

**11593765 CANADA ASSOCIATION
(the "Corporation")**

Special Members' Meeting

**Held at the Westin, Ottawa
11 Colonel By Dr, Ottawa, ON K1N 9H4, Canada
Wednesday, March 11, 2020 at 10:45 a.m. (Eastern Time)**

CHAIR, SECRETARY AND SCRUTINEER

The special meeting of the Members of 11593765 Canada Association (the "**Corporation**") was called to order. Lori MacMullen, the Chair of the Board of Directors of the Corporation, acted as Chair, and Julie Robinson, legal counsel to the Corporation, acted as Recording Secretary and Scrutineer of the Meeting. The Chair introduced the members of the current Board of Directors and the Corporation's management team.

NOTICE OF MEETING

The Chair confirmed that the notice of the meeting (the "**Notice of Meeting**") was sent on February 19, 2020 to all the Members of record as of February 18, 2020.

QUORUM

The Chair requested that the Scrutineer prepare a report on attendance and provide it to the Chair when completed. Upon receipt of the Scrutineer's report, the Chair informed the Meeting that she was satisfied that a quorum of Primary Members was present and declared that the Meeting was duly constituted for the transaction of business. The Chair asked the Scrutineer to submit the final report on attendance as soon as it is available. The final report on attendance is attached as Schedule "A" hereto.

AGENDA

The Chair explained that there was one (1) formal item of business before the Meeting, specifically the election of the Inaugural Board of Directors of the Corporation. Before proceeding to the formal item of business, the Chair advised that the Corporation's Interim Chief Financial Officer would provide a financial update and the Corporation's legal counsel would provide a legal update.

FINANCIAL UPDATE

The Corporation's Interim Chief Financial Officer, Norman Rees, provided an update on the financial affairs of the Corporation, addressing the contribution agreement between the Corporation and Innovation Science and Economic Development Canada, the Corporation's financial position as of March 31, 2020, banking matters, insurance matters, board compensation, and membership admission fees, among other subjects.

LEGAL UPDATE

The Corporation's legal counsel, Julie Robinson, provided a legal update on the Corporation, including an overview of the incorporation and initial organization of the Corporation, the consultation process launched by the current Board of Directors to establish the Corporation's governance and membership structure, and amendments to the Corporation's by-laws to reflect the results of that consultation process. Ms. Robinson also provided an overview of the procedures for the Meeting and explained how voting would be conducted.

Responding to one Member's question whether the Corporation can provide a copy of the contribution agreement to the Members, the Chair confirmed the Corporation will consider this question and respond in due course.

ELECTION OF DIRECTORS

The Chair stated that the Meeting would proceed to the election of the Inaugural Board of Directors of the Corporation. The Chair advised that the Board of Directors is to consist of between three and twenty directors and the number may be fixed by the Members, and at least 50% of the directors must be independent in accordance with criteria and policies determined by the Board. The Chair further advised that directors may serve staggered terms, each term expiring no later than the close of the third annual meeting of Members following their election.

The Chair invited Barbara Kieley to introduce the nominees for election to the Inaugural Board of Directors. The Inaugural Board nominees left the Meeting at this time. Barbara Kieley provided an overview of the recruitment process for the Inaugural Board and introduced the nominees and their proposed terms of office. The Chair then advised the Meeting that, in accordance with the By-Laws, no further nominations could be made at the Meeting.

The Chair called for a motion to approve a resolution that the number of directors be fixed at 15 and that the nominees be elected as directors, to hold office until the end of their respective terms. The motion was duly moved and seconded. There being no discussion on the motion, the Chair called for a vote on the resolution. Following the vote, the Scrutineer reported the results of the vote to the Chair. The Scrutineer's report on the vote is attached as Schedule "B" hereto.

The Chair declared that the number of directors was fixed at 15 and that the following individuals were elected directors of the Corporation, to hold office until the end of their respective terms:

Janet Davidson, for a three-year term ending at the AGM in 2023;

Peter MacKinnon, for a two-year term ending at the AGM in 2022;

Jane Skoblo, for a three-year term ending at the AGM in 2023;

Deb Verhoeven, for a three-year term ending at the AGM in 2023;

David Barnard, for a three-year term ending at the AGM in 2023;

Gail Murphy, for a three-year term ending at the AGM in 2023;
Donna Bourne-Tyson, for a two-year term ending at the AGM in 2022;
Alexandra King, for a two-year term ending at the AGM in 2022;
Chris Lumb, for a two-year term ending at the AGM in 2022;
David MaGee, for a two-year term ending at the AGM in 2022;
Martha Whitehead, for a two-year term ending at the AGM in 2022;
Jennifer Doyle, for a one-year term ending at the AGM in 2021;
Sina Shahandeh, for a one-year term ending at the AGM in 2021;
Jeffery Taylor, for a one-year term ending at the AGM in 2021; and
Denis Therien, for a one-year term ending at the AGM in 2021.

FURTHER BUSINESS

The Chair confirmed that the formal items of business set out in the Notice of Meeting had been completed.

The Chair proceeded to address comments received on the By-Laws that were to be shared at the Meeting. The Chair advised that a Member had forwarded questions on Sections 3.5 and 3.7 of the By-Laws and the right of Associate Members to attend meetings of Members. The Chair confirmed that the intention is for both Associate and Primary Members to receive notice of and be entitled to attend meetings of members and that, based on review with legal counsel, the Corporation has determined that these sections allow for notice to and attendance by Associate Members. The Chair acknowledged that the language could be clarified and noted that the Inaugural Board of Directors would take this into consideration for approval at a future members' meeting.

Another questions received related to why nominations could not be made by Associate Members to the Researcher Council. The Chair explained that the main distinctions between Primary and Associate Members are the right to vote and the right to nominate to the Researcher Council. The Chair noted that the Board will set the overall nomination and selection process for the Researcher Council and while that process has not yet been determined, it may include an opportunity for Associate Members to put forward nominees.

There being no further business, the Chair invited the incoming chair of the Inaugural Board of Directors of the Corporation, Janet Davidson, to deliver concluding remarks. Ms. Davidson thanked the Applicant Board of Directors and the Corporation's interim management team.

CONCLUSION

The Chair called for a motion to conclude the Meeting, which was duly moved and seconded. The Chair then called for a vote on the resolution. Following the vote, the Scrutineer reported the results of the vote to the Chair. The Chair declared the formal portion of the Meeting concluded.

Julie Robinson
Recording Secretary of the Meeting

SCHEDULE "A"

Scrutineer's Report on Attendance

See attached.

DRAFT

**SPECIAL MEETING OF MEMBERS OF
11593765 CANADA ASSOCIATION**

Held on the 11th day of March, 2020

SCRUTINEER'S FINAL REPORT

34 PRIMARY MEMBERS REPRESENTED IN PERSON (AS PER EXHIBIT "A" HERETO)

7 PRIMARY MEMBERS REPRESENTED ELECTRONICALLY (AS PER EXHIBIT "B"
HERETO)

6 ASSOCIATE MEMBERS REPRESENTED IN PERSON (AS PER EXHIBIT "C" HERETO)

15 ASSOCIATE MEMBERS REPRESENTED ELECTRONICALLY (AS PER EXHIBIT "D"
HERETO)

TOTAL PRIMARY MEMBERS AS AT
RECORD DATE:

51

PERCENTAGE OF PRIMARY MEMBERS
REPRESENTED AT THE MEETING

80.4%

TOTAL ASSOCIATE MEMBERS AS AT
RECORD DATE:

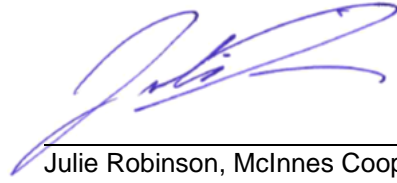
85

PERCENTAGE OF ASSOCIATE MEMBERS
REPRESENTED AT THE MEETING

24.7%

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DATED this 11th day of March, 2020.



Julie Robinson, McInnes Cooper

EXHIBIT "A"

Primary Members Represented in Person

	Member Name	Member Representative
1.	Athabasca University	Pamela Hawranik
2.	Brock University	Tim Kenyon
3.	Carleton University	Rafik Goubran
4.	Concordia University	Justin Powlowski
5.	Dalhousie University	Joshua Leon
6.	HEC Montréal	Frederico Pasin
7.	Lakehead University	Mr. Bill Maloney
8.	McGill University	Kristina Ohrvall
9.	McMaster University	Vivian Lewis
10.	Memorial University of Newfoundland	Ray D. Gosine
11.	Queen's University	Jennifer Doyle
12.	Royal Military College of Canada	Michael Hennessy
13.	Ryerson University	Steven N. Liss
14.	Saint Mary's University	Adam J. Sarty
15.	Simon Fraser University	Dugan O'Neil
16.	Université du Québec à Chicoutimi (UQAC)	Yves Chiricota/Ann Gauthier
17.	Université TÉLUQ	Marc-André Carle
18.	University of Alberta	Scott Delinger
19.	University of British Columbia	Steve Cundy
20.	University of Calgary	Susan Skone
21.	University of Guelph	Karina McInnis
22.	University of New Brunswick	Lesley Balcom
23.	University of Ottawa	Sylvain Charbonneau
24.	University of Regina	Brett Waytuck
25.	University of Toronto	Judith Chadwick
26.	University of Victoria	Lisa Kalynchuk
27.	University of Waterloo	Charmaine Dean
28.	Western University	Mark Daley
29.	University of Windsor	Michael Siu
30.	Wilfrid Laurier University	Jonathan Newman

31.	York University	Joy Kirchner
32.	Hospital for Sick Children	Avery MacLean
33.	Sunnybrook Research Institute	Anne Martel
34.	University Health Network (UHN)	Michael Brudno

TOTAL PRIMARY MEMBERS REPRESENTED IN PERSON 34

EXHIBIT "B"

Primary Members Represented Electronically

	Member Name	Member Representative
1.	Kwantlen Polytechnic University	Reza Khakbaznejad
2.	St. Francis Xavier University	Richard Isnor
3.	Université de Montréal	Laurent Lewis
4.	Université Laval	Michel J. Tremblay
5.	University of Ontario Institute of Technology	Les Jacobs
6.	University of Prince Edward Island	Katherine Gottschall-Pass
7.	University of Saskatchewan	Dion Marten
TOTAL PRIMARY MEMBERS REPRESENTED ELECTRONICALLY		7

EXHIBIT "C"

Associate Members Represented in Person

	Member Name	Member Representative
1.	Canadian Research Knowledge Network (CRKN)	Clare Apparro
2.	Compute Ontario	Cindy L. Munro/Nizar Ladak
3.	Mila	Sacha Lepretre
4.	MRNet	Gerry Miller
5.	ORION	Nicole Hurtubise
6.	Vector Institute	Garth Gibson
TOTAL ASSOCIATE MEMBERS REPRESENTED IN PERSON		6

EXHIBIT "D"

Associate Members Represented Electronically

	Member Name	Member Representative
1.	Aurora College	Jason Panter
2.	Fleming College	Mary Lou MacLean
3.	George Brown College	Krista Holmes
4.	Institut national de la recherche scientifique (INRS)	Joel Tremblay
5.	Red Deer College	Michelle Edwards-Thomson
6.	Université du Québec en Abitibi-Témiscamingue	Patrick Bédard
7.	Yukon College	Clint Sawicki
8.	Vancouver Island Health Authority	Graham Payette
9.	Cacul Québec	Romina Teran
10.	Compute Canada	Barbara Hauser/Robbin Tourangeau
11.	Institute of Particle Physics	J. Michael Roney
12.	Ocean Networks Canada	Reyna Jenkyns
13.	SRNet	Chad Coller
14.	TRIUMF	Reiner Kruecken
15.	World Data System	Karen Payne
TOTAL ASSOCIATE MEMBERS REPRESENTED ELECTRONICALLY		15

SCHEDULE "B"

Scrutineer's Report on Vote – Election of Directors

See attached.

DRAFT

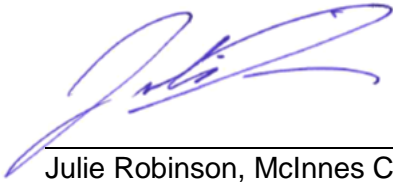
**SPECIAL MEETING OF MEMBERS OF
11593765 CANADA ASSOCIATION**

Held on the 11th day of March, 2020

**MOTION #1
Election of Directors**

I, the undersigned scrutineer, hereby report that the result of the vote with respect to the above matter is as follows:

	Number of Votes	
FOR	<u>40</u>	<u>100 %</u>
WITHHELD	<u>0</u>	<u>0 %</u>
Total	<u>40</u>	



Julie Robinson, McInnes Cooper