

## London Bridge Centre Inc. Amendments to Bylaw #1

Changes in the by-law are proposed to clarify the term limits for directors and officers. These amendments were approved by the Board at the Sept. 5 meeting, and are recommended to the membership for confirmation at the annual general meeting on Sept. 22.

The changes are to clarify the maximum term limits, and that individuals who have served the maximum terms of office are eligible to serve again after an absence of one year. The proposed changes are highlighted in the text below.

1. in Section 2.01 dealing with the election and term of officers:

Current wording:

The Board of Directors shall be comprised of no more than twelve (12) and no less than nine (9) Directors elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be three (3) years commencing from the date of the meeting at which they are elected or appointed. Directors may serve two (2) consecutive terms. The Centre Manager is not a Director but shall be entitled to attend all meetings of the Board of Directors.

Proposed wording:

The Board of Directors shall be **composed** of no more than twelve (12) and no **fewer** than nine (9) Directors elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be three (3) years commencing from the date of the meeting at which they are elected or appointed. Directors may serve **at most** two (2) consecutive **full** terms. **After an absence from the Board of one year, an individual is eligible for election for a new term.** The Centre Manager is not a Director but shall be entitled to attend all meetings of the Board of Directors.

2. in Section 2.03 on Filling Vacancies and clarifies that serving a partial term does not count against the maximum term limits:

Current wording:

A vacancy on the Board shall be filled as follows:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
2. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Proposed wording:

A vacancy on the Board shall be filled as follows:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
2. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

After completing a partial term, the appointee shall be eligible to be elected as a Director under Section 2.01. The partial term shall not count towards the maximum two consecutive full terms.

3. in Section 5.01 on Officers:

Current wording:

The appointment of Officers shall be for a term of one (1) year and each Officer may be reappointed an additional two (2) terms.

Proposed wording:

The appointment of Officers shall be for a term of one (1) year and each Officer may be reappointed in the same role for at most an additional two (2) consecutive terms. After an absence from a particular Officer role of one year, an individual is again eligible for appointment in that role.

4. in Schedule C dealing with the position description of the Treasurer, to recognize the current committee structure:

Current Wording:

**Committee Membership:** The Treasurer is a member of the Finance and Property Committee.

Proposed Wording:

**Committee Membership:** The Treasurer is a member of the Finance Committee.

A copy of the proposed revised by-law, blacklined against the current, is attached.

The resolution to be considered at the AGM is:

**RESOLVED** that the amendments to By-Law #1 approved by the Board on September 5, 2018, as detailed in the materials for this annual general meeting, be confirmed.