

SPECIFIC BY-LAW 3 – ELECTIONS AND STAGGERED BOARD

A by-law relating specifically to the election of the board of directors of the
Canadian Hard of Hearing Association / Association des malentendants canadiens
(the "Corporation")

WHEREAS subsection 128(4) of the *Canada Not-for-Profit Corporations Act* allows that directors can be elected for staggered terms;

WHEREAS the general by-law of the Corporation provides that “Subject to the articles, the members will elect the directors at every annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.”;

WHEREAS the general by-law is silent as to staggered term;

WHEREAS to ensure continuity, elections of the board of directors of the Corporation should be staggered over three different terms;

WHEREAS the next elections will take place in 2019.

BE IT ENACTED as a by-law of the Corporation as follows:

In lieu of electing the whole number of directors annually, the directors, shall be divided, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as is reasonably possible, with the term of office of the first class (Class I) to expire at the annual meeting of shareholders to be held in 2020 (a shorter term being required to start the staggered board terms), the term of office of the second class (Class II) to expire at the annual meeting of shareholders to be held in 2021, and the term of office of the third class (Class III) to expire at the annual meeting of shareholders to be held in 2022, with each director to hold office until his or her successor shall have been duly elected and qualified unless earlier removed. At each annual meeting of shareholders, commencing with the annual meeting of shareholders to be held in 2020, (i) directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified unless earlier removed, and (ii) if authorized by a resolution of the board of directors, directors may be elected to fill any vacancy on the board of directors, regardless of how such vacancy shall have been created.

To clarify, the board consists of 6 to 8 directors who normally each serve a 3-year term, except during the interim years prior to the completion of the first round of staggered boards. Working from the assumption that there would preferably be 8 directors, starting from the election in 2020, three directors are placed into Class 1

(elected for a one-year term), three directors into Class 2 (elected for a two-year term), and two directors into Class 3 (elected for a three-year term). It must be clear during the election which Class a director is in. In addition, elections are held every year. Starting from the election in 2023, all directors will consistently be elected for three-year terms, though their respective terms will be staggered.

The invalidity or unenforceability of any part or provision of this specific by-law shall not affect the validity or enforceability of its remaining parts or provisions.