

**A By-Law to amend certain provisions of By-law 1 – 2024**

**BE IT ENACTED**, and it is hereby enacted as follows:

1. That there be added as a new section 20, the following:

*Subject to section 21, a vote may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.*

2. That there be added as a new section 21, the following:

*The Board may determine that any meeting of Members may be held entirely in person, by one or more telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means, provided that if members are permitted to attend or participate by electronic means:*

- (a) the Corporation shall make available means that permit Members to communicate adequately with each other during the meeting and to reasonably participate; and*
- (b) if there is to be an election of directors at such meeting, the Corporation has implemented a process by which votes may be verified as having been made by Members entitled to vote and the Corporation is not able to identify how each Member voted.*

*Any member who participates in the meeting by telephonic or electronic means or votes shall be deemed to be present in person at the meeting.*

3. That section 20 of the By-law be deleted and replaced with the following:

*Number of Directors. The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than six (6) and no more than fifteen (15) Directors. Until changed in accordance with the Act, there shall be eight (8) Directors.*

4. That section 25 of the By-law be deleted and replaced with the following:

*One-third, or if the number of Directors is changed in accordance with the Act to a number that is not divisible by three, as close to one-third as is mathematically possible, of the Directors shall retire annually in rotation.*

5. That section 26 of the By-law be deleted and replaced with the following:

*At every annual general meeting there shall be elected one third of the total number of Directors to fill the places of the retiring Directors, who are, subject to compliance with sections 21, 22, and 23, are eligible for re-election. In the event the number of directors is changed to a number that is not divisible by three, the number whose terms expire in any given year shall not exceed by more than one the number whose terms expire in any other year.*

**Enacted by the Board of Directors on the 18<sup>th</sup> day of November, 2025.**

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Chair: Paul Vandebosch

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Secretary: Christina Gummerson