

Bylaw Amendment Resolution - 2009

BE IT RESOLVED that the following Bylaw (“Bylaw 2009-1”) be enacted and recommended to the Members of the Association to be sanctioned by them.

1. The following section 1.1.5.1 be added:
 - 1.1.5.1 “Code of Conduct” means the Code of Conduct approved from time to time by the Board;
2. Section 1.1.11 be amended and altered to read:
 - 1.1.11 “ROUNDTABLES” means ROUNDTABLES established in any specified geographical area of Canada;
3. The following section 1.1.11.1 be added:
 - 1.1.11.1 “ROUNDTABLE Committee” means the committee governing the affairs of each ROUNDTABLE;
4. Section 5.1 be amended and altered to read:
 - 5.1 Board

The affairs of the CORPORATION shall be managed by a BOARD composed of a minimum of nine (9) DIRECTORS and a maximum of fifteen (15) DIRECTORS. The number of DIRECTORS shall be fixed from time to time by Special Resolution.
5. Section 5.3 be repealed;
6. Section 5.6 be amended and altered to read:
 - 5.6 Vacancies

So long as a quorum of the DIRECTORS remains in office, a vacancy on the BOARD may be filled by the DIRECTORS of the CORPORATION, with a director appointed in such a way to serve only until the next AGM. If no such quorum of DIRECTORS exists, the remaining DIRECTORS shall forthwith call a special general meeting of members to fill the vacancies on the BOARD.
7. Section 5.7.2 be amended and altered to read:
 - 5.7.2 The Board may, by resolution, remove any DIRECTOR who has failed to comply with the DIRECTOR’S Code of Conduct prescribed by the Board from time to time.

8. Section 6.2 be amended and altered to read:

6.2 Term of Office

The term of office of Director shall be one (1) or two (2) years.

9. Section 6.3 be amended and altered to read:

6.3 Re-Election

A DIRECTOR, if otherwise qualified, is eligible for election for a maximum of six consecutive years, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such DIRECTOR.

Provided however that this section 6.3 shall not apply so as to prevent any person who is an EXECUTIVE OFFICER to continue to serve as a Director for the remainder of the traditional cycle, if any, of service in offices then in progress.

10. Section 6.5.1 be amended and altered to read:

6.5.1 the slate of candidates for office proposed by such Committee designated by the Board from time to time for the purpose of proposing a slate of candidates for office (in this section 6.5 referred to as the “Nominations Committee”); and

11. Section 7.4 be amended and altered to read:

7.4 Meetings by Electronic Conference

If at least forty per cent (40%) of persons who are members of the BOARD or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the BOARD or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear or communicate with each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

7.4.1 Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of

the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

12. Section 7.5 be amended and altered to read:

7.5 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 Chair shall have a casting vote. At all meetings of the BOARD, every question shall be decided by a show of hands or verbal or written (including e-mail) declaration unless a poll on the question is required by the Chair or requested by any DIRECTOR. A declaration by the Chair 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.

13. Section 9.1.1 be amended and altered to read:

9.1.1 a Chair of the BOARD, a Vice-Chair, a Secretary, and a Treasurer, elected by and from among the members of the BOARD for a term of one (1) year, and none of whom shall be entitled to remuneration; and

14. Section 9.1.2 be repealed.

15. Section 9.2 be amended and altered to read:

9.2 Executive Director

The Board may appoint, and prescribe the terms of employment of, an Executive Director, to be the Chief Executive Officer of the CORPORATION, and shall, subject to the direction of the Board, supervise and control the operations of the CORPORATION. The Executive Director shall not be a DIRECTOR of the CORPORATION.

16. Section 9.3 be amended and altered to read:

9.3 Duties of the Chair of the Board

The Chair of the BOARD (the "Chair") shall when present, preside at all meetings of the BOARD and Members. The Chair shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the BOARD or incident to the office. If there is no Executive Director in office, the Chair or such other person determined by the BOARD, shall carry out the duties described in section 9.2.

17. Section 9.5 be amended and altered to read:

9.5 Duties of the Secretary

The Secretary shall ensure that:

- 9.5.1 the minutes of BOARD meetings are taken, maintained, and are accurate;
- 9.5.2 all notices required to be given to members and to DIRECTORS are given;
- 9.5.3 the corporate seal of the CORPORATION and all books, papers, records, correspondence and documents belonging to the CORPORATION are properly kept; and
- 9.5.4 perform such other duties from time to time as may be prescribed by the BOARD.

18. Section 9.6 be amended and altered to read:

9.6 Duties of the Treasurer

The Treasurer shall:

- 9.6.1 ensure that the CORPORATION keeps full and accurate accounts of all its assets, liabilities, receipts and disbursements;
- 9.6.2 ensure that all necessary books and records of the CORPORATION required by the by-laws of the CORPORATION or by any applicable statute are regularly and properly kept; and
- 9.6.3 perform such other duties from time to time as may be prescribed by the BOARD.

19. Section 9.7 be repealed;

20. Section 9.8 be repealed;

21. Section 9.9 be amended and altered to read:

9.9 BOARD or Executive Director to Appoint Other Officers

The BOARD may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the BOARD, the duties of whom shall be such as the terms of their engagement call for or the BOARD prescribes.

22. Section 9.10 be amended and altered to read:

9.10 Holding More Than One Office

A person may be nominated or selected for, elected or appointed to, and hold more than one office, except the offices of the Chair, and Executive Director.

23. Section 11.3 be repealed; and

24. Part 12 be repealed in its entirety.