be eligible to apply for and be considered for admittance as a Class 4 Member. The Board may establish further criteria and policies and procedures from time to time in connection with eligibility for admittance as a Class 4 Member. Furthermore, the Board may determine the number of seats available for election to the Board from among the Class 4 Members from time to time.

(e) **Class 5 Members.** Organizations involved in industry consulting, insurance, as well as training, staffing, small service companies, and professional service providers shall be eligible to apply for and be considered for admittance as a Class 5 Member. The Board may establish further criteria and policies and procedures from time to time in connection with eligibility for admittance as a Class 5 Member. Furthermore, the Board may determine the number of seats available for election to the Board from among the Class 5 Members from time to time.

(f) **Class 6 Members.** Labour organizations with members working in the nuclear industry shall be eligible to apply for and be considered for admittance as a Class 6 Member. The Board may establish further criteria and policies and procedures from time to time in connection with eligibility for admittance as a Class 6 Member. Furthermore, the Board may determine the number of seats available for election to the Board from among the Class 6 Members from time to time.

(g) **Affiliate Members.** Organizations that are interested in furthering the Corporation's purposes but are not otherwise eligible to become a voting member shall be eligible to apply for and be considered for admittance as an Affiliate Member. The Board may establish further criteria and policies and procedures from time to time in connection with eligibility for admittance as an Affiliate Member. Subject to these By-laws and the Act, the Board may assign such obligations, rights and privileges to Affiliate Members and establish such policies as it sees fit from time to time.

(h) **Honorary Members.** The Board may grant Honorary Member status to an individual who, in its opinion, has performed outstanding work in furthering the importance of the nuclear industry in Canada or in furthering the aims of the Corporation.

The number of Honorary Members shall be limited to four (4) at one time or such other number as the Board may determine from time to time. So long as the Canadian Nuclear Society is an Affiliate Member of the Corporation, the President of the Canadian Nuclear Society shall automatically be an Honorary Member of the Corporation. Unless determined otherwise by the Board, Honorary Members are exempt from the payment of membership fees. Furthermore, unless determined otherwise by the Board, Honorary Members are eligible to be elected to the Board of Directors on terms and conditions to be established by the Board from time to time. Subject to these By-laws and the Act, the Board may assign such obligations, rights and privileges to Honorary Members and to establish such policies as it sees fit from time to time.

7.2 Representative of Non-Individual Member. Any individual authorized to this effect by a member corporation or other entity may represent the member at Meetings of Members, and may exercise on behalf of the member corporation or other entity all the powers of the member corporation or other entity in the Corporation.

7.3 Transfer. Membership in the Corporation is not transferable.

7.4 Contributions and Dues. The contributions and dues (if any) payable by members shall from time to time be fixed by resolution of the Board. A notice of contributions or dues payable at any time shall be sent to each member by the secretary promptly before the due date.

7.5 Termination. Membership is terminated when a member dies or resigns, ceases to fulfil the conditions of membership in such member's class, is expelled or is otherwise terminated as a member in accordance with the By-laws, when the term of membership expires or when the Corporation is liquidated and dissolved. The rights of a member, including any rights in the property of the Corporation, cease to exist on termination of membership.

7.6 Resignation. A member may resign at any time by notice in writing, addressed to the Corporation at its registered office, which shall be effective upon any date or time specified in such notice, provided such date or time is on or after receipt of such notice. A member shall remain liable for payment of any fee payable by the member prior to such member's resignation.

7.7 Termination for Non-Payment. If membership contributions or dues are levied by the Board, the membership of any member who is in arrears may be terminated by or under the authority of the Board if such contributions or dues are not paid within the time designated by the Board. If such arrears are not paid by such designated time, the Board may pass a resolution removing the defaulting member from the register of members of the Corporation, and such person shall immediately cease to be a member of the Corporation. Any member so removed may re-apply for membership.

7.8 Discipline. The Board shall have 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 By-laws or written policies of the Corporation;
- (b) carrying out any conduct which the Board determines in its sole discretion to be detrimental to the Corporation; or

- (c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purpose of the Corporation.

The circumstances and the manner in which the power of the Board to suspend or expel a member may be exercised are as follows. In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 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 president or such other designated officer in response to the notice received within such 20 day period. In the event that no written submissions are received by the president or such other designated officer, the president or such other designated officer may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section, the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION EIGHT

MEETINGS OF MEMBERS

8.1 Annual Meetings. Subject to the Act, the Board shall call an annual Meeting of Members (a) not later than 18 months after the Corporation comes into existence, and (b) subsequently, not later than 15 months after holding the last preceding annual Meeting of Members but no later than six months after the end of the Corporation's preceding financial year. The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports required by the Act to be placed before the annual Meeting of Members, electing directors, appointing a public accountant and for the transaction of such other business as may properly be brought before the Meeting of Members.

8.2 Special Meetings. The Board shall have power to call a Special Meeting of Members at any time.

8.3 Place of Meetings. Meetings of Members shall be held at the registered office of the Corporation or elsewhere in Canada if the Board shall so determine. A Meeting of Members may be held at a place outside Canada if the place is specified in the Articles or all the members entitled to vote at the Meeting of Members agree that the Meeting of Members is to be held at such place. A member who attends a Meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the member attends the Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully held.

8.4 Participation in Meeting by Electronic Means. Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

8.5 Meeting Held by Electronic Means. If the directors or the members of a Corporation call a Meeting of Members pursuant to the Act, those directors or members, as the case may be, may determine that the Meeting of Members shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting of Members.

8.6 Notice of Meetings. Notice in writing of the time and place of each Meeting of Members shall be given in the manner provided in Section Nine not less than 21 days before the date of the Meeting of Members to each director, to the public accountant, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and public accountant's report and Board's report, election of directors and reappointment of the incumbent public accountant shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than 31 days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

8.7 Meetings without Notice. A Meeting of Members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such Meeting of Members being held, and (b) if the public accountant and the directors are present and waive notice of or otherwise consent to such Meeting of Members being held. At such a Meeting of Members any business may be transacted which the Corporation may transact at a Meeting of Members. If the Meeting of Members is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such Meeting of Members, shall also be deemed to have consented to the Meeting of Members being held at such place.

8.8 Chair, Secretary and Scrutineers. The chair of any Meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the Meeting of Members: chair of the Board, president, or a vice-president who is a member or represents a member. If no such officer is present within 15 minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the Meeting of Members. If

desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

8.9 Persons Entitled to be Present. The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members, the directors, the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or with consent of the Meeting of Members.

8.10 Quorum. The quorum for the transaction of business at any Meeting of Members shall be twenty percent (20%) of each class of the voting members present in person or a duly appointed proxyholder or representative of the voting member. If a quorum is present at the opening of any Meeting of Members, the members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

8.11 Right to Vote. Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a voting member.

8.12 Proxies. Subject to the right of non-individual members to be represented at a Meeting of Members, as set out in Section 7.2, at any Meeting of Members, members not in attendance 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 of Members 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 of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed:
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; or
 - (ii) with the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; and
- (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 of Members, to

demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the Meeting of Members by way of a show of hands.

8.13 Votes to Govern. Unless the Act, the Articles or any By-law otherwise provide, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

8.14 Show of Hands. Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded as provided in Section 8.15. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the members upon such question.

8.15 Ballots. On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the chair may require, or any member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon such question.

8.16 Casting Vote. In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a ballot, the chair of the Meeting of Members shall not be entitled to an additional or casting vote.

8.17 Adjournment. The chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

8.18 Action in Writing by Members. A resolution in writing signed by all the members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members, unless a written statement with respect to the subject matter of the resolution is submitted by a director or the public accountant in accordance with the Act.

SECTION NINE

NOTICES

9.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) 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 (the “**Intended Recipient**”);
- (b) if delivered to the Intended Recipient’s recorded address, or in the case of notice to a director, to the latest address of such director 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) of the Act;
- (c) if mailed to the Intended Recipient’s recorded address by prepaid mail; or
- (d) if sent to the Intended Recipient by telephone, facsimile or other electronic means to the Intended Recipient’s recorded address for that purpose, provided that any notice given in the form of an electronic document shall be 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 in accordance with Section 9.1(a), (b) or (c). A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by means of telephone, facsimile or other electronic means shall be deemed to have been given when transmitted, dispatched or delivered 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.

9.2 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days-notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

9.3 Undelivered Notices. If any notice given to a member pursuant to Section 9.1 is returned on two consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until informed in writing by the member of a new address.

9.4 Omissions and Errors. The accidental omission to give any notice to any member, director, officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

9.5 Waiver of Notice. Any member, director, officer, public accountant or member of a committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a committee of the Board which may be given in any manner.

SECTION TEN

EFFECTIVE DATE AND REPEAL

10.1 Effective Date. This By-law shall come into force when made by the Board in accordance with the Act.

10.2 Repeal. All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

This By-law Number 1 was made by the directors of the Corporation on _____, 2014 and was confirmed without variation by the members of the Corporation on _____, 2014.

Secretary

Executive Committee Terms of Reference

1. Purpose

The Executive Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of overseeing on behalf of the board all matters related to the operations of the organization and for advising and recommending to the board as appropriate.

The committee advises the President and Chief Executive Officer (the “CEO”) on matters affecting the health and performance of the organization, including retaining and expanding membership and setting the strategic objectives of the organization for its members. The committee advises on the ongoing improvement of the organization’s business model to ensure maximum productivity and revenue including retaining and expanding memberships. The committee also provides financial leadership by exercising oversight on budgets and monitoring long-term strategic plans.

2. Membership

The membership of the committee will include the members prescribed in the by-law, namely:

- The following officers of the Corporation:
 - Chair of board
 - Vice-chair of board
 - President and Chief Executive Officer (the “CEO”)
 - Past chair
 - Chair of Governance, Human Resources and Compensation Committee
 - Chair of Finance Committee
 - Chair of Regulatory Affairs Advisory Committee
 - Chair of Public Affairs Advisory Committee
- A minimum two members of the board at large (the “MAL”)

The CEO is an *ex officio* non-voting member the committee.

The officers of the Corporation and the MAL are appointed or elected by the board at the first meeting of the board following the annual general meeting. All appointments are for a three-year term unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum.

Chair of the Committee:

The chair of the board will preside over all meetings of the committee. If the chair of the board is not present, then the vice-chair of the board will act in their place.

Non-Member Attendance:

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

3. Responsibilities and Authority

The committee is responsible for overseeing, on behalf of the board, all matters related to the operations of the organization, as follows:

- a. The committee will make recommendations to the board on policy and strategy on all aspects of the organization.
- b. The committee will provide oversight and direction to the President and CEO on the operations of the organization.
- c. The committee will coordinate the activities of the standing and advisory committees of the organization.
- d. The committee will take on any actions or responsibilities as delegated to it by the board.

Subject to any limitations by the board, the committee may exercise all powers of the full board which may be lawfully delegated by the board and may approve, on behalf of the board all contractual and transactional matters. In determining whether to exercise such authority, the committee will consider whether full board authorization is preferable having regard to the sensitivity, novelty, or materiality of the matter under consideration and the practicality of convening a full board meeting.

The chair of the board or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee's recommendations to the board for its approval.

Access to Information and External Advisors:

The committee will have the authority to investigate any matter with full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. The committee has the authority to engage external advisors, including counsel, consultants, and other experts as are reasonably required to review any matter under its responsibility and may determine the fees of any advisors so retained.

4. Committee Operations

Meetings and Records:

The committee will meet as needed between meetings of the full board. Minutes of committee meetings must be kept and approved at the next meeting. Once approved by the committee, copies of the minutes of the proceedings of the committee will be sent by the corporate secretary to all of the directors.

To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates.

Decision-Making:

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes. Voting by proxy is not permitted. In case of an equality of votes, the chair of the board will not have a second or casting vote. The committee will refer the matter to the board for resolution.

Quorum:

A quorum at any meeting will be a majority of committee members entitled to vote. The powers of the committee may be exercised at any meeting where a quorum is present in person or by telephone or other electric means or by resolution in writing signed by all committee members entitled to vote on that resolution.

In Camera:

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

Assessment:

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

Review

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

REVISION HISTORY

Date of creation: Dec. 8, 2014
Revisions: Dec. 4, 2020

Finance Committee Terms of Reference

1. Purpose

The Finance Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of the board’s oversight of:

- The quality and integrity of the CNA’s financial reporting.
- The qualifications and performance of the external auditor.
- Additional financial matters as specified in these terms of reference.

2. Membership

The committee will consist of three or more directors as the board may determine, one of whom will serve as the chair of the committee. The members of the committee will be appointed by the board on the recommendation of the chair of the board (after consultation with the chair of the committee and the governance, human resources and compensation committee which reviews qualifications). The chair of the board will be an *ex officio* voting member of the committee, and the CEO will be an *ex officio* non-voting member the committee.

All appointments are for a three-year term, unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum.

Qualifications:

Each of the directors on the committee must possess applicable professional qualifications and/or relevant work experience that demonstrates a high level of financial literacy. Accordingly, each committee member must be able to comprehend the elements of the CNA’s financial statements, applicable accounting policies and judgments, internal controls and accounting procedures supporting the financial reporting process. Experience with budgeting and fiscal oversight are also an important element of the financial literacy required of committee members.

Chair of the Committee:

The board will designate one of the committee members to be the chair of the committee, considering any recommendations that may be made by the chair of the board (after consultation with the committee). The chair of the committee is an officer of the organization who serves on the executive committee of the board. Appointment of the chair of the committee

is for a three-year term. Appointments takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.

Non-Member Attendance:

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

3. Responsibilities and Authority

The committee has the duties and responsibilities set out in **Schedule A**, as well as any other matters that may be delegated to the committee by the board from time to time.

The chair of the committee or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee's recommendations to the board for its approval.

Delegation:

The committee may, from time to time, delegate to its chair any powers or responsibilities of the committee itself. This delegation must include a reporting accountability back to the committee.

Access to Information and External Advisors:

The committee has the authority to make such enquiries and investigations and require such explanations from management as it considers reasonably necessary, and to require management to promptly inform the committee and the external auditor of any material misstatement or error in the CNA's financial statements following the discovery of any such situation.

The committee will have full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. With the consent of the chair of the board, the committee may retain such advisors, counsel, auditors or other consultants as are reasonably required to assist the committee in fulfilling its duties and may determine the fees of any applicable engagements.

4. Committee Operations

Meetings and Records:

The committee will meet at least four times a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates.

If the chair of the committee is absent, committee members will designate another member to temporarily serve in that role.

Decision-Making:

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes. Voting by proxy is not permitted. In case of an equality of votes, the chair of the meeting will not have a second or casting vote. The committee will refer the matter to the board for resolution.

Quorum:

A quorum at any meeting will be a majority of committee members entitled to vote, but not less than two. The powers of the committee may be exercised at any meeting where a quorum is present in person or by telephone or other electric means or by resolution in writing signed by all committee members entitled to vote on that resolution.

In Camera:

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

Assessment:

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

Review:

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

5. Oversight of Policies

The committee is responsible for overseeing and recommending changes to the executive committee and board in respect of the following policies and/or guidelines:

- a. CNA Signing Authority Policy
- b. Net Asset Reserve Policy
- c. Cash Management and Investment Policy
- d. Capitalization and Amortization of Asset Policy
- e. Such other policies and guidelines as the committee may establish from time to time.

REVISION HISTORY

Date of creation: Dec. 8, 2014
Revisions: Dec. 4, 2020 | March 25, 2021

Finance Committee Duties and Responsibilities

1. Quality and integrity of the CNA's financial reporting

- a. Review quarterly financial results and forecast and make recommendations to the executive committee and board
- b. Review audited financial statements and make recommendations to the executive committee and board
- c. Review financial policies, procedures and internal accounting controls and make recommendations to the executive committee and board

2. Qualifications and performance of the external auditor

- a. Make recommendations to the executive committee and board with respect to the appointment of the public accountant to hold office, including fixing compensation
- b. Maintain a direct line of communication with the external auditor and monitor the scope of the external auditor's audit activities and assess its performance
- c. Review with the external auditor the contents of its annual audit report

3. Additional Financial Matters and Oversight

- a. Review and make recommendations to the executive committee and board on the operating and capital budget for fiscal year ending December 31
- b. Receive the compliance certificate from the CFO quarterly and assess the appropriateness of remedial actions for any outstanding matters
- c. Review assessments by management of principal financial risks to business and identify systems and procedures to manage these risks
- d. Make recommendations to the executive committee and board on measures to manage financial risks, including appropriate fees to be levied by membership classes

Finance Committee Duties and Responsibilities

- e. Review the need for and extent of property management and insurance coverage
- f. Review portfolio performance and performance with investment managers
- g. Annually review committee terms of reference and make recommendations to GHRC committee
- h. Annually assess committee effectiveness in fulfilling its responsibilities and duties

Governance, Human Resources and Compensation Committee Terms of Reference

1. Purpose

The Governance, Human Resources and Compensation Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of:

- Developing and making recommendations to the board on CNA articles of incorporation, by-laws and corporate governance policies, guidelines and procedures; overseeing director nomination, election, orientation and succession; and approving processes for evaluation of the board.
- Assisting the board with respect to oversight of human resources, including President and Chief Executive Officer (“CEO”) recruitment, evaluation, compensation, and succession; and other significant workplace policies and talent strategies.
- Overseeing the process of membership acceptance and making recommendations to the board regarding membership issues and structure.

2. Membership

The committee will consist of three or more directors as the board may determine, one of whom will serve as the chair of the committee. The members of the committee will be appointed by the board on the recommendation of the chair of the board (after consultation with the chair of the committee). The chair of the board will be an ex officio voting member of the committee, and the CEO will be an ex officio non-voting member the committee.

All appointments are for a three-year term, unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum.

Chair of the Committee:

The board will designate one of the committee members to be the chair of the committee, considering any recommendations that may be made by the chair of the board (after consultation with the committee). The chair of the committee is an officer of the organization who serves on the executive committee of the board. Appointment of the chair of the committee is for a three-year term. Appointments takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.

Non-Member Attendance:

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

3. Responsibilities and Authority

The committee has the responsibilities set out in **Schedule A**, as well as any other matters that may be delegated to the committee by the board from time to time.

The chair of the committee or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee's recommendations to the board for its approval.

Delegation:

The committee has delegated authority to accept and approve eligible organizations and/or persons who have applied for membership in the Corporation. This delegation must include reporting on membership acceptance at each regular board meeting. The committee may, from time to time, delegate to its chair any powers or responsibilities of the committee itself. This delegation must include a reporting accountability back to the committee.

Access to Information and External Advisors:

The committee will have the authority to investigate any matter with full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. With the consent of the chair of the board, the committee may retain such advisors, counsel, or other consultants as are reasonably required to assist the committee in fulfilling its duties and may determine the fees of any applicable engagements.

4. Committee Operations

Meetings and Records:

The committee will meet at least four times a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates.

If the chair of the committee is absent, committee members will designate another member to temporarily serve in that role.

Decision-Making:

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes.

Voting by proxy is not permitted. In case of an equality of votes, the chair of the meeting will not have a second or casting vote. The committee will refer the matter to the board for resolution.

Quorum:

A quorum at any meeting will be a majority of committee members entitled to vote, but not less than two. The powers of the committee may be exercised at any meeting where a quorum is present in person or by telephone or other electric means or by resolution in writing signed by all committee members entitled to vote on that resolution.

In Camera:

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

Assessment:

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

Review

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

5. Oversight of Policies

The committee is responsible for overseeing and recommending changes to the executive committee and board in respect of the following policies and/or guidelines:

- a. CNA Board of Directors Guidelines
- b. CNA Board of Directors Delegation of Authority Policy
- c. CNA Board of Directors – Duties and Expectations of Directors
- d. CNA Board of Directors – Statement of Qualifications
- e. CNA Board of Directors – Conflict of Interest Policy
- f. Such other policies and guidelines as the committee may establish from time to time.

REVISION HISTORY

Date of creation: Dec. 8, 2014
Revisions: June 6, 2017
Dec. 4, 2020

GHRC Committee - Duties and Responsibilities

1. Governance and Compliance Oversight
a. At least every three years, review articles of incorporation and by-laws and make recommendations to the executive committee and board
b. Annually review governance policies and procedures and make recommendations to the executive committee and board
c. Develop and annually review corporate governance guidelines and recommend changes the committee considers appropriate
d. Oversee programs for new director orientation and ongoing director continuing education
e. Review board and committee work plans
f. Review committee terms of reference and make recommendations to the executive committee and board
g. Oversee director nomination and election procedures and practices and report to the executive committee and board
h. Select and recommend to the board the appointment of board officers and board committee members
i. Approve a process for an annual evaluation of the board and its committees and consider annually whether any changes should be made to that process
j. Review and monitor compliance with statutory filings, reporting and internal governance policies and report any instances of non-compliance to the board
k. Annually consider the adequacy of directors' and officers' liability coverage and make recommendations to the executive committee and board

GHRC Committee - Duties and Responsibilities

2. Human Resources Oversight

- a. Review HR policies, procedure and practices and make recommendations to the executive committee and board for changes, as required.
- b. Ensure that effective succession planning, talent planning and leadership development processes are in place and annually review and make recommendations to the executive committee and board as required
- c. Monitor compliance with HR policies and procedures and report any instances of non-compliance to the board, subject to legal and confidentiality restrictions.
- d. Together with the chair of the board, lead the annual performance and compensation review for the CEO.
- e. The chair of this committee and chair of the board will review CEO's self-assessment on annual performance objectives and will make decisions on compensation adjustments.
- f. Review and make recommendations to the executive committee and board on annual parameters for CNA staff compensation

3. Membership Oversight

- a. Review, accept and approve eligible organizations and/or persons who have applied for membership in the Corporation

Public Affairs Advisory Committee

Terms of Reference

PURPOSE

The Public Affairs Advisory Committee (the “committee”) is a standing advisory committee of the CNA Board of Directors (the “board”) that is responsible for advising the board and CNA management on policy, government relations, communications and related strategies to be pursued by the Association.

OBJECTIVES

In carrying out its purpose, the committee will achieve the following objectives:

- Monitor and identify emerging issues of importance to the industry and advise on the effectiveness of strategies developed to address those issues.
- Provide advice and guidance on CNA efforts to assure a systematic and coordinated flow of information, and exchange of effective policy, government relations and communications strategies and techniques, within the nuclear industry.
- Provide advice on projects being implemented by working groups and related task forces which are comprised of member organizations of the Association.
- Provide feedback and advice on the CNA’s government relations and communications plans and coalesce as required to address crisis communications matters or other extraordinary issues that could significantly impact industry reputation.

MEMBERSHIP AND VOTING

The board will appoint the chair of the committee. The chair of the committee is an officer of the organization who serves on the executive committee of the board. Appointment of the chair of the committee is for a three-year term. Appointment takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.

The committee will consist of ten or more members, including the chair of the committee and designates of the CNA President and CEO. Members should reflect the diversity of the organization’s membership and should include representatives of companies in the forefront of major communication issues. Decisions as to the size and composition of committee membership rest with the chair of the committee and designate of the CEO.

NON-MEMBER ATTENDANCE

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

DECISION-MAKING

The committee will reach decisions where possible by consensus developed by the chair of the committee. Where consensus is not possible, the committee will refer the matter to the board for resolution.

COMMITTEE AUTHORITY

The committee's work is advisory only. It provides a forum for dialog among CNA member representatives and staff, guidance to CNA staff, and advice to the board. The committee's work by itself does not have material resource implications for CNA.

ACCESS TO EXTERNAL ADVISORS

With the consent of the chair of the board, the committee may retain such advisors, counsel, or other consultants as are reasonably required to assist the committee in fulfilling its duties and may determine the fees of any applicable engagements.

MEETINGS AND RECORDS

The committee will meet at least four times a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five days in advance of regular meeting dates.

REPORTING

The chair of the committee or their designate will report to the board at least twice a year.

ASSESSMENT

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

REVIEW

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the CNA's Governance, Human Resources and Compensation Committee.

REVISION HISTORY:

Approved: Dec. 8, 2014
Revised: June 8, 2021

Regulatory Affairs Advisory Committee

Terms of Reference

PURPOSE

The Regulatory Affairs Advisory Committee (RAAC) (the “committee”) is a standing advisory committee of the CNA Board of Directors (the “board”) that is responsible for advising the board and CNA management on regulatory affairs issues that are of concern to CNA members and to the nuclear industry in general; and for the strategies to be pursued by the Association in resolving those issues.

OBJECTIVES

In carrying out its purpose, the committee will achieve the following objectives:

- Identify and prioritize the regulatory affairs issues that are of concern to the industry, develop industry positions and provide guidance on their solution;
- Encourage broad participation by the CNA members in its Government and Regulatory Affairs Programs and;
- Facilitate the dissemination of the information to CNA member and governmental policy makers on regulatory affairs issues of concern to the nuclear industry.

MEMBERSHIP

The board will appoint the chair of the committee. The chair of the committee is an officer of the organization who serves on the executive committee of the board. Appointment of the chair of the committee is for a three-year term. Appointment takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.

The committee will consist of a maximum of ten CNA members, including the committee chair, as well as a designate of the CNA President and CEO (typically a member of CNA staff). Membership includes nominees from the major licencees, as well as a representative from the supply chain and the university research community. Nominations are reviewed and accepted by the chair of the committee and the designate of the CEO.

NON-MEMBER ATTENDANCE

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.



DECISION-MAKING

The committee will reach decisions where possible by consensus developed by the chair of the committee. Where consensus is not possible, the committee will refer the matter to the board for resolution.

RESPONSIBILITY AND AUTHORITY

The committee is responsible for:

- Providing the Association with guidance on the strategy for addressing regulatory affairs issues (policy and legislative).
- Working to ensure consistency of approach or strategy in addressing regulatory affairs issues among CNA member organization.
- Advising the board on regulatory affairs issues and the strategy for addressing them.

The committee's work is advisory only. It provides a forum for dialog among CNA member representatives and staff, guidance to CNA staff, and advice to the board. The committee's work by itself does not have material resource implications for CNA.

The committee may establish working groups and task forces to address specific issues (e.g., Impact assessment Act).

MEETINGS AND RECORDS

The committee will meet at least twice a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five days in advance of regular meeting dates.

Committee members must maintain the confidentiality of any financial details or other sensitive information they receive.

REPORTING

The chair of the committee or their designate will report to the board at least twice a year.

ASSESSMENT

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

REVIEW

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the CNA's Governance, Human Resources and Compensation Committee.

REVISION HISTORY:

Approved: Dec. 8, 2014
Revised: June 8, 2021

Capitalization and Amortization of Asset Policy Canadian Nuclear Association

Date of creation: April 26, 2013
Revisions: Feb. 26, 2014
March 25, 2021

Purpose

This policy defines capital assets and establishes the accounting procedures associated with the recognition and accounting of these assets over their expected useful lives. This policy applies to all acquisitions made by the Canadian Nuclear Association (CNA).

Expenditures for all items that fit in the definitions of capital asset and capital asset threshold will be capitalized. All capital assets will initially be recorded at cost, except donated assets that will be recorded at fair market value. Amortization will be recorded over the capital asset's useful life, using the straight-line method or on the declining balance basis as outlined below.

Definition

Amortization is the process of allocating the cost of an asset to the periods of benefit, over the useful life.

A capital asset is an item that possesses the following characteristics:

- has a life expectancy of more than one year under normal use
- is an original unit or system costing \$500 or more at date of purchase
- has an identity which does not change with use
- is usually repaired and not replaced, when damaged
- is not intended for sale in the ordinary course of business

A capital system possesses all the above characteristics and consists of two or more accessories, components or attachments that:

- together, comprise a single purchase exceeding \$500 (subsequent add-ons less than \$500 are not included)
- normally do not function independently in their proper or full capacity
- are acquired for, and identified with, a specific system
- include bulk purchases of equipment, when acquired as an expansion to existing operations, and
- individually possess all the characteristics of a capital asset, except cost



Intangible items that lack physical substance, such as brand names, copyrights, franchises, licenses and patents, are not included in this policy.

Capital Asset Threshold

Items with a life expectancy exceeding one year and costing less than \$500 are recorded as an operating expenditure in the year acquired.

Expendable Equipment

Expendable equipment is capital in nature, but costs less than \$500.

Useful Life

The estimate of the period over which a capital asset is expected to be used by the Association. The life of a capital asset may extend beyond its useful life to the Association. The life of a capital asset, other than land, is finite, and is normally the shortest of the physical, technological, commercial or legal life.

Capital Asset Categories

Equipment: Items that can be relocated and are not integral parts of buildings.

Leasehold Improvements: Costs of improvements to non-owned land or buildings.

Software: Any programs that run on a computer.

Regulation

This policy is governed by generally accepted accounting principles, standards and practices as governed by the Professional Chartered Accountants of Canada.

Procedure – Amortization Method

Under the straight-line method of amortization

- the cost of a capital asset will be recorded as an operating expense over its useful life
- amortization will be calculated on a monthly basis, using whole months and not the exact purchase date
- the month in which the asset is purchased will be included
- the month in which a capital asset is disposed of will not be included
- salvage value is assumed to be nil

Under the declining balance basis method of amortization, the net book value of the asset is amortized at an annual rate.

- the cost of a capital asset will be recorded as an operating expense over its useful life

- amortization will be calculated on a monthly basis, using whole months and not the exact purchase date
- the month in which the asset is purchased will be included
- the month in which a capital asset is disposed of will not be included
- salvage value is assumed to be nil

Capital Asset Categories

Major asset categories for the association include leasehold improvements, furniture and office equipment, and computer equipment.

For specific asset categories, amortization will be calculated in accordance with the following practices:

Leasehold Improvements - Amortization does not begin until the full cost of the expenditure is completed and are amortized over the remaining term of the lease.

Furniture and office equipment – Amortization is calculated from the month of purchase and based on the declining balance at the rate of 10%.

Computer equipment - Amortization is calculated from the month of purchase and based on the declining balance at the rate of 30%, 45% and 55% depending on the type of equipment.

Expendable equipment purchases are operating expenses and chargeable to operating expenditures account codes. Acquisitions under \$1,000 that are added to a capital system after the initial acquisition of that system are also considered operating expenses.

Review

The finance committee will review this policy every second year from the date of its approval or sooner if warranted by internal or external events or changes. Changes to the policy are to be approved by the finance committee and recommended to the executive committee. The policy becomes effective upon approval by the board of directors.

Related Policies

- Net Asset Reserve Policy
- Signing Authority Policy
- Cash Management and Investment Policy

Cash Management and Investment Policy

Canadian Nuclear Association

Date of creation: March 25, 2021

Revisions:

Purpose

The purpose of this Cash Management and Investment Policy is to establish a prudent framework for the management of the Canadian Nuclear Association (CNA) cash and investment portfolio. It specifies investment objectives and sets standards for reporting and review.

Funding is received during certain periods of the year from member fees and revenue from its annual conference. The primary goal of this policy is to avoid carrying a large monthly bank balance and the preservation of capital. The secondary purpose is to establish the guidelines for the investment of excess cash not immediately required for operations through either a high interest savings account, short-term guaranteed investment certificates (GIC) or in an investment portfolio managed by a third-party.

A key element of the Canadian Nuclear Association (CNA) Cash Management and Investment Policy is found in the Asset Allocation Guidelines section. Over time, our asset allocation among the primary asset classes (cash reserves, fixed income, equities and alternative investments) and across geographic regions (domestic and global) will have the greatest impact on the likelihood of achieving our objectives at a level of risk that is acceptable. Should there be a material change in our financial objectives, risk tolerance or financial circumstances, a review of this Cash Management and Investment Policy would be required.

Return Objectives

The primary goal of the portfolio is preservation of capital. Funding is received from member firms on an annual basis and the portfolio is to be used to provide for the ongoing operations of the Canadian Nuclear Association. The secondary goal of the portfolio is to provide a return equal to money market rates on any funds not required for periods of 6 months or longer. Should there be a material change in the financial objectives or risk tolerance of financial circumstances a review of this policy would be required.

Investor Profile/Risk Tolerance

Due to the primary focus on capital preservation, the portfolio can be characterized as having a low risk level. As a result, the portfolio is focused on income returns sufficient to keep the portfolio's value in pace with inflation. There is no equity exposure in the portfolio.

Liquidity/Income Needs

The CNA’s cash flow needs from time to time could require withdrawal of income generated in any given year. The portfolio should be sufficiently flexible to accommodate such withdrawals.

Legal and Regulatory Considerations

There are no legal or regulatory issues or restrictions that affect this portfolio, income generated from the portfolio or the portfolio’s beneficiaries.

Asset Allocation Guidelines

Excluding cash holdings for operations, the portfolio will be invested at all times. In absence of additional considerations, an asset allocation of 95% fixed income and 5% cash is recommended.

When the portfolio’s asset allocation reaches the lower or upper asset allocation ranges, a review of the asset allocation may occur to assess if rebalancing is necessary.

Fixed Income investments will be evaluated in relation to volatility, risk and potential return. For purposes of this policy, fixed income securities are limited to money market funds, guaranteed investment certificates with a minimum BBB rating ensuring where possible investments are covered by CDIC insurance.

To avoid a high number of transactions between CNA's operating account and third-party brokerage account, management will establish a high interest savings account to deposit excess cash from operations. Management may also invest excess cash from operations in GICs if they will generate a higher return than the high interest savings account.

	LOWER	POLICY	UPPER
CASH	0%	5%	10%
FIXED INCOME	90%	95%	100%
EQUITY	0%	0%	0%

Review

The finance committee will review this policy every second year from the date of its approval or sooner if warranted by internal or external events or changes. Changes to the policy are to be approved by the finance committee and recommended to the executive committee. The policy becomes effective upon approval by the board of directors.

Related Information

- Net Asset Reserve Policy
- Signing Authority Policy

Net Asset Reserve Policy

Date of creation: Dec. 4, 2020

Revisions:

Purpose

The purpose of the Canadian Nuclear Association (CNA) Net Asset Reserve policy is to ensure the organization has sufficient reserves to allow for the orderly windup of the operations.

Definitions

The Net Asset Reserve is a designated fund (the “Fund”) set aside by action of the executive committee of the board of directors.

The minimum amount to be designated as the Fund will be in an amount sufficient to provide for an orderly windup of the operations including payment of all liabilities and obligations.

The Net Asset Reserve policy serves a dynamic role, and the Fund will be reviewed and adjusted on an annual basis.

Goal

The target minimum Fund is equal to all outstanding liabilities (as detailed below) plus three (3) months of average operating costs.

The calculation of average monthly operating costs includes all recurring, predictable expenses such as:

- salaries and benefits
 - occupancy
 - office
 - travel
 - program; and
 - on-going professional services
- } *3 months
- } *3 months

Depreciation, in-kind, and other non-cash expenses are not included in the calculation. The calculation of average monthly expenses also excludes certain expenses such as pass-through programs or one-time or unusual capital purchases.

The outstanding liabilities include the remaining term of any outstanding leases such as office space and equipment, statutory severance or contractual termination costs for employees, termination cost per notice provisions for any professional consultants notwithstanding that

management will provide notice effective the decision date of windup and a contingency amount. A schedule of said liabilities will be updated on a regular basis and at a minimum not less than annually during the budget approval process. For illustrative purposes an example of the schedule is included as Schedule A.

Rationale

The CNA is a member supported organization with most of its revenue derived from membership fees. The operations are contingent on the continued support of the members. If the membership determines that it is not in their best interest to continue supporting the organization, then the board may determine that it must wind up the operations.

The Fund under the Net Asset Reserve policy is intended to provide sufficient funding to allow for an orderly wind up of the operations and the discharging of all outstanding liabilities.

The Net Asset Reserve policy will be implemented in concert with the other governance and financial policies of the CNA and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

Timing

The amount of the Net Asset Reserve fund target minimum will be set each year during the annual budget approval process; reported to the finance committee of the board of directors and included in the regular financial reports.

The Fund will be invested in cash or cash equivalent funds as provided for by CNA's Investment Policy.

Procedure

Access to the Fund shall be by special resolution of the board of directors authorizing the wind-up of the operations of the CNA or other usage of the net assets notionally reserved for funding a wind-up.

To ensure the net assets are maintained at a balance sufficient to support this policy, the CEO or CFO shall provide regular reporting to the finance committee to track any draw down of the net assets against the annually approved schedule of wind-up liabilities and termination costs to support a board resolution for a wind-up or usage of the net assets.

Review of Policy

This policy will be reviewed every other year, at minimum, by the finance committee, or sooner if warranted by internal or external events or changes. Changes to the policy will be recommended by the finance committee to the board of directors.

Related Policy

- Investment Policy
- Signing Authority Policy
- Capitalization and Amortization of Assets Policy

Canadian Nuclear Association
Net Asset Reserve Policy
Schedule of Liabilities

Monthly operating costs @ 3 months	\$	350,000	
Program costs @ 3 months		150,000	
Calculation of severance costs (including contractual termination costs)		330,000	
Occupancy Lease (remaining months multiplied by lease payments)		205,000	Excluding winddown period
Equipment leases (remaining months multiplied by lease payments)		10,000	Excluding winddown period
Long-term contractual operating costs (remaining months multiplied by agreement payments)		-	None
Consultants contractual termination costs		-	Included in winddown period
Regular operational liabilities		-	Included in winddwon period
Contingency		55,000	
		<u>\$ 1,100,000</u>	

CNA SIGNING AUTHORITY POLICY

Date of creation: May 17, 2012
Revisions: June 25, 2020 | Dec. 4, 2020 | March 25, 2021

POLICY

The purpose of this policy is to ensure that documents such as contracts, proposals and correspondence between the Canadian Nuclear Association (CNA), Clients, and their agents, consultants, suppliers, and/or trade contractors are prepared in a professional businesslike manner and are reviewed and executed only by those individuals authorized to perform these functions. In addition, this policy is intended to help manage the CNA's risk when actions taken by individuals commit it to business engagements and other obligations by assuring such actions are taken only by those CNA representatives expressly authorized to sign such documents. All approval limits are subject to the annually Board approved budget and the Board approved Strategic Plan under which management is carrying out its operations.

DEFINITIONS

For the purposes of this policy, an Agreement is defined as a document that creates a legally binding commitment and includes, but is not limited to, revenue generating or expenditure contracts, memorandum of understanding, licenses, letters of agreement, letters of intent, purchase agreements, invoices, affiliation agreements, service contracts, and so forth ("Agreement").

The term "Management" as used in this policy refers to the directors/VPs and their respective sub parts – employees within or provided by CNA.

PERSONNEL COMPETENCY

This policy has been established based on the premise that people assigned to named positions within the CNA are experienced and competent personnel, with sufficient CNA experience to effectively manage risk and execute the required duties associated with those positions. Management must recognize the varying levels of competence and/or experience their assigned personnel possess and take all appropriate steps to manage CNA's risks that may be inherent in having those persons signing documents.

GOAL

The overall goal of this policy is to manage and minimize the risk that may be associated with having CNA employees and/or CNA representatives signing documents.



RESPONSIBILITIES OF INDIVIDUALS

Individuals with signing authority, and/or who have entered into an Agreement on behalf of the CNA have the following responsibilities:

- They must have read the Agreement and be assured that the CNA is able to meet its obligations and commitments within the terms of the Agreement and that it is likely the other party(ies) meet their obligations.
- They must be assured that the Agreement complies with CNA policies.
- They must be assured that the appropriate approvals have been obtained for the Agreement and must have/or seek access to supporting documentation to obtain this assurance.
- Individuals only have authority to expend funds that are within their approved budget and within their delegation of authority.
- Individuals who exercise duly delegated signing authority are acting as part of CNA's administration and are responsible for applying shared prudent management control of CNA resources and information.
- All purchases must follow the procedures set out in the policy and procedures manual.
- The initiator of an Agreement is responsible to manage the Agreement through its term. If the initiator departs CNA, the initiator's supervisor acquires this responsibility until/unless this responsibility is assigned to another employee.

LONG-TERM AGREEMENTS

Long-term agreements refer to any agreement that commits CNA to an ongoing financial obligation that exceeds one (1) year and has a total value greater than \$10,000.

- The President's office (President & CEO and Vice President) review and approval of a long-term agreement's terms and conditions is required prior to any CNA individual obligating CNA by signing a long-term agreement.
- All equipment leases (copy machine, furniture, etc.) are to be coordinated through the President & CEO or Vice President to assure that CNA's policies are adhered to.
- Any agreement that is greater than one (1) year in term but includes provisions for earlier termination of not greater than thirty (30) days is **not** considered a long-term agreement.

CAPITAL EQUIPMENT PURCHASES

Capital Equipment Purchases are defined as any purchase of equipment costing more than \$500 which has a useful operating life functioning beyond one year.

- All equipment/furniture purchases are to be coordinated through the President & CEO or Vice President to assure the best terms of CNA's agreements are utilized whenever possible.

- Monies budgeted for specific equipment purchases are only to be spent for the purchase of the named equipment unless the originating entity and the original approving authority authorized it to be spent otherwise.
- Capital Equipment purchased within the department's approved budget will be signed by the Directors/VPs.
- When Capital Equipment to be purchased is not within the departments approved budget it will be signed by the President & CEO or Vice President.

MEMORANDUM OF UNDERSTANDING

A Memorandum of Understanding ("MOU") is a document intended to provide strategic direction for the organization. All MOU's are to be reviewed and executed by the President & CEO.

CONSULTANTS/ SERVICES CONTRACTS / MASTER SERVICE AGREEMENT ("SERVICE CONTRACTS")

All contractual obligations through consultant agreements, services contracts or Master Service Agreement (the "Service Contracts") that are intended to bind the Corporation are to be executed in accordance with the following procedures:

- The President & CEO or Vice President will review and approve all Service Contracts.
- Consideration is made regarding in-house capabilities to accomplish services before contracting for them.
- Written agreements clearly defining work to be performed are maintained for each Service Contract and shall be stored electronically as identified within this policy.
- The qualifications and reasonable charges for fees are considered in hiring consultants.
- All Service Contracts with consultants shall have clear and reasonable termination provisions (standard termination provisions should be no greater than thirty (30) days' notice, however, management may negotiate a longer termination period if deemed necessary).

Authorization of the Contracts shall be subject to the following limits:

- All contracts for services up to \$10,000 are to be signed by a Director, Vice President, or President & CEO.
- All contracts for services for an amount greater than \$10,000 but less than \$50,000 must be signed by the Vice President or President & CEO.
- Any contract for services between \$50,000 and \$100,000 must be supported with two quotations, provided, however, the President & CEO may sign off on a documented sole source rationale, which is to be provided periodically for review by the Finance Committee.
- Requests for proposals must be issued for any Contracts expected to exceed \$100,000, however, the President & CEO may sign off on a documented sole source rationale, which is to be provided periodically for review by the Finance Committee.

- For suppliers that have been identified through the RFP process, a Master Service Agreement or other agreement as negotiated between the parties must be completed and cannot exceed a term of more than three (3) years (also refer to the section on Long-Term Agreements).

SPONSORSHIPS

CNA is regularly requested or will seek to identify sponsorship support for events or activities for the purpose of advancing the goals within its strategic plan. All sponsorships that are intended to bind the Corporation are subject to the following conditions:

- The sponsorship must be aligned with the strategic directions of the association.
- A sponsorship that is \$5,000 or less can be contracted directly by a Director / Vice President / President & CEO.
- A sponsorship that is greater than \$5,000 but less than \$20,000 must be approved by the Vice President or President & CEO.
- A sponsorship that is greater than \$20,000 but less than \$100,000 must be approved by the President.
- A sponsorship that is greater than \$100,000 must be approved by the Executive Committee.

Note that if the Corporation enters into a joint sponsorship with another party, for purposes of the above limits, the amount shall be the net commitment of CNA.

RECORD RETENTION

The CNA sets the following guidelines applicable on the retention of records which are believed to meet the requirements of all applicable federal and provincial regulations.

- Financial records, supporting documents, statistical records, and all other records pertinent to an agreement shall be retained for a period of seven (7) years.
- The retention period starts from the date of the submission of the final expenditure report or for other agreements that are renewed annually, from the date of submission of the annual financial status report.
- Original records will be scanned and stored electronically in the CNA's shared drive.

SIGNATURE STAMPS AND ELECTRONIC SIGNATURES

An electronic signature is an acceptable form of signature provided it is obtained through a secured method such as through the Adobe software. The electronic signature will only be accepted if it is originating from the actual individual providing said electronic signature.

Using rubber signature stamps (or other similar manual stamps) and scanned or electronic image signatures may be permitted on documents under this policy. Said signature types are subject to a clear trail of the signature being applied by the actual individual (i.e. email authorization from the authorizing person including emails with “approved” or similar language if it is clearly linked to a source document, invoice or payment).

PAYMENTS

All contracting and procurement for products or services are to be secured based on the procedures as outlined above.

When an invoice for products or services is received, the following process is to be followed for approval and payment:

- The invoice is received by the accounting department where it is reviewed for accuracy and coded for both the account code and department for which it is to be allocated.
- The invoice is provided to the individual responsible for the procurement of the product or services to confirm that the goods or services were received and that the invoice is accepted for payment.
- If the individual responsible for the procurement of the product or services is not a director, vice president or president, the invoice is to be submitted to the appropriate director, the vice president or president for approval (**Note – all invoices in an amount in excess of \$10,000 are to be approved by the President & CEO or the Vice President**).
- Once the invoice has been approved, it is submitted to accounts payable for payment.

All payments (cheque or electronic payment) must have dual authorization to be considered valid. Authorization are any two of the President & CEO, Vice President, or the Chief Financial Officer. Payments that are processed through electronic banking may be originated by the accounting personnel and authorized by two of the President & CEO, Vice President, or the Chief Financial Officer.

SIGNING MATRIX

See Appendix A for a summary of the Signing Matrix.

POLICY IMPLEMENTATION AND REVIEW

The Finance Committee is to review this policy every second year from the date of its approval or sooner if warranted by internal or external events or changes. Changes to the policy are to be approved by the Finance Committee and recommended to the Executive Committee. The policy becomes effective upon approval by the Board of Directors.

RELATED POLICIES

- CNA Board of Directors – Delegation of Authority Policy
- Net Asset Reserve Policy
- Cash Management and Investment Policy

Appendix A

CNA SIGNING AUTHORITY POLICY - SIGNING MATRIX

DOCUMENT TYPE	DOLLAR VALUE	AUTHORIZATION LEVEL
Long-term Agreements	< 1 Year and < \$10,000	Director
	> 1 Year and > \$10,000	President & CEO or Vice President
Capital Equipment	Within approved budget	Director or Vice President
	In excess of approved budget	President & CEO
MOU	All	President & CEO
Contracts	< \$10,000	Director
	> \$10,000 and > \$50,000	President & CEO or Vice President
	> \$50,000	President & CEO
Sponsorships	< \$5,000	Director or Vice President or President & CEO
	> \$5,000 and < \$20,000	Vice President or President & CEO
	> \$20,000 and < \$100,000	President & CEO
	> \$100,000	Executive Committee
Cheques	All	Two of President & CEO, Vice President, or Chief Financial Officer
Electronic Payment	All	Two of President & CEO, Vice President, or CFO

Directors List CNA Board of Directors

(as at June 8, 2021)

Class	Director	Company	Committee
1	John MacQuarrie	BWXT	Chair
	Heather Ferguson	Ontario Power Generation	Vice Chair/GHRCC
	Alice Wong	Cameco	GRHCC Chair
	Brett Plummer	NB Power	
	Eddie Saab	Westinghouse	
	Julianne den Decker	Candu Energy Inc.	Executive
	Mike Marsh	SaskPower	
	Pat Dalzell	Bruce Power	Executive
2	David Campbell	Veolia Nuclear Solutions	PAAC Chair
	Jim Sarvinis	HATCH Ltd.	Executive
	Rory O'Sullivan	Moltex Energy	
	Simi Gujral	Tetra Tech	
	Spencer Fox	E.S. Fox	Finance
	Stephane Leduc	CCNuclear Inc.	
	Thomas Clochard	Aecon Industrial	
3	Joe McBrearty	Canadian Nuclear Laboratories	Executive
	Julie West	Kinectrics Inc.	RAAC Chair
	Katherine Moshonas Cole	X-Energy	
	Lisa McBride	GE Hitachi Nuclear Energy	
	Vik Tathe	Energy Solutions	Executive/GHRCC
4	Bradley Michell	IMI Critical Engineering	
	David Cates	Denison Mines	Finance Chair
	Howard Shearer	Hitachi Canada Limited	
	Michael Chatlani	L3 MAPPS Inc.	
	Narinder Bains	ATS Automation	
5	Azeem Qureshi	Grasshopper Energy	
	Doug Chambers	Arcadis Canada Inc.	
	Jeremy Rasmussen	PTAG	Executive
	Milton Caplan	MZ Consulting Inc.	
	Nigel Fonseca	Alithya	Executive/Finance
6	Bob Walker	Power Workers' Union	
	Michelle Johnston	The Society of United Professionals	
Honorary	Kamal Verma	Canadian Nuclear Society	
	Amanda Rivers	Women in Nuclear	
	Matthew Mairinger	North American Young Generation Nuclear	
	Ross Galbraith	Canadian Nuclear Workers Council	

John Gorman

President & CEO

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Steve Coupland

Director of Regulatory & Environmental
Affairs

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George Christidis

Vice President, Government Relations and
International Affairs

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Gehna Singh Kareckas

Director of Communications

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Romeo St. Martin

Communications Officer

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Chelsea Ferguson

Communications Officer

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Camil Ghajary

Government Relations Specialist

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Kurt Wendler

Bookkeeper

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Tina Asdrubolini

Corporate Secretary

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