

NOTICE OF ANNUAL MEETING, NOMINATIONS AND SPECIAL RESOLUTION

The Annual General Meeting of the St. Mary's River Association will be held on Sunday May 29, 2016 at 2 pm at the Association's Education & Interpretive Centre, 8404 Highway 7, Sherbrooke NS. All paid up members are eligible to vote at the meeting. Memberships will be available for those wishing to join or renew their membership.

There are currently 6 open director positions. The Nominations Committee will be considering nominees for these or any other positions that become open. The membership may also submit nominations. In accordance with the Association's by-laws, nominations from the membership at large will be received by the Secretary at the address below up to the 15th day of April, 2016. Any member of the Association may submit nominations for candidates for any or all of the open director positions. Nominations are not open this year for the offices of President, Vice-President, Treasurer or Secretary as their two year terms have not expired. Nominations shall be in writing signed by the nominator and the nominee using the Board of Directors Nomination and Consent Form available from the Secretary at the address below or at the Interpretive Centre during open hours or on our web site at <http://www.stmarysriverassociation.com>.

The following special resolution to amend the Association's by-laws will be proposed at the annual general meeting:

BE IT RESOLVED THAT:

1. The existing By-Laws are repealed and replaced by the attached By-Laws effective as of the date they are approved by the Registrar of Joint Stock Companies.
2. The Secretary is instructed to file a copy of this resolution with the Registrar within fourteen days after it is passed.
3. The Executive is authorized to make any changes to the attached By-Laws which the Registrar may require before approving such By-Laws and to do any acts to fulfill this resolution.

You may obtain an electronic copy of the proposed restated by-laws by contacting the Secretary at the address below or view them at the Interpretive Centre during open hours or on our website. The proposed amendments clarify the by-laws and propose other changes including:

- members may remove a director by a vote of 75% of those in attendance at a special meeting of members for that purpose;
- various notices under the by-laws may be given by electronic communication;
- the date for nominations from the membership will be changed from April 15 to April 1;
- clarifying that the directors shall regularly appoint a person with financial training to review or audit the Association's books;
- changing the % of directors voting to appoint an executive director to a 75% vote of directors voting;
- changing the % of members voting for certain matters to a special resolution passed by 75% of members voting to mortgage, sell, lease or otherwise dispose of land and buildings;
- changing the quorum for members' meetings from 15 members to 15 members, at least 5 of whom are not directors;

-changing the quorum for directors' meetings from 5 to 50% of the directors eligible to vote plus 1;

-clarifying that the Board of Directors shall consist of a maximum of 20 members including the President, Vice-President, Treasurer and Secretary;

-clarifying that nominations from the floor are permitted at the annual general meeting if the nominee consents to act either orally at the meeting or in writing presented at the meeting.

All are welcome to attend.

Jocelyn Ellis, Secretary

Date: February 4, 2016.

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c/o St. Mary's River Association

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