

**NOTICE TO THE MEMBERS OF THE
EDMONTON CONSTRUCTION ASSOCIATION
(the “Society”)**

TAKE NOTICE that the **Annual General Meeting** of the Members of the Society will be held on **February 9** at the **Edmonton Expo Center**, with the formal business portion of the meeting to commence at **10:30 am**. In addition to the items described in the by-laws of the Society to be considered and voted upon at Annual General Meetings, the following special business will be on the agenda:

To consider and, if deemed advisable, pass a Special Resolution to:

1. Amend the provisions of Sections 4.6 and 4.10 of the Existing By-laws to modify the minimum and maximum number of directors and to allow for the appointment of a Chair by the Board.

The proposed Special Resolution is attached to this Notice. The proposed restated Bylaws are reproduced on the Society’s website at www.edmca.com and will be emailed to all Members.

AND FURTHER TAKE NOTICE that the adoption of any Special Resolution of the Society requires that the Special Resolution be passed by a majority of not less than 75% of the votes of the Members present at the meeting and entitled to vote.

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SPECIAL RESOLUTION OF THE MEMBERS

WHEREAS the Society wishes to alter its existing By-laws (the “**Existing By-laws**”) by slightly modifying the provisions of Sections 4.6 (Board Composition) and 4.10 (Election of Officers) as set out below. ;

BE IT THEREFORE RESOLVED, AS A SPECIAL RESOLUTION OF THE MEMBERS OF THE SOCIETY, THAT:

1. The provisions of Sections 4.6 and 4.10 of Existing By-laws be rescinded and repealed and replaced with the provisions set forth below:

4.6 Board Composition

There shall be no more than **sixteen (16)** and no fewer than **ten (10)** Directors. The number of elected Directors shall be determined by ordinary resolution at the Annual General Meeting of the Society. The elected Directors shall consist of an equal number of representatives from each of the three classifications of Voting Members identified in Article 2.3. **In addition to the**

elected Directors, the Board shall also include an additional Director appointed by the Board to act as the Chair. This appointment shall be made at the Board's last meeting before the calling of the Annual Meeting and shall be for a one year term commencing at the Annual General Meeting. Between Annual General Meetings, in order to fulfill a perceived need and not otherwise, the Board may appoint up to three (3) additional Directors who need not be Members. In no event shall the appointment of such Directors result in there being more than sixteen (16) Directors.

4.10 Election of Officers

At the first meeting of the Board, following the Annual General Meeting, the Board shall elect the remaining Officers other than the Chair.

2. Any of the Officers or Directors of the Society is authorized to take all steps of any nature of kind whatsoever as may be necessary to give effect to these Resolutions, including the filing of restated By-laws incorporating these amendments.