

## **AMENDMENT TO BY-LAW 1 (Confirmed at the 2010 AGM)**

1. Definitions. In this By-law, unless the context otherwise specifies or requires:

(b.1) “Education/Research” is a category under which an individual may seek election as a director, meaning that the individual shall be employed by a publicly funded post secondary institution or an agency thereof, which for greater certainty may include, but is not limited to, administrators, program chairs, professors, teachers or researchers.

(b.2) “Government/Utility” is a category under which an individual may seek election as a director, meaning that the individual shall be

(i) employed by a federal, provincial or municipal government or an agency thereof, the latter of which may include but is not limited to an Economic Development Office, the Industrial Research Assistance Program, Kingston Employment and Youth Services, or the Eastern Lake Ontario Regional Innovation Network; or

(ii) employed by a utility or utility industry agency or regulator, which may include but is not limited to Utilities Kingston, Hydro One, Union Gas, Kingston Hydro, Ontario Power Generation, Ontario Energy Board, Ontario Power Authority, Independent Electricity System Operator, the Ministry of Energy and Infrastructure or Ontario Electricity Financial Corporation.

(d.1) “Private Business/Resident” is a category under which an individual may seek election as a director, meaning that the individual is employed by or owner of a private business or a resident of the province of Ontario.

(f.1) “Student” is a category under which an individual may seek election as a director, meaning that the individual shall be enrolled in a post-secondary education institution and should be enrolled full-time in a post-secondary institution for the entire duration of the director term.

5. Duties and Number. The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors, trustees or governors. The board of directors shall consist of

the number of directors set out in the Letters Patent or such other number of directors as may be determined from time to time by Special Resolution.

6. Qualifications. Every director shall be eighteen (18) or more years of age and shall be a Member of the Corporation, or shall become a Member of the Corporation within ten (10) days after election or appointment as a director and no undischarged bankrupt shall be a director. In addition and subject to the provisions of this By-law, a director must come within the definition for the category under which he or she seeks election.

8. Election and Term. Subject to the provisions of this By-law, the directors of the Corporation shall be elected and shall retire in rotation. At the meeting of members wherein this section comes into effect, the board of directors shall be granted the authority to determine the duration of the terms as follows: three (3) directors shall be elected to hold office until the close of the third annual meeting of members after that date, three (3) to hold office until the close of the second annual meeting after that date and two (2) to hold office until the close of the next annual meeting after that date, with consideration to be given by the board to an even distribution to terms among sectors. At each annual meeting a student director shall be elected for a one (1) year term.

Subsequently at each annual meeting there shall be elected a number of directors equal to the number of directors whose term of office expires at the close of such meeting and, subject to the provisions of this By-law, each director so elected shall hold office until the close of the third annual meeting after such director's election.

Subject to the provisions of this By-law, a retiring director shall be eligible for re-election.

At the annual meeting of members, any individual seeking election to the board of directors shall, if the term is for less than three years, state the length of term sought, and identify under which category he or she is seeking election, being one of Education/Research, Government/Utility, Private Business/Resident or Student.

At any given time, and subject to the provisions of this By-Law, the board of directors of the Corporation shall consist of nine (9) members, as follows

- (a) at least two (2), but not more than four (4) directors shall be elected under the category of Education/Research;
- (b) at least two (2), but not more than four (4) directors shall be elected under the category of Government/Utility;
- (c) at least two (2), but not more than four (4) directors shall be elected under the category of Private Business/Resident; and
- (d) one (1) director shall be elected under the category of Student.