

## 2022 Annual General Meeting of Members Hybrid Event (virtual and in-person)

**Date:** June 17, 2022

**Time:** 11:30 a.m. – 1:30 p.m. EDT (including luncheon)

**Location:** Sheraton Toronto Airport Hotel & Conference Centre (801 Dixon Road, Toronto)

or by Zoom:

<https://us02web.zoom.us/j/86935568210?pwd=43TN9eINV66wDx651Pc8ACEk5FtrnK.1>

**Registration:** 11:00 a.m. -11:30 a.m. Muskoka Ballroom I or by Zoom

### AGENDA

**1. Welcome | Call to order**

**Schedule A** - Resolution of the members of the CNA regarding voting

**2. Receipt of minutes of the 2021 annual general meeting**

**Schedule B** - Minutes of the 2021 annual general meeting of members

**3. Receipt of 2021 audited financial statements**

**Schedule C** - The public account's report and audited financial statements.

**4. Appointment of Public Accountant**

**Motion** to reappoint KPMG LLP as the public accountant for the CNA for the year ending December 31, 2022. The public accountant appointed will serve until the end of the next annual meeting or until their successors are appointed.

**5. Election of directors**

**Schedule D** - Resolution of the members of the CNA regarding the election of directors

**6. Report of the Board Chair (J. MacQuarrie) and CNA President and CEO (J. Gorman)**

**7. Adjournment**

**8. Luncheon and Remarks - 12:00 p.m. - 1:30 p.m. (Muskoka Ballroom I and II)**

**Topic:** Energy Security and the Role of Nuclear

**Remarks:** Guest Speaker and CNA President and Management Team



## Resolution of the Members of the Canadian Nuclear Association (the “Corporation”) Regarding Voting

(TO BE INSERTED INTO THE MINUTES OF THE ANNUAL GENERAL MEETING  
HELD ON JUNE 17, 2022)

**WHEREAS**, due to the ongoing COVID-19 pandemic, the Corporation’s Annual General Meeting will be a hybrid event (both virtual and in-person) on June 17, 2022 (the “Annual Meeting”).

**AND WHEREAS**, pursuant to regulation 71(2) of the *Canada Not-for-profit Corporations Regulations* (the “Regulation”), any person who is entitled to vote at the Annual Meeting may vote by means of a telephonic, electronic or other communication facility, if the facility enables the vote to be gathered in a manner that permits its subsequent verification and permits the tallied vote to be presented to the Corporation without it being possible for the Corporation to identify how the person voted.

**AND WHEREAS** section 8.4 of By-law No. 1 of the Corporation (the “By-law”) also provides that, when a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility 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 voted.

**AND WHEREAS**, notwithstanding the requirements of the Regulation and the By-law, in order to ensure that all the Members of the Corporation are enabled to vote and that they can all fully participate in the voting at the Annual Meeting, it would be in the best interests of the Corporation for the Members of the Corporation to vote at the Annual Meeting by show of hands.

**ON A MOTION DULY MADE**, seconded and carried:

**BE IT RESOLVED THAT:**

1. The requirements of regulation 71(2) of the *Canada Not-for-profit Corporations Regulations* and of Section 8.4 of By-law No. 1 of the Corporation regarding the gathering and tallying of votes are hereby waived.
2. The Members of the Corporation shall vote at the Annual Meeting by show of hands.



## Virtual Annual General Meeting of Members

**On June 8, 2021 at 10:30 a.m.  
By Videoconference**

J. MacQuarrie presided as chair of the virtual annual general meeting (AGM) and welcomed registered members and invited guests.

### 1. OPENING OF MEETING/CALL TO ORDER

**Documents Received:** Notice of the CNA's 2021 Virtual AGM and Information Circular (May 17, 2021); Revised AGM Agenda (May 26, 2021).

Before the start of the meeting, the CNA's AGM partners from Data on the Spot (DOTS) conducted a quorum test vote with qualified and eligible voters.

With notice having been properly given and with quorum present, the meeting was duly called to order at 10:34 a.m.

### 2. UPDATE FROM THE MINISTER OF NATURAL RESOURCES

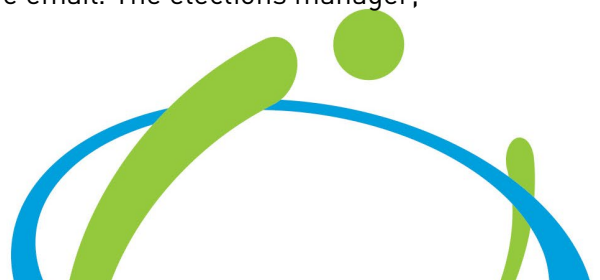
The Honourable Seamus O'Regan, Minister of Natural Resources, was invited to the annual meeting to address the industry following the announcement of significant domestic and international policy initiatives. This was followed by a question-and-answer period led by CNA President and CEO, J. Gorman.

Discussion ensued many matters, including important next steps regarding the government implementing its climate priorities and the role Canada can play domestically and globally in meeting NetZero 2020; the 2021 federal budget and how nuclear fits into the eligibility requirements of key funding programs such as the Strategic Innovation Fund and Net Zero Accelerator; and the view of the government in supporting Canadian nuclear exports to enable global emissions reductions as well as export potential for areas like Romania

*[Minister O'Regan left the meeting at 11:03 a.m.]*

### 3. TECHNICAL MEETING DETAILS

The chair reported that the designated official from each registered voting member would have received a unique and secure log-in email from [credentials@dataonthespot.com](mailto:credentials@dataonthespot.com), which contains the link to the platform and a unique elector ID and password. He advised registered members to contact the DOTS team in the chat or at [credentials@dataonthespot.com](mailto:credentials@dataonthespot.com) if they could not find the email. The elections manager,



Michael Carman, from DOTS, explained how to participate in discussions and how to vote on resolutions during the meeting.

The agenda for the remainder of the meeting was adopted as presented.

#### **4. RECEIPT OF MINUTES OF THE 2020 AGM**

**Documents Received:** Oct. 22, 2020 CNA AGM Minutes (May 17, 2021).

On motion duly made, seconded and unanimously carried, it was resolved that the reading of the minutes of the CNA's annual meeting held on October 22, 2020 be dispensed with and that the minutes be adopted as written.

#### **5. RECEIPT OF AUDITED FINANCIAL STATEMENTS AND REAPPOINTMENT OF PUBLIC ACCOUNTANT**

**Documents Received:** Audited financial statements for the year ended December 31, 2020, and the report of the public accountant (May 17, 2021); Information Circular (May 17, 2021).

On motion duly made, seconded and unanimously carried, it was resolved that the annual audited financial statements for the fiscal year ended December 31, 2020, together with the report of the Auditor, be accepted as presented; and that KPMG LLP be re-appointed as the public accountant for the CNA for the year ending December 31, 2021 and that the directors be authorized to fix their remuneration.

#### **6. ELECTION OF DIRECTORS**

**Documents Received:** Information Circular (May 17, 2021), including 2021 Slate of Prospective Candidates Standing for Election to the CNA Board and Executive Committee.

The chair reported that there were 25 director positions available on the board by class, and that the slate of prospective candidates standing for election was sent to members in advance and posted to myCNA portal. He also reported on the appointment and election process to fill the three vacancies on the CNA executive committee at the organization meeting of the board following the AGM.

The chair thanked all nominees that volunteered to stand for election and reviewed the electronic voting procedures for elections in membership classes two and five.

#### **Results of Election:**

On motion duly made, seconded and unanimously carried, it was resolved that the following persons be elected to the CNA Board of Directors:

- Class 1: Alice Wong, Brett Plummer, Eddie Saab, Julianne den Decker, Mike Marsh
- Class 2: Thomas Clochard, Spence Fox, Simi Gujral, Rory O'Sullivan, Stephane Leduc
- Class 3: Julie West, Katherine Moshonas Cole, Lisa McBride

- Class 4: Narinder Bains, Michael Chatlani, Bradley Michell, Howard Shearer
- Class 5: Milton Caplan, Doug Chambers, Azeem Qureshi
- Class 6: Bob Walker
- Honorary: Kamal Verma, Amanda Rivers, Matthew Mairinger, Ross Galbraith

for a term expiring at the close of the next annual general meeting, unless appointed and/or elected by the board to serve on the executive committee, in which case such directors to hold office for a term of three years.

The chair welcomed new directors to the board and thanked outgoing board members for their commitment and service.

## **7. REPORT OF THE BOARD CHAIR AND CNA PRESIDENT AND CEO**

J. MacQuarrie and J. Gorman reported on the highlights of the past year, including notable outcomes in relation to the organization's strategic priorities. They expressed appreciation to members of the board for their ongoing commitment and dedication; to the members of CNA advisory committees and working groups for their consistent and reliable insights, cooperation and feedback to the board; to the broader membership for continued support, interest and engagement; and to the CNA teams whose hard work and dedication contributed to another tremendous year.

## **8. ADJOURNMENT**

There being no further business, the meeting ended at 11:56 a.m.

Financial Statements of

**CANADIAN NUCLEAR  
ASSOCIATION**

And Independent Auditors' Report thereon

Year ended December 31, 2021

# INDEPENDENT AUDITORS' REPORT

To the members of Canadian Nuclear Association

## ***Opinion***

We have audited the financial statements of Canadian Nuclear Association (the Association), which comprise:

- the statement of financial position as at December 31, 2021
- the statement of operations for the year then ended
- the statement of changes in net assets for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at December 31, 2021 and its results of operations, its changes in net assets and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

## ***Basis for Opinion***

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

### ***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants, Licensed Public Accountants

Ottawa, Canada

(date)

# CANADIAN NUCLEAR ASSOCIATION

## Statement of Financial Position

December 31, 2021, with comparative information for 2020


	2021	2020
<b>Assets</b>		
Current assets:		
Cash	\$ 589,828	\$ 206,756
Investments (note 2)	2,437,858	2,804,166
Accounts receivable (note 3)	737,720	519,551
Prepaid expenses	58,263	29,740
	<u>3,823,669</u>	<u>3,560,213</u>
Tangible capital assets (note 4)	42,762	25,730
	<u>\$ 3,866,431</u>	<u>\$ 3,585,943</u>


## Liabilities and Net Assets

Current liabilities:		
Accounts payable and accrued liabilities	\$ 317,875	\$ 272,352
Government remittances payable	41,625	246,871
Canadian Nuclear Workers' Council program (note 5)	30,248	35,948
Deferred revenue (note 6)	750,343	354,046
	<u>1,140,091</u>	<u>909,217</u>
Net assets (note 7):		
Invested in tangible capital assets	42,762	25,730
Unrestricted	2,683,578	2,650,996
	<u>2,726,340</u>	<u>2,676,726</u>
Impact of COVID-19 pandemic (note 10)		
	<u>\$ 3,866,431</u>	<u>\$ 3,585,943</u>

See accompanying notes to financial statements.

On behalf of the Board:

  
John MacQuarrie  
Director

  
David Cates  
Director

# CANADIAN NUCLEAR ASSOCIATION

## Statement of Operations

Year ended December 31, 2021, with comparative information for 2020

	2021	2020
Revenue:		
Membership fees	\$ 2,183,344	\$ 2,068,125
Conference	518,624	1,243,502
Other income	372,686	288,982
SMR project	234,517	176,977
Ontario's Nuclear Advantage	211,933	187,267
Rental revenue	39,803	39,803
Investment	23,117	45,060
	<u>3,584,024</u>	<u>4,049,716</u>
Expenses:		
Corporate services:		
Salaries	1,106,962	1,070,973
Professional fees	386,423	315,284
Employee benefits	179,192	176,089
Conference expenses	166,593	586,857
Rent and storage	116,326	151,249
Office	107,883	86,670
Telecommunication	53,960	23,486
Travel and accommodation	21,742	35,067
Insurance	17,064	12,204
Amortization	14,288	18,591
Board meetings	1,600	9,425
	<u>2,172,033</u>	<u>2,485,895</u>
Program:		
Communications	304,873	413,010
Government relations	259,918	92,633
Stakeholder relations	251,834	77,640
SMR Project	234,517	176,977
Ontario Nuclear Advantage	211,933	187,267
Industry alliance	60,000	115,381
Regulatory issues	39,302	77,795
Strategic projects	–	155,617
	<u>1,362,377</u>	<u>1,296,320</u>
	<u>3,534,410</u>	<u>3,782,215</u>
Excess of revenue over expenses	\$ 49,614	\$ 267,501

See accompanying notes to financial statements.

# CANADIAN NUCLEAR ASSOCIATION

## Statement of Changes in Net Assets

Year ended December 31, 2021, with comparative information for 2020

		Invested in tangible capital assets	Unrestricted	2021 Total	2020 Total
Net assets, beginning of year	\$	25,730	\$ 2,650,996	\$ 2,676,726	\$ 2,409,225
Excess (deficiency) of revenue over expenses		–	49,614	49,614	267,501
Amortization of tangible capital assets		(14,288)	14,288	–	–
Purchase of tangible capital assets		31,320	(31,320)	–	–
Net assets, end of year	\$	42,762	\$ 2,683,578	\$ 2,726,340	\$ 2,676,726

See accompanying notes to financial statements.

# CANADIAN NUCLEAR ASSOCIATION

## Statement of Cash Flows

Year ended December 31, 2021, with comparative information for 2020

	2021	2020
Cash provided by (used in):		
Operating activities:		
Excess of revenue over expenses	\$ 49,614	\$ 267,501
Item not involving cash:		
Amortization	14,288	18,591
Accounts receivable	(218,169)	(111,708)
Prepaid expenses	(28,523)	43,568
Accounts payable and accrued liabilities	45,523	(3,819)
Government remittances payable	(205,246)	44,757
Canadian Nuclear Workers' Council program	(5,700)	27,304
Deferred revenue	396,297	(424,359)
	48,084	(138,165)
Investing activities:		
Net increase in investments	366,308	(793,368)
Purchase of property and equipment	(31,320)	(11,899)
	334,988	(805,267)
Increase (decrease) in cash	383,072	(943,432)
Cash, beginning of year	206,756	1,150,188
Cash, end of year	\$ 589,828	\$ 206,756

See accompanying notes to financial statements.

# CANADIAN NUCLEAR ASSOCIATION

Notes to Financial Statements

Year ended December 31, 2021

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The Canadian Nuclear Association (the "Association") is a voluntary group which promotes the peaceful uses of nuclear energy and technology. The Association comprises approximately 95 corporate members with high-tech and research companies dominating the membership list. The Association was incorporated under Part II of the Canada Corporations Act in 1960 and was continued under section 211 of the Canada not-for-profit Corporations Act in 2014. The Association is registered as a not-for-profit corporation under the Income Tax Act (Canada).

## 1. Significant accounting policies:

These financial statements are prepared by management in accordance with Canadian accounting standards for not-for-profit organizations. The Association's significant accounting policies are as follows:

### (a) Revenue recognition:

The Association follows the deferral method of accounting for contributions for not-for-profit organizations.

Membership fee and conference revenues are recognized as revenue in the year in which they are earned.

Restricted program funds are recognized as revenue as program expenditures are incurred.

### (b) Tangible capital assets:

Tangible capital assets are stated at cost, less accumulated amortization. Amortization is provided using the declining balance method and following annual rates:

Asset	Rate
Furniture and office equipment	10%
Computer equipment	30%, 45% and 55%

The carrying amount of an item of tangible capital assets is tested for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized when the asset's carrying amount is not recoverable and exceeds its fair value.

### (c) Expenses:

In the statement of operations, the Association presents its program expenses by function.

Expenses are recognized in the year incurred and recorded in the function to which they are directly related. The Association records certain program expenses on a prorated basis on headcount.

The allocation of these expenses is determined by management and is applied consistently year over year.

# CANADIAN NUCLEAR ASSOCIATION

Notes to Financial Statements (continued)

Year ended December 31, 2021

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## 1. Significant accounting policies (continued):

### (d) Use of estimates:

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from those estimates. These estimates are reviewed annually and, as adjustments become necessary, they are recognized in the financial statements in the period they become known.

### (e) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Association has elected to carry its investments at fair value.

Transaction costs incurred on the acquisition of financial instruments measured subsequently at fair value are expensed as incurred. All other financial instruments are adjusted by transaction costs incurred on acquisition and financing costs, which are amortized using the straight-line method.

Financial assets are assessed for impairment on an annual basis at the end of the fiscal year if there are indicators of impairment. If there is an indicator of impairment, the Association determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount the Association expects to realize by exercising its right to any collateral. If events and circumstances reverse in a future period, an impairment loss will be reversed to the extent of the improvement, not exceeding the initial carrying value.

## 2. Investments:

	2021	2020
Guaranteed investment certificates	\$ 2,431,379	\$ 2,316,442
Money market funds	6,479	487,724
	<u>\$ 2,437,858</u>	<u>\$ 2,804,166</u>

# CANADIAN NUCLEAR ASSOCIATION

Notes to Financial Statements (continued)

Year ended December 31, 2021

## 2. Investments (continued):

Investments have maturity dates between May 2, 2022 and July 15, 2025 and effective interest rates ranging from 0.6% to 1.86%. The investments are recorded at fair value at year end, which is consistent with the cost of the investments.

## 3. Accounts receivable:

	2021		2020	
Membership and annual conference fees - future year	\$	717,139	\$	510,763
Others		20,581		8,788
	\$	737,720	\$	519,551

## 4. Property and equipment:

	2021		2020	
	Cost	Accumulated amortization	Net book value	Net book value
Furniture and office equipment	\$ 114,602	\$ 85,888	\$ 28,714	\$ 10,395
Computer equipment	295,043	280,995	14,048	15,335
Leasehold improvements	57,899	57,899	–	–
	\$ 467,544	\$ 424,782	\$ 42,762	\$ 25,730

Cost and accumulated amortization at December 31, 2020 amounted to \$436,224 and \$410,494, respectively.

## 5. Canadian Nuclear Workers' Council program:

The Association administers a program on behalf of the Canadian Nuclear Workers' Council. The balance payable represents receipts in excess of disbursements with respect to program activities.

# CANADIAN NUCLEAR ASSOCIATION

Notes to Financial Statements (continued)

Year ended December 31, 2021

## 6. Deferred revenue:

Deferred revenue represents next year's membership fees and sponsorships and registrations to the Annual Conference and Trade Show taking place subsequent to the year end, as well as unspent amounts related to the Ontario's Nuclear Advantage and SMR Secretariat programs. The make-up of the balance at year end is as follows:

	2021	2020
Annual conference	\$ 545,440	\$ –
Membership fees	–	97,125
SMR Project	189,755	123,023
Ontario's Nuclear Advantage	15,148	130,581
Deferred other	–	3,317
	<u>\$ 750,343</u>	<u>\$ 354,046</u>

## 7. Net assets:

The Association considers its capital to consist of its net assets. The Association's objective when managing net assets is to safeguard its ability to continue as a going concern so that it can continue to provide services and support to its members.

There are no externally imposed restrictions on the Association's net assets, and its overall strategy with respect to net assets remains unchanged from the year ended December 31, 2021.

## 8. Financial risks:

### (a) Liquidity risk:

Liquidity risk is the risk the Association will be unable to fulfill its obligations on a timely basis or at a reasonable cost. The Association manages its liquidity risk by monitoring its operating requirements. The Association prepares budget and cash forecasts to ensure it has sufficient funds to fulfill its obligations.

### (b) Credit risk:

Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in a financial loss. The Association is exposed to credit risk with respect to the accounts receivable. The Association assesses, on a continuous basis, accounts receivable and provides for any amounts that are not collectible in the allowance for doubtful accounts. At year-end, there were no amounts allowed for in accounts receivable.

# CANADIAN NUCLEAR ASSOCIATION

Notes to Financial Statements (continued)

Year ended December 31, 2021

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## 8. Financial risks (continued):

### (c) Interest rate risk and other price risk:

The Association believes it is not subject to significant interest rate or other price risk arising from its financial instruments, as the risk is limited to its investments in guaranteed investment certificates as disclosed in note 2.

### (d) Currency risk:

The Association is not subject to significant currency risk as its cash holdings in U.S. dollars on deposit totals \$97,250 (2020 - \$52,439).

## 9. Commitments:

The Association has an agreement to lease its office premises. The lease expires March 30, 2024. The future minimum payments under the agreement are as follows:

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2022	\$	73,596
2023		73,596
2024		18,399

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As part of the lease, the Association pays 30% share of the operating costs which approximate \$40,000 per year.

## 10. Impact of COVID-19 pandemic:

On March 11, 2020, the World Health Organization declared the Coronavirus COVID-19 (COVID-19) outbreak a pandemic. This has resulted in significant financial, market and societal impacts in Canada and around the world. The Canadian and Provincial governments have enacted and continually update emergency measures to combat the spread of the virus. Actions implemented by the Association include:

- implementing telework and remote work environments for staff;
- limiting business travel and in-person meetings;
- implementing health and safety measures on-premise in accordance with public health requirements;
- providing health and safety equipment to staff working on-premise.

Financial statements are required to be adjusted for events occurring between the date of the financial statements and the date of the auditor's report that provide additional evidence relating to conditions that existed as at year-end. Management has assessed the impacts and there are no additional adjustments required to the financial statements.

## Resolution of the Members of the Canadian Nuclear Association (the “Corporation”) Regarding the Election of Directors

### (TO BE INSERTED INTO THE MINUTES OF THE 2022 ANNUAL MEETING)

**WHEREAS**, the Corporation’s annual Meeting of Members (the “Annual Meeting”) will be held on June 17, 2022.

**AND WHEREAS**, pursuant to 128(3) of the *Canada Not-for-profit Corporations Act* (the “Act”), Members shall, by ordinary resolution at each Annual Meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period.

**AND WHEREAS**, pursuant to 128(6) of the Act, if directors are not elected at the Annual Meeting, the incumbent directors continue to hold office until their successors are elected.

**AND WHEREAS** section 3.3 of *By-Law No. 1* of the Corporation (the “By-law”) also provides that the election of directors shall take place at each Annual Meeting, unless otherwise determined by the Corporation’s Board of Directors (the “Board”) from time to time; and that the election shall be by ordinary resolution.

**AND WHEREAS**, in 2021 the Corporation engaged Governance Solutions Inc. (“GSI”) to conduct a review its governance structure (the “Governance Review”) with a view to identifying opportunities to improve effectiveness and therefore contribute to better outcomes for the Corporation and its Membership and is now conducting a follow-up project (“2022 Restructuring”) to assist the Corporation in revising its frameworks for membership and governance.

**AND WHEREAS**, the Board is facing material turnover in 2022 with terms expiring for 33 of 36 Board members, including the chair and vice-chair; 10 of 13 members of the executive committee; and the chairs of the finance and public affairs advisory committee.

**AND WHEREAS**, to manage the medium to high risks for the objectives of the 2022 Restructuring project created by the 2022 election cycle, the Board accepted GSI’s recommendation for a one-year standstill in Board elections.

**AND WHEREAS**, notwithstanding the requirements of the Act and the By-law, in order to ensure leadership continuity for the 2022 Restructuring project, it would be in the best interests of the Corporation to extend the terms of all Board members and their leadership roles (officer positions) by one year to June 2023.

**ON A MOTION DULY MADE**, seconded and carried:

**BE IT RESOLVED THAT:**

1. The requirements of 128(3) of the *Canada Not-for-profit Corporations Act* and of section 3.3 *By-law No. 1* of the Corporation regarding the election of directors at each Annual Meeting are hereby waived for the Corporation’s 2022 Annual Meeting.
2. The incumbent directors of the Corporation continue to hold office until the close of the Corporation’s Annual Meeting in June 2023.

