

RULES OF PROCEDURE FOR COMMITTEE

1. Definitions

In these rules:

- (a) "Corporation" means _____;
- (b) "Member" means a member of the Committee;
- (c) "Committee" means the Committee of the Corporation.

2. Place of Meetings

Meetings of the Committee may be held at any place within or outside of _____, as the Members may from time to time determine.

3. Calling of Meetings

A meeting of the Committee may be called at any time by any Member upon proper notice to the other Members.

4. Notice of Meetings

- (a) Notice of any meeting of the Committee specifying the time and the place for the holding of such meeting shall be given in accordance with these Rules to every Member not less than _____ days before the proposed date of the meeting and shall be accompanied by an agenda of the matters to be considered at such meeting. Any matter which is not on the agenda may not be brought before the meeting without the consent of all Members.
- (b) Notice of any adjournment of a meeting of the Committee is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Meetings of the Committee may be held at any time without formal notice if all the Members are present or if all the Members who are not present, in writing or by fax, telegram, email or any form of transmitted or recorded communication, waive notice or signify their consent to the meeting being held without formal notice. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member either before or after such meeting. Attendance of a Member at a meeting of the Committee is a waiver of notice of the meeting, except where a Member attends a meeting for the express purpose of objecting to the consideration of any matter on the grounds that the meeting is not properly called.
- (d) The accidental omission to give notice of any meeting of the Committee to any Member or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of the Committee.

THIS IS A 2-PAGE FORM.