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BULLETIN # 2920
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By-Laws and Regulations

By-Laws 10.7-10.12 - National Advisory Committee (NAC)

The Board of Directors has approved the attached amendments to By-laws 10.7 through 10.12, inclusive, to be effective immediately.

The By-laws concerning the NAC's governance need to be updated. Currently, the By-laws refer to an IDA staff position that no longer exists, grant IDA staff too many votes, require the national winner of the Distinction Award to be a NAC member, require a quorum of 10 for NAC meetings, require the approval of 10 NAC members for resolutions in writing, require clarification with respect to the appointment of proxies and refer to outmoded methods of communication.

The proposed changes to the By-laws (the Proposed Changes), update who may vote at NAC meetings and on written resolutions, reduce quorum to 50% plus one, reduce the number of NAC members required to approve a written resolution to 50% plus 1, clarify who may attend NAC meetings, clarify proxy appointments and, update the methods by which communication with the NAC may occur.

The effect of the Proposed Changes will, specifically:

- 1) no longer require the most recent winner of the national Distinction Award to be a NAC member;
- 2) include the Senior Vice President, Industry Relations & Representation as a NAC member;
- 3) remove the reference to the Vice President, Government and Member Relations, an IDA staff position that no longer exists;
- 4) eliminate the Regional Directors' voting rights;
- 5) clarify the appointment of proxies, which will permit District Council Chairs to appoint the Vice Chair or another member of their District Council as a proxy and permit the Senior Vice President, Industry Relations & Representation to appoint a Regional Director as his or her proxy;
- 6) reduce the quorum from 10 to 6 for NAC meetings; and
- 7) reduce the number of voting NAC members required for approval of a written resolution from 10 to 6.

The cumulative effect of the Proposed Changes with respect to voting rights and membership

is that the NAC's membership will now consist of the District Council Chairs (or the Vice Chair or their proxy), the Senior Vice President, Industry Relations & Representation (or his or her proxy) and the Regional Directors. Those with voting rights at NAC meetings and for NAC written resolutions will be the District Council Chairs (or the Vice Chair or their proxy) and the Senior Vice President, Industry Relations & Representation (or his or her proxy).

A copy of the amendments are attached. The amendments are categorized as "housekeeping changes", to keep the By-laws current.

Kenneth A. Nason
Association Secretary

**INVESTMENT DEALERS ASSOCIATION OF CANADA
NATIONAL ADVISORY COMMITTEE**

THE BOARD OF DIRECTORS of the Investment Dealers Association of Canada hereby makes the following amendments to the By-laws, Regulations, Forms and Policies of the Association

By-laws 10.7 through 10.12 are repealed and replaced with the following:

10.7. There shall be a National Advisory Committee of the Association composed of the Chairs of the District Councils, the Regional Directors and the Senior Vice-President, Industry Relations & Representation. Only the District Council Chairs, or their representative, as set out in By-law 10.10, below and the Senior Vice-President, Industry Relations & Representation or his or her representative, as set out in By-law 10.10, below, shall be voting members of the National Advisory Committee.

The National Advisory Committee shall act as a forum for consultation and co-operation among the District Councils and consideration of District Council initiatives.

10.8. The Chair and Vice-Chair of the National Advisory Committee shall be chosen from among the District Council Chairs on a yearly-rotating basis.

10.9. The National Advisory Committee shall normally meet prior to or following the joint Board of Directors and National Advisory Committee meetings. Other meetings may be held at the call of the Chair.

10.9A. A meeting of the National Advisory Committee may be held by telephone, electronic or other communication facilities as may permit all persons participating in the meeting to communicate with each other simultaneously and a Committee member participating in such meeting by such means is deemed for the purposes of the By-laws and Regulations to be present at that meeting.

10.10. If a District Council Chair is unable to attend a National Advisory Committee meeting, the Vice Chair of that District Council may attend and vote on the District Council's behalf. If the Vice Chair cannot attend, the Chair of the District Council may, by written proxy, appoint a person to attend and vote for him or her at any meeting of the Committee. Such proxy shall be a member of the National Advisory Committee or of the District Council of which he or she is the Chair.

If the Senior Vice President, Industry Relations & Representation is unable to attend a National Advisory Committee meeting, one of the Regional Directors, chosen by the Senior Vice President, Industry Relations & Representation, shall vote on the IDA's behalf.

10.11. Six voting members of the National Advisory Committee present in person, on the telephone, or any combination of the two, shall form a quorum at any meeting thereof. Any action taken by a majority of those Committee members present at any National Advisory Committee meeting at which a quorum is present shall constitute the action of the Committee.

At any meeting of the National Advisory Committee where there is a tie vote on any matter before the Committee, the Chair shall have a casting vote in addition to his or her

vote as a Committee member.

- 10.12. A resolution consented to in writing by six voting members of the National Advisory Committee shall be as effective as if passed at a duly constituted meeting of the Committee unless otherwise provided in any By-law. The consent, in writing, of a member of the National Advisory Committee may be given by email, facsimile or other similar means of written communication.

PASSED AND ENACTED BY THE Board of Directors on this 18th day of October 2000, to be effective on a date to be determined by Association staff.