



## RESOLUTIONS TO BE PRESENTED

### ALTERATION TO BYLAWS

BE IT RESOLVED BY SPECIAL RESOLUTIONS that:

1. Effective as of the time at which the Association files an Alteration Application with the BC Registrar of Companies (the "**Registrar**"), the Bylaws of the Association, as filed with the Registrar prior to the date hereof, be altered as follows:
  - a. By adding the definition of "Honorary Directors" to Bylaw 1.1.
  - b. By amending Bylaw 5.7 to allow for a director to serve for four consecutive terms instead of three consecutive terms.
  - c. By amending Bylaws 5.17 and 5.18 to include an Honorary Director.
  - d. By adding Bylaw 5.24 as set out in the attached Schedule A.
  - e. By amending Bylaw 13.2 to allow for voting at any meeting by electronic ballot.
  - f. The consolidated Bylaws set out in the attached Schedule B, be adopted as the Bylaws of the Association.
2. Any one director or officer of the Association is hereby authorized and directed on behalf of the Association, to take all necessary steps and proceedings that may be necessary or desirable to give effect to the foregoing resolutions."

## **SCHEDULE A**

### **5.24 Honorary Directors**

One or more Honorary Directors may be appointed from time to time by the Board for such term as the Board by resolution shall establish. Honorary Directors shall act in an advisory capacity and shall have all such powers and duties as may from time to time be assigned to them by the Board. Honorary Directors shall attend meetings of the Board by invitation only and shall not be entitled to vote thereat, nor shall Honorary Directors be included in any calculation to determine quorum of Directors for the transaction of business at a meeting.

**SCHEDULE B**

See attached.