

## PROPOSED CHANGE TO CONSTITUTION AND BY-LAWS

November 7, 2018

### ARTICLE IX currently reads:

#### ARTICLE IX: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EXECUTIVE DIRECTOR

Each Director, Officer or Executive Director or former Director, former Officer or former Executive Director of the Society shall be indemnified and saved harmless against all liabilities, costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of having been a Director or Officer of the Society save and except any liabilities, costs, charges or expenses incurred by person's own willful default or neglect.

The board is proposing a change to reflect the decision by the Board that the Executive Director's title has been changed to Chief Executive Officer.

### Proposed Change will read as follows:

#### ARTICLE IX: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EXECUTIVE DIRECTOR

Each Director, Officer or Chief Executive Officer or former Director, former Officer or former Executive Director or former Chief Executive Officer of the Society shall be indemnified and saved harmless against all liabilities, costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of having been a Director or Officer of the Society save and except any liabilities, costs, charges or expenses incurred by person's own willful default or neglect.