



PROSPECTORS &
DEVELOPERS
ASSOCIATION
OF CANADA

Schedule “D”

SUMMARY OF AMENDMENTS TO BY-LAW NO. 1

The summary below outlines the proposed amendments to the By-law, which are intended to better align its provisions with the Corporation’s organizational objectives and the requirements of the Canada Not-for-profit Corporations Act (the “CNCA”). Key examples of the revisions are highlighted in the table below.

| Overview & Section Reference | Description of Amendment |
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| There is a new definitions section (Section 1.1). | The new definitions align with the CNCA. The By-law has also been reviewed to ensure all capitalized terms are properly defined, formatting is consistent throughout the document, and plain language is used where possible. |
| There is a new interpretation section (Section 1.2). | This is intended to provide clarity and consistency in applying the By-law. Note that in the case of a conflict, the articles of the Corporation or the CNCA will prevail over the By-law. |
| There are new rules around member discipline and expulsion (Sections 2.6 and 2.7). | The new section on member discipline ensures the Corporation has a clear, CNCA-compliant process for suspending and expelling Members, providing notice and setting out procedures for receiving and considering Member responses. |
| Outdated language in the By-law has been updated (Section 3.1). | References to “head office” have been replaced with “registered office” to align with current language in the CNCA. |
| There is a new range for the number of directors (Section 4.2). | The new range is 12 to 30 directors, reduced from the previous 12 to 50 directors. This change is intended to streamline governance and ensure a more manageable board size. |
| There is a new basis for director term calculations (Section 4.3). | The prior version of the By-law noted that term limits were based on consecutive terms or consecutive years, meaning that a break in service would reset the count. In addition, the old By-law contained grandfathering language that tied the calculation of term limits to specific dates. The new By-law replaces consecutive limits with total terms and total years, meaning that a break in |



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| | service does not reset the count, and it removes the grandfathering language so that all prior years of service now count toward the maximum term. This promotes Board renewal, supports succession planning, and aligns with best practice governance principles. |
| There are now restrictions on returning to the board after serving as president (Section 4.3). | The By-law clarifies that any individual who has served as president is not eligible to be re-elected or re-appointed as a director, regardless of the number of years they previously served on the board before holding the office of president. |
| A new provision regarding quorum for directors' meetings has been introduced (Section 4.10). | The required quorum for a board meeting remains 12 directors. However, the section now clarifies that quorum may be satisfied even when the meeting is conducted virtually, and it further establishes that quorum must be maintained for the entire duration of the meeting. |
| There is an additional qualification for appointment as vice-president (Section 8.1). | The prior version of the By-law required only the president to be a director. The updated provision expressly extends this requirement to the vice-president as well. |
| Additional language has been added to clarify the term and removal of officers (Section 8.2). | Under the new By-law, the Board may remove any officer, with or without cause (subject to any written agreement), and may appoint a replacement to fill any resulting vacancy. Officers will otherwise continue in office until a successor is appointed, they resign, cease to be a director (if required), or die. |
| The provisions on special meetings and special business have been clarified (Sections 11.5 and 11.6). | The By-law now states that the board may call a special meeting of members at any time to consider any business that may properly come before the members. Previously, the by-law only addressed situations in which the board was required to call a special meeting, such as upon written requisition by the president, the vice-president, five directors, or members holding at least five percent of the voting rights. A new provision has also been added to clearly define "special business". |
| The provision regarding rules and regulations has been removed (see former Article 15). | The provision on rules and regulations has been deleted as it is no longer a recommended provision. The CNCA already gives directors broad authority to manage the activities and affairs of the Corporation, unless restricted by the articles or a unanimous member agreement. |