



Canadian Right of Way Education Foundation
Resolution to Amend By-Law No. 9

Whereas the Board of Directors of the Canadian Right of Way Education Foundation (the "Foundation") has identified the need to amend the By-Laws of the Foundation;

And whereas the proposed amendments will allow for the separation of the Secretary and Treasurer position into two distinct officer positions;

And whereas pursuant to the bylaws of the Foundation and Section 133 of the *Canada Not for Profit Act*, a special resolution is required to increase or decrease the number of or the minimum or maximum number of Directors fixed by the Articles of Incorporation of the Canadian Right of Way Education Foundation;

And whereas a special resolution requires the passing of the resolution by a majority of not less than two-thirds (2/3) of the votes cast on the resolution;

Now therefore, be it resolved, that the following changes to By-Law No. 9 be enacted:

1. Section 6 (d) (i) shall be amended to read as follows:

Four (4) Directors shall be elected by the Members at the Odd Year Meetings, as defined in Section 6(f)(iii) and shall also hold the Officer positions as President, Vice President, Secretary **and** Treasurer of the Corporation as specified by the Members at the time of election. As qualification requirements such persons must first have been nominated in accordance with the process described in the policies of the Corporation for election at the Meeting of Members.

2. Section 6 (f) (iii) (A) shall be amended to read as follows:

At the annual general Meeting of Members taking place in 2017 and every other year thereafter (the "Odd Year Meetings"), **four (4)** Directors shall be elected from among the Members of the Corporation.

3. Section 6 (f) (v) and (vi) shall be amended to read as follows:

The maximum number of terms for each Director is **four (4)** terms of two (2) years each. A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms, provided that such Director continues to meet the qualification requirements to be a Director.

The Board may, by Ordinary Resolution, allow a Director who has served the **eight (8)** year

maximum set out in Section (6)(f)(v) to be eligible for re-election to the Board for one (1)

additional term of two (2) years.

4. Section 7 (b)(i) shall be amended to read as follows:

At each Odd Year Meeting, each of the four (4) Directors elected by the Members in accordance with Section 6(f)(iii)(A) shall be deemed to have been elected to one of the Officer positions (President, Vice President, Secretary and Treasurer) respectively. Each of the said four (4) Directors shall hold the Officer position to which he/she was designated only during his/her Director term of office. A Director who vacates his/her Director term of office shall be deemed to resign from his/her corresponding Officer position. A vacancy in an Officer position shall be filled by means of filling the corresponding vacant Director position.

5. Section 7 (c)(i) shall be amended to read as follows, in view of separating the duties of the Secretary and Treasurer:

Secretary - The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board, shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings, shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Treasurer – The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation. Whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

ENACTED by the Directors of the Foundation this _____ day of _____, 2019.

President (Chair of the Board)

Secretary/Treasurer

CONFIRMED by the Members of the Foundation this _____ day of _____, 2019.

Secretary/Treasurer

