

## Proposed Bylaw Amendments by Special Resolution, April 28, 2019

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**Regarding notice of Board meetings to Directors, the bylaws currently state:**

### 4.08 Notice

Subject to the provisions of Section 4.09, notice of Board of Directors meetings shall be delivered, mailed or telephoned to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. In the event that any Director cannot be reached by telephone, then notice of the said Board meeting shall be personally delivered or mailed to the Director in accordance with the provisions hereof.

**Proposed amendment: words added are in bold below. No redactions have been made.**

### 4.08 Notice

Subject to the provisions of Section 4.09, notice of Board of Directors meetings shall be delivered, mailed, telephoned, **emailed or sent by any method permitted by the Act**, to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. In the event that any Director cannot be reached by **email**, telephone, **or other electronic or telephonic method**, then notice of the said Board meeting shall be personally delivered or mailed to the Director in accordance with the provisions hereof.

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**Regarding notice of Membership meetings, the bylaws currently state:**

### 8.17 Proxies

Every member entitled to vote at a meeting of Members may by means of a proxy appoint a Member as his or her nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy; provided that no Member shall carry more than one proxy to such meeting. **A proxy shall be in writing, shall be executed by the Member entitled to vote and ceases to be valid one year from its date.** Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such form as the President of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

**Proposed amendment: words added are in bold below. Redactions are highlighted in grey above.**

### 8.17 Proxies

Every member entitled to vote at a meeting of Members may by means of proxy appoint a Member as his or her nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy; provided that no Member shall carry more than one proxy to such meeting. **A proxy shall be in writing by the member entitled to vote, executed either in handwriting or sent electronically from the address on file with the Corporation, and is valid only for motions arising on the date of the Membership meeting.** Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such form as the President of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

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**Regarding notice of Membership meetings, the bylaws currently state:**

### 8.14 Notice of Meetings

Notice of the time, place and date **of meetings of Members and the general nature of the business transacted shall be given** at least (14) days before the date of the meeting to each Member (and in the case of the annual meeting to the auditor of the Corporation) **by sending by pre-paid mail to the address of the addressee shown on the Corporation's records.**

**Proposed amendment: words added outlined in bold below. Redactions are highlighted in grey above.**

### 8.14 Notice of Meetings

Notice of the **meeting** time, place, date, general nature of the business transacted **and related meeting materials required to be sent to a Member shall be provided** at least (14) days before the date of the meeting **by electronic means such as email**, to each Member **at their latest address as shown in the records of the Corporation; and provided that a Member may request notice and materials by pre-paid mail. Notice and/or the time for the notice may be waived or abridged at any time with the consent of the person entitled thereto.**

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Regarding voting at meetings of the Board, the bylaws currently state:

#### 4.10 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the President, in addition to his or her original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the President or requested by any Director. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

**Proposed amendment: words added are highlighted in bold below. No redactions.**

#### 4.10 Voting and **Electronic Participation in Meetings**

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the President, in addition to his or her original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll or a ballot on the question is required by the President or requested by any Director. A declaration by the President that a resolution has been carried or not carried, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

**4.10.2 If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present in person at that meeting.**

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Regarding voting at Membership meetings, the bylaws currently state:

#### 8.18 Show of Hands

At all meetings every question shall be decided by a show of hands unless otherwise required by a bylaw of the Corporation or unless a poll is required by the President or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy-holder for a Member entitled to vote, present in person shall have one vote. Whenever a show of hands has been taken upon a question, unless a poll is requested, a declaration by the President that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the option

**Proposed amendment: words added outlined in bold below, redactions have been removed.**

#### 8.18 Voting and electronic attendance at meetings

**8.18.1 Subject to the act**, at all meetings every question shall be decided **in the first instance** by a show of hands unless a poll or **ballot** is requested by a member, **required by the Board**, President or otherwise required by a bylaw of the Corporation. **In every instance**, every Member entitled to vote, or proxy-holder for a Member entitled to vote, **shall have one vote**.

**Upon a poll, the question shall be decided by a counting of the hands. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by the votes given by the Members present in person or by proxy. Upon a ballot vote, the question shall be decided by the votes given by the Members present in person, by proxy or submitted electronically.**

**Subject to the Act, where the Board has decided to make available telephonic, electronic or other communication facility as a means of attending a meeting, Members who are attending in this manner may vote by any telephonic, electronic or other communication facility that the Board has made available for that purpose. A member participating in a meeting by such means is deemed to be present in person at the meeting.**

**The Board may establish rules to allow for electronic online voting (internet voting), in addition to in person voting, by members entitled to vote. Such rules must ensure that confidentiality and security of such voting process, provisions for opportunity for debate, notice as per the bylaws and majority approval are followed.**

**In all instances, subject to the above, the President shall declare that a resolution has been carried or not carried. An entry to that effect shall be entered into the minutes which shall be considered conclusive evidence of the vote, without proof of the number of proportion of votes recorded in favour of or against the option.**

**For clarity, voting at a meeting of Members will be by one or more of the following, at the discretion of the Board;**

**(a) show of hands;**

**(b) poll vote;**

**(c) ballot vote (whether at the meeting, in advance, during or after and whether by paper, by internet or by other electronic means).**

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