

Appointment of Directors

Article 6: Election, Qualification, Removal of Directors

- 6.01 The board shall consist of a minimum of three and a maximum of fifteen Directors and except as otherwise provided herein, individual Directors shall be elected by the Members of the Company and shall retain office at the pleasure of the Members.
- 6.02 Directors shall reside within the Region or carry on all or substantially all of their business within the Region and shall be eighteen years of age or older.
- 6.03 In odd numbered calendar years, up to half of the Directors will be elected to the Board for a two year term and in even numbered calendar years the remaining Directors shall be elected for a two-year term.
- 6.04 The members may from time to time fix, increase or reduce the number of Directors constituting the Board, whether previous notice thereof has been given or not.
- 6.05 Any casual vacancy occurring in the Board may be filled up by a resolution of the Board.
- 6.06 The Board shall have the power at any time, and from time to time, to appoint up to two additional Directors in excess of the number of Directors fixed by the Members as constituting the Board.
- 6.07 The Members may by special resolution remove any Director before the expiration of the Director's term.
- 6.08 An individual shall cease to be a Director if the individual:
- a) Gives written notice to the Secretary of his or her resignation as a Director;
 - b) Ceases to be a Director by virtue of section 89 on the Companies Act;
 - c) Becomes bankrupt;
 - d) Is absent for three consecutive regular meetings of the Board unless the Board concludes that there was adequate reason for the absences;
 - e) In the opinion of the Board, as evidenced by a majority vote:
 - i: Has acted in a manner materially detrimental to the purpose of the Company;
 - ii. Has inappropriately divulged confidential information of the Company to anyone other than the Board of Directors or members of a Committee;
 - iii. Is convicted of any offence resulting in imprisonment without the option of a fine;
 - iv. Is in breach of any conflict of interest policy or guidelines established by the Board;
 - v. Or for any reason is incapable of properly performing his or her duty as a Director
- 6.09 A Director who is the subject of a proposed removal from the Board shall be given the opportunity to be heard at a meeting of the Board before the matter is put to vote.