

**NOTICE OF SPECIAL RESOLUTION**  
**OF THE**  
**SIMON FRASER UNIVERSITY ADMINISTRATIVE AND PROFESSIONAL STAFF ASSOCIATION**  
(the "Society")

The following special resolution will be proposed for approval at the Society's Annual General Meeting to be held on November 26, 2024:

***Note that while these special resolutions will be considered and approved at the members' meeting, the amendments will not come into effect until the Society files a Bylaw Alteration Application with the BC Registrar of Companies. Until such time, the current bylaws will remain in effect.***

**Amendments to Bylaws**

RESOLVED as a special resolution that the Bylaws of the Society be amended as follows:

1. by deleting the word "determin" in Bylaw 3.3 [*Dues*] and inserting in place thereof the word "determine";
2. by deleting existing Bylaw 7.11 [*Removal of Director*] in its entirety and inserting in place thereof the following as a new Bylaw 7.11:

**"7.11 Removal of Director**

A Director may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution. Furthermore, if a Director is proposed for removal because of misconduct, the Board must conduct a review of the alleged misconduct in accordance with its established policies.;

3. by deleting the word "has" in Bylaw 10.5 [*Director Conflict of Interest*] and inserting in place thereof the words "knows or reasonably ought to know that they have";
4. by correcting any grammatical or punctuation errors that arise as a result of the foregoing amendments and by renumbering all parts, sections, paragraphs and sub-paragraphs, including cross references and the table of contents, affected by the above amendments accordingly.

*Please see Schedule A attached for a redline of the Bylaws showing the proposed changes.*

**Authorization**

RESOLVED as an ordinary resolution that the solicitors for the Society, Miller Thomson LLP, are hereby authorized and directed to take all actions that are necessary or desirable in filing the Bylaw Alteration Application to give effect to the foregoing amendment to the Society's Bylaws.

**Schedule A**  
**Redline Showing Amendments**

See attached.