



**ANNUAL MEETING OF MEMBERS  
NOTICE OF RECOMMENDED BYLAW CHANGE**

At the 2020 Annual General Meeting we will consider a special resolution to change the Bylaw of the First Nations Finance Authority (the "Authority") respecting Article 10 and Schedule A.

To discuss and vote on the proposed change, please attend the AGM on July 22, 2020.

- A. The board of directors of the Authority has amended Bylaw No. 2006-1-A8 of the Authority to facilitate remote meetings of Members, by adding the following as section 10.17:

"10.17 Remote Meetings - Notwithstanding any other provision of these bylaws, if authorized by the directors in their sole discretion, and subject to such guidelines and procedures as the directors may adopt, members and proxy holders not physically present at a meeting of members may, by means of remote communication (1) participate in a meeting of members; and (2) be deemed present in person and vote at a meeting of members whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (a) the Authority shall implement reasonable measures to verify that each member deemed present and permitted to vote at the meeting by means of remote communication is a member or proxy holder; (b) the Authority shall implement reasonable measures to provide such members and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (c) if any member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Authority."

- B. The board of directors of the Authority has amended Bylaw No. 2006-1-A8 of the Authority to increase remuneration of Directors fees from \$350 to \$450 to attend Board meetings and the Chairperson fees from \$500 to \$600 to attend Board meetings, in Schedule A:

Fee for directors, not including the Chairperson, attending a meeting of the directors	\$450.00
Fee for the Chairperson attending a meeting of directors	\$600.00

(the "**Bylaw Amendment**").

- C. The Bylaw Amendment has been presented to the members of the Authority (the "**Members**") for their confirmation.

NOW THEREFORE IT IS RESOLVED THAT the Bylaw Amendment is hereby confirmed and approved.