



CANADIAN PROFESSIONAL RODEO ASSOCIATION

Appendix 1

Board Composition Amendments

SPECIAL RESOLUTION OF THE MEMBERS

OF

THE CANADIAN PROFESSIONAL RODEO ASSOCIATION (the “Association”)

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT the following amendments to the By-Laws of the Association are hereby approved:

1. By-Law 5.02 of the current By-Laws of the Association is hereby repealed and replaced by the following:

5.02 Number

There shall be not less than four (4) and not more than twelve (12) Directors at any one time unless otherwise determined at an Annual or Special Meeting. The President of the Association shall be a Director and shall serve as Chairman of the Board during his term of office.

2. By-Law 5.03 of the current By-Laws of the Association is hereby repealed and replaced by the following:

5.03 Eligibility

In addition to the requirements of By-Laws 5.05(d)(i), 5.05(e)(i), 5.05(f)(i) and 6.02(a), a Director must be a Regular Member in Good Standing and a Canadian citizen. Any person representing or in the employment of a major sponsor of the Association is ineligible to be a Director or to be an Officer of the Association. A Director shall remain a Regular Member in Good Standing during his term of office and shall be eligible for re-election at the expiration of his term.

3. By-Law 5.04 of the current By-Laws of the Association is hereby repealed and replaced by the following:

5.04 Election

Unless it is otherwise determined at an Annual or Special Meeting of the Association, in addition to the President, eleven (11) Directors shall be elected to the Executive in the following manner and by the following persons:

- (a) **four (4) Contestant Directors, one (1) representing each of the four Major Events which is a timed event, elected by the timed event Contestant Members.**
- (b) **three (3) Contestant Directors, one (1) representing each of the three Major Events which is a riding event, elected by the riding event Contestant Members.**

PROVIDED THAT for the purposes of (a) and (b) above,

- (i) **only those Contestant Members competing in the Major Event applicable to a Contestant Director to be elected shall be entitled to vote for that Director position;**
- (ii) **if a Contestant Member competes in both a riding event and a timed event, that Member must elect whether to cast his vote for the timed event Contestant Directors or the riding event Contestant Directors; and**
- (iii) **subject to the immediately preceding paragraph (ii) above, if a Contestant Member competes in more than one Major Event, the following shall apply:**
 - (A) **the Member may vote for a candidate for election of the Contestant Director in each such event, provided that the Member has competed and earned a minimum of \$1,000 of prize money in each such event during the immediately preceding Rodeo Season in which the election occurs; and**
 - (B) **if the Member has not competed and earned a minimum of \$1,000 of prize money in each such event during the immediately preceding Rodeo Season in which the election occurs, the Member may vote for only one candidate for election as a Contestant Director in the event of the Member's choice.**
- (c) **two (2) Stock Contractor Directors, one (1) elected by all Regular Members and one (1) elected by the Stock Contractor Members only; and**
- (d) **two (2) Rodeo Committee Directors elected by all Association Rodeo Committees holding an Approved Rodeo during the Rodeo Season in which the election takes place with each Rodeo Committee having one (1) vote.**

The Directors from each group of Regular Members referred to above shall serve staggered terms of office, such that two (2) Directors from group (a), two (2) Directors from group (b) and one (1) Director from group (b) in the succeeding year and so on, and one (1) Director from groups (c) and (d) will be appointed or elected each year. At least sixty (60) days before the date set by the Executive for the Annual Meeting of Members each year, the Secretary shall provide notice to the Members entitled to attend and vote at the meeting of the Directors (including, if applicable, the President) to be elected at the meeting and a nomination form. Nominations for the office of President and a Director shall be submitted in writing to the Secretary of the Association by 12:00 noon on the thirtieth (30th) day following the giving of such notice at which time the nominations shall close.

4. By-Law 5.05 of the current By-Laws of the Association is hereby repealed, and the remaining By-Laws in Part 5 of the current By-Laws of the Association are hereby renumbered accordingly.
5. By-Law 5.06 (now By-Law 5.05) of the current By-Laws of the Association is hereby repealed and replaced by the following:

5.05 Nominations

The following conditions shall apply to the nominations for the Executive and President of the Association:

- (a) **Only a Member in Good Standing shall be entitled to nominate another Member in Good Standing to hold the office of President of the Association. A nomination must be signed by five (5) Members in Good Standing and have the written consent of the nominee to act as the President of the Association endorsed thereon.**
- (b) **Only a Member in Good Standing shall be entitled to nominate a Director.**
- (c) **A nomination must clearly indicate the Director position to which the nomination relates, be signed by the nominators and be signed by the nominee and endorsed with his consent to act as a Director of the Association.**
- (d) **Contestant Directors**

- (i) **only a Contestant Member who competes in the Major Event to which the Director position relates may serve as a Director representing that event; and**
 - (ii) **a nomination for Contestant Director must be signed by three (3) Contestant Members who compete in the Major Event for which the nominee is nominated.**
- (e) **Stock Contractor Directors**
- (i) **only the person designated to exercise voting rights for a Stock Contractor as provided in By-Law 3.02(a) or a person who is a director or senior officer or executive of a Stock Contractor, shall be eligible to be nominated as a Stock Contractor Director;**
 - (ii) **with regard to the position elected by all Regular Members, the nomination must be signed by two (2) Members, one (1) of whom is a Stock Contractor Member; and**
 - (iii) **with regard to the position elected by Stock Contractor Members, the nomination must be signed by one (1) Stock Contractor Member.**
- (f) **Rodeo Committee Directors**
- (i) **only the person designated to exercise voting rights for a Rodeo Committee as provided in By-Law 3.02(a) or a person who is a member of a Rodeo Committee, shall be eligible to be nominated as a Rodeo Committee Director; and**
 - (ii) **two (2) Members must sign the nomination, one (1) of which is a Rodeo Committee Member.**
6. By-Law 5.09 of the current By-Laws of the Association is hereby repealed and replaced by the following:

5.08 Casual Vacancy

Subject to maintaining the representation on the Executive required by By-Law 5.04 and further subject to the eligibility requirements set forth in By-Law 5.03, the Executive shall have power to appoint any Member as a Director to fill a casual vacancy in the Executive to hold office until the next Annual Meeting.

7. Any one of the Officers and Directors of the Association is authorized to take all such actions and execute and deliver all such documentation which is necessary or desirable for the implementation of this special resolution.