

## **Amendment to By-Laws, adopted 13<sup>th</sup> July 2009, Yellowknife, Canada**

### **BOARD OF DIRECTORS**

3. The affairs of the Corporation shall be managed by a board of seven directors, each of whom at the time of his election **had been a member in good standing** ~~or within~~ **for at least 10 days thereafter before the election and who shall remain a member in good standing** throughout his term of office ~~shall be a member of the Corporation~~. Of the seven directors, at least one member shall be from Canada, one from the United States of America, one from Denmark or Greenland, one from Finland, Sweden or Norway, and one from Russia. The remaining two directors can be from any country. Each director shall be elected to hold office for a three-year term or until his successor shall have been duly elected and qualified, but shall be eligible for re-election if otherwise qualified. **Elections shall occur once every three years at the Annual General Meeting or some other date to be determined by the Board of Directors.** ~~The election may be by a show of hands unless a ballot be demanded by any member~~ **shall be by secret ballot. The ballots shall be distributed by the Secretary no later than 10 days prior to the date of Election and at the Election. A member must confirm in writing to the Secretary that a proxy has been assigned to vote on his behalf.**

**Nominations by any member in good standing shall be submitted to the Secretary no later than 30 days prior to the Election. Sitting board members who want to stand for re-election shall also notify the secretary. The Secretary shall evaluate the nominations to determine if geographical representation is fulfilled as required by the by-laws. If not, there shall be a second call for nominations only for a representative from the geographical region(s) lacking. In the case that a region is still not represented after the second call, nominations will be accepted from the floor at the time of the Election.**

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.