Special Resolutions to be Considered at the Annual General Meeting

The following Special Resolutions will be considered at the Annual General Meeting. Each of them proposes an amendment to the Bylaws and requires a two-thirds (2/3) majority to be adopted.

1. "BE IT RESOLVED THAT Bylaw 11.9 be struck and replaced as follows:
   'With respect to any Semi-Annual General Meeting, the provisions of Bylaw 11 shall apply for the purposes of adequate notice and voting by Members in good standing, and the provisions of Bylaw 10 shall apply for the purpose of quorum.'
2. "BE IT RESOLVED THAT Bylaw 12.2(c) be amended by striking the word 'four' and replacing it with the word 'five'"
3. BE IT RESOLVED THAT a new Bylaw 4.11 be inserted as follows:
   'The Executives may pass a directors' resolution without a meeting if a three-quarters (3/4) majority of the Executives consent to the resolution in writing or in any other manner provided for in the Bylaws.'

Explanatory Note

The following note explains the purpose and effect of each of the proposed Bylaw amendments set out above.

Item 1 – Bylaw 11.9 (Semi-Annual General Meeting)

This amendment aligns the quorum for a Semi-Annual General Meeting with the quorum that applies to an Annual General Meeting. Under the proposed wording, Bylaw 11 continues to govern notice and voting by Members in good standing, while Bylaw 10 governs quorum. This creates consistency across the two types of general meetings and removes any ambiguity about which provisions apply.

Item 2 – Bylaw 12.2(c) (Committee Composition)

This amendment changes the number in Bylaw 12.2(c) from four to five, allowing one additional member of Council to be appointed to committees where there is sufficient interest. It provides greater flexibility to accommodate interested Council members and broaden participation in committee work.

Item 3 – New Bylaw 4.11 (Directors' Resolutions Without a Meeting)

This amendment adds a new Bylaw 4.11 that would supersede the current statutory requirement that a consent resolution be unanimous, replacing it with a three-quarters (3/4) majority of the Executives. This would allow the Board to act decisively without convening a meeting where necessary. The requirement that consent be given in writing, or in another manner provided for in the Bylaws, continues to offer robust protections for the minority.