

### **Summary of By-Law Amendments**

The Board of Directors of NDRIO has adopted amended and restated by-laws, which are being presented to the Members for confirmation at the annual general meeting to be held on September 24, 2020. The specific changes are shown in the blacklined version included with the materials for the meeting.

The amendments were adopted based on feedback received from Members, as well as ongoing review by the Board of Directors, and include the following:

- Changes of a clerical nature, primarily certainly defined terms used in the by-laws (Section 1.1).
- Providing discretion to the Board of Directors to extend the deadline for receipt of membership fees following membership renewal (Section 2.3).
- Defining the process by which Members appoint and change their representatives (Section 2.8).
- Clarifying that all Members – including non-voting Associate Members – are entitled to notice of and to attend meetings of Members (Sections 3.5 and 3.7).
- Removing the Nominating Committee's ability to waive the director nomination procedures outlined in the by-laws (Section 4.5).
- Expanding the stated purpose of the Researcher Council to reference the interests of the broader research community (Section 4.14).

As required by the *Canada Not-for-profit Corporations Act*, these amendments must be submitted for confirmation at the meeting by a resolution of the Primary Members approved by a majority of the votes cast on the resolution.