* 1. At least ninety (90 days) prior to the annual general meeting, the Board shall appoint an independent electoral officer.
  2. The Governance and Nominating Committee shall develop a list of nominees that it recommends for each available Industry Classification and Director-at-Large position and obtain the written consent and biographical information of each such recommended nominee.
  3. At least sixty (60 days) prior to the annual general meeting the Governance and Nominating Committee shall provide the Board with its recommendations for nominees, together with the written consents and biographical information in respect of such recommended nominees and the Board, taking into consideration the recommendations of the Governance and Nominating Committee, shall nominate candidates for the available director positions. Notwithstanding the foregoing and paragraph 4.16, if a Board nominee withdraws as a candidate after the Governance and Nominating Committee has given the Active Members the list of candidates nominated by the Board in accordance with paragraph 4.16 but prior to the mail-out of ballots then the Governance and Nominating Committee may add a replacement candidate to the ballot as a nominee.
  4. At least fifty (50 days) prior to the annual general meeting, the Governance and Nominating Committee shall cause to be given to the Active Members in each Industry Classification in good standing as at the Record Date such excerpts from these Bylaws as may be considered by the Governance and Nominating Committee sufficient to acquaint the members with the nominating procedure together with the list of candidates nominated by the Board for the available director positions.
  5. In addition to the nominations made by Board, nominations may be made by:

1. any five (5) or more Active Members of a particular Industry Classification for a director position in that Industry Classification to be filled; or
2. any five (5) or more Active Members for a Director-at-Large position to be filled,

provided however that:

1. the five (5) or more Active Members referred to in paragraphs 4.17(a) and (b) must have been Active Members in good standing as at the Record Date; and

*…. Continued …*

1. if the Active Member making the nomination is not a natural person then the nomination must be signed by the Designated Voting Representative of such nominator; and
2. the written consent and biographical information as required by the Governance Nominating Committee of the person so nominated and the notice of such nomination shall be delivered to the chair of the Nominating Committee at least forty (40 days) prior to the annual general meeting.
   1. At least thirty (30 days) prior to the annual general meeting, the Governance and Nominating Committee shall cause to be mailed to each Active Member in good standing as at the Record Date a list of all persons so nominated for any available director position in that member’s Industry Classification and a list of all persons so nominated for any available Director-at-Large position, together with each nominee’s biographical information. For informational purposes, Active Members shall also receive a list of all persons nominated for any available director positions in the other Industry Classifications (except in the case of an election to fill a casual vacancy). Where the number of nominations equals the number of available director positions, the nominees shall be deemed to be elected by acclamation. If any nominee withdraws as a candidate subsequent to the mail-out of ballots, then the election procedures in respect of that withdrawing candidate shall terminate and shall recommence as set out in these Bylaws as if filling a casual vacancy.
   2. Unless the election of a director is by acclamation, the Governance and Nominating Committee shall also include with the mailing referred to in paragraph 4.18 a ballot to be completed by each Active Member listing all nominees for any available director position in that member’s Industry Classification and for any available Director-at-Large position.
   3. Only completed ballots returned to the independent electoral officer appointed by the Board at least seven (7 days) prior to the annual general meeting shall be counted.
   4. The independent electoral officer shall determine the validity of ballots, whose decision shall be final, and shall then tabulate the ballots for the director positions. In the event of a tie in the election of any director, the tie shall be decided by the toss of a coin between the persons who are tied, such toss to be supervised by the independent electoral officer. The independent electoral officer shall announce the results of the elections of directors at the annual general meeting, at which time the terms of such directors shall commence, whether such directors were elected by acclamation or actual vote.

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