

Proposed Bylaw Change
AGM 2022

The only proposed revision to the By-Laws is to Section 7.4, which pertains to a Director Conflict of Interest. The revision allows for the conflicted Director, at the request of the Board, to participate in the discussion on the matter to which the Director is conflicted. This revision will provide the Board with appropriate flexibility because the conflicted Director may be one of the most knowledgeable persons relating to the topic under discussion, and be in a position to provide additional information or context to the Board.

Section 7.4 of the By-Laws continues to ensure that a conflicted director must abstain from voting on the matter giving rise to the conflict.

Bylaw 7.4 Conflict of Interest

Current: A Director who has, or might be reasonably perceived to have, a conflict of interest with respect to the affairs of PAA, has a duty to declare this interest upon nomination to the Board. If a Director, while serving on the Board realizes that a certain issue may result in a conflict of interest, he or she shall declare it immediately. In both cases, a Director with a conflict of interest may continue to serve on the Board, but will absent themselves from the discussion of, and the vote upon, such matters. The disclosure of conflict of Interest and the Director's action in response shall be recorded in the minutes.

Proposed: A Director who has, or might be reasonably perceived to have, a conflict of interest with respect to the affairs of PAA, has a duty to declare the interest to the Chair or Vice Chair of the Board upon nomination to the Board. If a Director, while serving on the Board realizes or becomes aware that a certain issue results, or has the potential to result, in a conflict of interest, he or she shall promptly disclose to the Chair or Vice Chair of the Board the nature and extent of such actual or potential conflict. In both cases, the disclosure shall be recorded in the minutes of the meeting, giving notice of the conflict and a general description of the nature and extent of the conflict. A Director with a conflict of interest shall abstain from voting on the particular matter giving rise to the conflict, but may participate in the discussion at the request of the Board or committee. The Chair of the Board shall provide and update to the Board at each meeting on all outstanding conflict of interests. To the extent a Director enters into an agreement, understanding or commitment with PAA in relation to the subject matter set out in this Section 7.4 and there is a conflict between the terms of such agreement, understanding or commitment and the terms set out in this Section 7.4, the Chair of the Board shall determine with terms prevail.