



CIC Members' special resolutions for the 2020 AGM May 27, 2020 (posted May 6, 2020)

BE IT RESOLVED as a special resolution of no less than two-thirds (2/3rds) of the Members present that the following amendment to the General Operating By-law No.1 of the Corporation be confirmed:

1. Section 5.03 be amended to remove the words "Each Director shall be a Member of the Corporation in the Full subcategory.", such that the section shall read:

5.03 **Qualifications**

Each Director shall be an individual who is not less than 18 years of age. ~~Each Director shall be a Member of the Corporation in the Full subcategory.~~ No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director.

BE IT RESOLVED as a special resolution of no less than two-thirds (2/3rds) of the Members present that the following amendment to the General Operating By-law No.1 of the Corporation be confirmed:

2. The following language be inserted into the By-laws:

SECTION XIV

MEMBER RESOURCE GROUPS

14.01 **Establishment**

The Board may establish Member resource groups ("MRGs") upon receipt of a written request from Members of the Corporation. If formed, the MRG shall originally consist of individuals who requested its formation.

14.02 **Purpose**

The purposes of the MRGs are to provide a network and community for Members of the Corporation who share similar values, vision, and identity, and to further the purposes of the Corporation contained in its Articles.



14.03 **Governance**

The Board will adopt a policy governing MRGs (the “MRG Policy”). The MRG Policy shall cover such matters membership, limitations of authority, organization, function, and operation of the MRGs, and any other matters as the Board deems appropriate. The Board shall ensure that each MRG receives an up-to-date copy of the MRG Policy. The Board may amend the MRG Policy from time to time and shall provide a copy of the amended document to the MRGs within ten (10) days of such amendment being approved by the Board.

14.04 **Responsibilities**

Each MRG will comply with the Articles and By-laws of the Corporation, the MRG Policy, any strategic plan of the Corporation in effect from time to time, and any Trade-Mark policies, Operating Policies and other policies established by the Corporation from time to time.

14.05 **Finances**

MRGs shall be supported financially in part, where necessary, by such grants as the Board shall approve. The Corporation shall not be liable for any expenses incurred or obligations undertaken by MRGs without the prior written approval of the Board.

14.06 **Dissolution**

If a MRG becomes inactive or dysfunctional, the Board may, after making efforts to see whether the situation can be resolved, dissolve the MRG. If a MRG is dissolved, all of the assets of the MRG are the property of the Corporation.