

Leighton Foundation  
 Bylaw Amendments List - June 27, 2017

	Amendments
Article 1.1 Definitions	<p><i>Add:</i>            1.1            (d) Director            (i) Officer's            (k) Quorum  <i>Remove:</i>            1.1 (j) Ordinary Resolution</p>
Article 3 Board of Directors	<p><i>Add:</i>            3.2            Board Members shall be elected to a three (3) year term. Each Board Member may serve a maximum of two (2) terms. In certain circumstances, a Board Member may be appointed to a third term by the Board of Directors, with majority Board approval.            3.3            If a vacancy occurs, the Board of Directors may appoint a Member to serve the remainder of the term of a departing Board member. The Board of Directors may appoint a member to serve the term until the next annual general meeting.</p> <p><i>Remove:</i>            3.4            The Members of the Foundation may, by Ordinary Resolution passed at a special meeting of the Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Director's term of office and may, by a majority of the votes cast at that meeting, elect any person in that Director's stead for the remainder of the term.</p>
Article 4 Board Meeting	<p>4.10  <i>Remove:</i>            the Directors present shall choose one of their numbers to be the Chair of the meeting</p>
Article 5 Qualifications of Directors and Members	<p>5.2            Change wording from Members to Directors</p>
Article 6 Appointment of Officers	<p>6.1  <i>Remove:</i>            An Officer may need not be a Director and one person may hold more than one office.</p> <p><i>Add:</i>            b) An Executive Officer may serve a maximum of three (3) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.</p>

	<p>6.2  Add:  b) The Board shall appoint a vice-Chair who shall be a Director  Add:  c) The Board shall appoint a Secretary who shall be a Director  Add:  d) The Board shall appoint a Treasurer who shall be a Director  Add:  e) Past Chair – The Past Chair shall provide counsel to the Chair and Board of Directors.</p>
	<p>6.5  Add:  “or his or her term ends as per Article 3.2”</p>
<p>Article 8 Auditing</p>	<p>8.1  Remove:  The Board of Directors shall fix the remuneration of the Auditor.</p>
<p>Article 10 Meeting of Members</p>	<p>10.1  Remove:  The members can also nominate individuals for election as Directors from the floor.  Remove:  The Board of Directors shall fix the remuneration of the auditor at the same meeting.</p>
	<p>10.9  Remove:  The Chair shall appoint a person, who need not be a Member, to act as secretary of the meeting.</p>