

PROPOSED BYLAW AMENDMENT #3
ANNUAL GENERAL MEETING
NOVEMBER 27, 2021

Special resolution of unit leader members re: Absentee Voting

Moved by: Brian McShane
Seconded by: Phil Carlson

Rationale:

Added as required per NFP Act.

PROPOSED ADDITION

ARTICLE 3, SECTION 3.08, ABSENTEE VOTING

3.08 ABSENTEE VOTING

A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment provided it is delivered to the Secretary at least 72 hours before the start of that meeting or continuation thereof.
- b) A Member may revoke a proxy by depositing an instrument in writing signed by the Member or by his or her agent:
 - (i) at the registered office of the Auxiliary no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - (ii) with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- c) the proxyholder was appointed, including the right to speak at a special meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.
- d) A proxyholder or alternative proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a special meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder

has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.

- e) If a form of proxy is created by a person other than the Member, the form of proxy will:
- (i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and (C) instructions on the manner in which the Member may appoint the proxyholder;
 - (ii) contain a designated blank space for the date of the signature;
 - (iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (iv) provide a means for the Member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor and the election of Directors;
 - (v) provide a means for the Member to specify that the membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of an auditor or the election of Directors; and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 3.08(d)(iv) or Section 3.08(d)(v) with respect to any matter to be acted on, the membership is to be voted accordingly.
- f) A form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 3.08 (d)(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.
- g) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee's attention to the information.
- h) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

The Board of Directors unanimously recommended this amendment.

- ***Only Unit Leader Members vote on this amendment***