

**NOTICE OF SPECIAL RESOLUTION**  
**OF**  
**NANAIMO DIVISION OF FAMILY PRACTICE SOCIETY**  
(the "Society")

The following special resolutions will be proposed for approval at the annual general meeting of the members of the Society to be held on October 14, 2021.

**Amendments to Bylaws**

RESOLVED as a special resolution that the Bylaws of the Society be amended as follows, to take effect upon the electronic filing of a Bylaw Alteration Application with the BC Registrar of Companies:

1. by deleting current section 7.6 [*Term of Directors*] in its entirety and substituting in its place the following:

**"7.6 Term of Directors**

The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting. The term of office of an Associate Member Director shall not be shortened or deemed to have expired by reason of such Associate Member having transitioned to becoming a General Member during such term, and such Associate Member Director shall continue to hold office as an Associate Member Director, and not as a General Member Director, until the expiry of his or her term of office;"

2. by deleting current section 7.7 [*Consecutive Terms and Term Limits*] in its entirety and substituting in its place the following:

**"7.7 Qualifications of Directors**

Except as provided in section 7.8, Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term."

3. by deleting current section 7.8 [*Extension of Term to Maintain Minimum Number of Directors*] in its entirety and substituting in its place the following:

**“7.8 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that (a) if insufficient successors are elected and the result is that the total number of Directors would fall below five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected; and (b) notwithstanding anything contained in these Bylaws to the contrary, if such Director is serving as Chair and has only completed one (1) year of such Director’s term as Chair, then such Director’s term of office as a Director shall automatically be extended for one (1) additional year to enable such Director to complete his or her term as Chair.”

**Filing of Bylaw Alteration Application**

RESOLVED FURTHER as an ordinary resolution that the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable to file and give effect to the foregoing amendment of the Bylaws of the Society under the *Societies Act*.

*Please note that these proposed bylaw amendments have been prepared with the assistance of legal counsel and have been vetted and approved by the Society’s board of directors.*