

**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

- Column 1 - ORIGINAL BY-LAW PROVISIONS (Not in numeric order)	- Column 2 - NEW OR AMENDED BY-LAW PROVISION	- Column 3 - EXPLANATION
These by-laws relate generally to the transactions of the business and affairs of Naturist Legacy Inc., hereinafter called "the corporation."	<p>This by-law relates generally to the conduct of the affairs of Naturist Legacy Inc. (the "<b>Corporation</b>").</p> <p><b>SECTION 1 – DEFINITIONS</b></p> <p><b>1.1</b> In this by-law, the following terms have the indicated meanings:</p> <p>"<b>Act</b>" means The Corporations Act of Manitoba (C.C.S.M. c. C225) and regulation, as amended from time to time;</p> <p>"<b>AGM</b>" means the Annual General Meeting of the Corporation.</p> <p>"<b>Articles</b>" means the original or restated articles of incorporation, as may be amended from time to time;</p> <p>"<b>board</b>" means the board of directors of the Corporation and "director" means a member of the board;</p> <p>"<b>by-law</b>" means this by-law and any other by-law of the Corporation as amended, from time to time;</p> <p>"<b>meeting of members</b>" includes an annual or general meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members at an AGM of members;</p> <p>"<b>ordinary resolution</b>" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast excluding blanks on that resolution;</p> <p>"<b>Regulations</b>" means the regulations made under the Act; and</p> <p>"<b>special resolution</b>" means a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast excluding blanks on that resolution.</p>	<p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>New:</b> Adds definition and eliminates the need to repeat certain terms and simplifies the language.</p> <p>A "blank vote" is a cast ballot which the voter willfully made invalid by marking it wrongly or by not marking anything at all.</p> <p>A "blank vote" is a cast ballot which the voter willfully made invalid by marking it wrongly or by not marking anything at all.</p>

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<div><b>INTERPRETATION</b></div> <div>52. In these by-laws and in all other by-laws of the corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa.</div> <div><b>PURPOSE</b></div> <div>1. The purpose of the corporation shall be as set forth in Article 5 of its Articles of Incorporation, namely,</div> <div>To sustain and advance naturism through the acquisition and management of lands to be held in trust and permanently designated for naturist use, including without limitation:</div> <div><div>(a) to acquire, own, manage and operate for the purpose of naturism and not for profit, lands secured and designated for that purpose;</div><div>(b) to establish, maintain and foster the establishment of amenities on the lands for the enjoyment of naturism;</div><div>(c) to disseminate knowledge and information about the practice of naturism, and about the availability of the corporation's lands and facilities for said use; and</div><div>(d) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the corporation.</div></div> <div><b>FOUNDING PRINCIPLES OF NATURISM</b></div> <div>2. Naturism (also called social nudism) is the practice of going without clothing in social settings (generally in mixed-gender groups of all ages) in the belief that doing so is beneficial. The corporation believes in and supports the principle of providing a safe and secure environment where naturism suitable for all ages can be practiced in</div>	<div><b>SECTION 2 - INTERPRETATION</b></div> <div><b>2.1</b> In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual and body corporate. Terms in this by-law that are defined in the Act have the same meaning as given in the Act, unless this by-law sets out other requirements.</div> <div><b>SECTION 3 - PURPOSE</b></div> <div><b>3.1</b> The purpose of the Corporation is set out in Article 5 of its Articles, namely, to sustain and advance naturism through the purchase and management of lands to be held in trust and permanently designated for naturist use; as more fully set out in the Articles.</div> <div><b>SECTION 4 - FOUNDING PRINCIPLES OF NATURISM</b></div> <div><b>4.1</b> Naturism (also called social nudism), is the practice of going without clothing in social settings (generally in mixed-gender groups of all ages) in the belief it is beneficial. The Corporation believes in and supports the principle of providing a safe and secure environment where naturism suitable for all ages can be practiced in</div>	<div><b>Amended:</b> Simplifies the language and includes a provision that addresses any differences in terminology between the by-law and the Act.</div> <div><b>Amended:</b> Simplifies the language by referencing the Articles which fully describe the Corporation's purpose.</div> <div><b>Amended:</b> Simplifies the language.</div>

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<p>a natural and non-sexual setting. The corporation will strive to provide a family-friendly naturist environment that is wholly appropriate for all persons regardless of age, race, gender, relationship status, religion, physical ability or appearance.</p> <p><b>SALE OR TRANSFER OF LANDS</b> 3. As a general rule, lands held by the corporation that are designated for naturist use shall never be sold, mortgaged, exchanged or in any other way jeopardized by the corporation. Where, under extraordinary circumstances, the board of directors conclude that it is in the best interest of the corporation to sell or transfer such lands, the proposed action shall require a special meeting of the membership in which a quorum of at least 75% of all voting members must be present, and in which a 75% majority of votes shall be required to authorize such a sale or transfer.</p> <p><b>HEAD OFFICE</b> 4. The head office of the corporation shall be in the City of Winnipeg, in the Province of Manitoba, or at such other place in the Province of Manitoba as the board of directors may from time to time by resolution determine.</p> <p><b>FISCAL YEAR</b> 5. The fiscal year of the corporation shall end on the 31st day of December in each year.</p>	<p>a natural and non-sexual setting. The Corporation will strive to provide a family-friendly naturist environment that is appropriate for all persons regardless of age, race, gender, relationship status, religion, physical ability or appearance.</p> <p><b>SECTION 5 - SALE OR TRANSFER OF LANDS</b> <b>5.1</b> Generally the lands held by the Corporation that are designated for naturist use must never be sold, mortgaged, exchanged or in any other way jeopardized by the Corporation. If the board determines by ordinary resolution that due to extraordinary circumstances it is in the best interest of the Corporation to sell or transfer the Corporation’s lands, the sale or transfer will require a special meeting of members in which a quorum of at least 75% of all members must be present, and a special resolution is required to authorize the sale or transfer.</p> <p><b>SECTION 6 - HEAD OFFICE</b> <b>6.1</b> The head office of the Corporation will be in the City of Winnipeg, in the Province of Manitoba, or at another place in the Province of Manitoba as the board may determine by ordinary resolution from time to time.</p> <p><b>SECTION 7 - FISCAL YEAR</b> <b>7.1</b> The Corporation’s fiscal year will end on December 31st.</p> <p><b>SECTION 8 - BANKING ARRANGEMENTS</b> <b>8.1</b> The Corporation’s banking business will be conducted at a bank, trust company or other firm or corporation carrying on a banking business in Canada as the board may by resolution designate, appoint or authorize from time to time. The banking business or any part of it will be carried out by an officer or officers of the Corporation and/or other persons as the board may by resolution designate, direct or authorize from time to time.</p>	<p><b>Amended:</b> Simplifies the language and removes reference to “voting” member. Both Regular and Supporting classes of members are entitled to vote under the Membership section.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>New:</b> Adds a provision addressing how, who and where the Corporation can conduct its banking business.</p>

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<p><b>MEMBERSHIP</b></p> <p>6. There shall be two classes of membership in the corporation, Regular and Supporting:</p> <p>(a) The Regular class of membership shall include any individual 18 years of age and over who supports the purposes of the corporation, who has paid their membership fees, and who has satisfied all other membership criteria as may be established by the corporation from time to time. Each Regular member shall have one vote.</p> <p>(b) The Supporting class of membership shall include any individual 18 years of age and over who supports the purposes of the corporation, who has paid their membership fees forward by at least \$1000.00 in advance or gifted at least \$1000.00 to the corporation, and who has satisfied all other membership criteria as may be established by the corporation from time to time. Each Supporting member shall have one vote plus additional votes as described in Schedule A.</p> <p>(c) Supporting members shall be the only members eligible to stand for election to the board of directors.</p> <p>7. The board of directors will set the annual fee structure for membership in the corporation.</p>	<p><b>SECTION 9 - FINANCIAL STATEMENTS AND DOCUMENTS</b></p> <p><b>9.1</b> The Corporation will make available to the members the annual financial statements and other documents by</p> <p>(a) publishing the annual financial statements and documents on the Corporation's website, and</p> <p>(b) providing a copy the annual financial statements and documents by mail or electronic mail to any member upon request.</p> <p><b>SECTION 10 - MEMBERSHIP</b></p> <p><b>10.1</b> The Corporation will have two classes of membership as follows:</p> <p>(a) The Regular class of membership will include any individual 18 years of age and over who supports the purposes of the Corporation, has paid his or her member contribution and fees, and has satisfied all other membership criteria as may be established by the Corporation from time to time. Each Regular member will have one vote.</p> <p>(b) The Supporting class of membership will include any individual 18 years of age and over who supports the purposes of the Corporation, has satisfied all other membership criteria as may be established by the Corporation from time to time, and who</p> <p>i. prior to November 2, 2013 had paid member contributions and fees of least \$1000.00 in advance, or</p> <p>ii. has paid unrestricted member contributions of at least \$1000.00 to the Corporation.</p> <p>Each Supporting member will have one vote plus additional votes as described in Schedule A.</p> <p><b>10.2</b> The board will set the annual member contribution rate and fees for the Corporation.</p>	<p><b>New:</b> Adds a requiring the corporation to make financial statements and other documents available.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>Amended:</b> Changes terms “membership fees”, “donations” and paying “forward” amended to align with new accounting terminologies.</p> <p><b>Amended:</b> Clarifies that member contributions and fees (pay forwards) paid in advance have been suspended. Clause 6(c), criteria for standing for election covered under Section 13 - Election of Directors.</p>

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<p>8. Membership in the corporation ends when:</p> <p>(a) the member has not paid their membership renewal fee by the start of the annual meeting;</p> <p>(b) the member dies;</p> <p>(c) a majority of the voting members present at a meeting of the corporation vote to revoke the person's membership with cause. Examples of cause may include (but are not limited to) failure to abide by posted rules and regulations, behaviour contrary to the corporation's founding principles of naturism contained herein, conviction of a serious criminal offense, etc. Notice of the motion to revoke a person's membership must be sent to the member at least ten days before the meeting and the member must be given the opportunity to address the meeting; or</p> <p>(d) the corporation is dissolved.</p>	<p><b>10.3</b> Members will be notified by mail or electronic mail of the membership contribution rate and fees payable by them. If a member's contribution and fees, if any, are not paid by the start of the AGM the member will automatically have his or her membership and all rights under it suspended, until all monies due are paid in full, or his or her membership is terminated under sections <b>10.4</b> to <b>10.6</b>. Before any action to terminate membership may be taken, the member will be notified again by mail or electronic mail of the amount owing, the suspension of their membership and rights, and the possibility of termination of membership if not paid.</p> <p><b>10.4</b> A membership in the Corporation is terminated when</p> <p>(a) the member dies or resigns,</p> <p>(b) the person's membership is revoked or ceases under this by-law, or</p> <p>(c) the Corporation is liquidated and dissolved under the Act.</p> <p><b>10.5</b> Subject to this by-law, upon any termination of membership, the rights of the member automatically cease to exist, provided that termination of membership cannot extinguish any right of a person to be reimbursed any monies advanced by the member to the Corporation.</p> <p><b>10.6</b> The board will have authority to recommend that the membership of any member be revoked for any one or more of the following grounds:</p> <p>(a) violating any provision of the rules and regulations posted by the board or Corporation's standards and policies;</p> <p>(b) activity, behaviour or conduct contrary to the Corporation's founding principles of naturism contained in this by-law;</p> <p>(c) conviction of a serious criminal offense;</p>	<p><b>New:</b> Adds provision for notifying member of membership rates and fee, and adds consequences for membership rights and privileges for late payments.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>New:</b> Adds provision clarifying rights and privileges cease when membership ceases, but does not affect entitlements to monies paid in advance.</p> <p><b>Amended:</b> Clarifies process by providing that the board first makes a recommendation that membership be revoked.</p> <p><b>Amended:</b> Clarifies that the rules and regulations are post by the board of directors. Includes reference to NLI's Standards and Policies.</p> <p><b>Amended:</b> Includes "activity" contrary to the founding principles.</p>

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	<p>(d) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.</p> <p><b>10.7</b> If the board determines that the membership in the Corporation of any member be terminated, the board will provide twenty (20) days notice of the revocation to the member and will provide reasons for the proposed termination.</p> <p><b>10.8</b> The member may make written submissions to the board within a twenty (20) day period. If no written submissions are received, the board may notify the member that his or her membership in the Corporation is terminated.</p> <p><b>10.9</b> If written submissions are received, the board will call a special meeting of members as soon as practicable. The member will be given the opportunity to address members present at the meeting. The members will consider the submissions and decide by ordinary resolution if the member's membership is revoked. The board will notify the member of the decision within twenty (20) days from the date of the special meeting. The decision will be final and binding on the member, without any further right of appeal.</p> <p><b>SECTION 11 - ORGANIZATIONAL AFFILIATIONS</b></p> <p><b>11.1</b> The Corporation will affiliate itself with the American Association for Nude Recreation (AANR) and hold a valid charter from that organization. The Corporation may also choose to affiliate itself with other bona fide national or international naturist organizations such as the Federation of Canadian Naturists (FCN), The Naturist Society (TNS) or the International Naturist Federation (INF).</p> <p><b>11.2</b> Members will be encouraged to hold membership in good standing with the AANR and the American Association for Nude Recreation - Western Canadian Region (AANR-WCR).</p>	<p><b>New:</b> Adds a formal appeal process.</p> <p><b>New:</b> Adds a formal appeal process.</p> <p><b>New:</b> Adds a formal appeal process.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language.</p>
<p><b>ORGANIZATIONAL AFFILIATIONS</b></p> <p>9. The corporation shall affiliate itself with the American Association for Nude Recreation (AANR) and hold a valid charter from that organization. The corporation may also choose to affiliate itself with other bona fide national or international naturist organizations such as the Federation of Canadian Naturists (FCN), The Naturist Society (TNS) or The International Naturist Federation (INF).</p> <p>10. All members of the corporation shall be encouraged to hold membership in good standing with the American Association for Nude Recreation (AANR) and the American Association for Nude Recreation - Western Canadian Region (AANR-WCR).</p>		

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<p><b>BOARD OF DIRECTORS</b></p> <p>11. The affairs of the corporation shall be managed by a board of directors which may exercise all such powers and do all such acts and things as may be exercised or done by the corporation and are not, by the by-laws of the corporation or by law, expressly directed or required to be done by the corporation at annual or general meetings of members.</p> <p>32. The board of directors shall perform any tasks as required from the board and corporation as may be required from time to time. Directors are expected to attend all board meetings and stay current on all issues related to the activities of the corporation.</p> <p>12. As set forth in its Articles of Incorporation, there shall be a minimum of three and not more than seven directors of the corporation.</p> <p>16. (e) Those persons seeking election to the position of director will be required to demonstrate and fulfill certain skill sets and working criteria that will be predetermined by the standing board of directors, as they are needed to fulfill the working mandate of the corporation. The corporation, through its nominating officer, will disclose and make available such criteria in reasonable time that the nominating officer may find suitable candidates. For the good of the corporation, the majority of directors shall at all times be comprised of individuals possessing extensive business experience, briefly defined as:</p> <p style="margin-left: 40px;">(1) Having worked in a management or professional position within the private or corporate sector, and/or</p> <p style="margin-left: 40px;">(2) Having owned or operated a successful company, and</p> <p style="margin-left: 40px;">(3) Possessing direct experience with and understanding of the financial, accounting, marketing and operational functions of a corporation or private sector organization or business.</p>	<p><b>SECTION 12 - BOARD OF DIRECTORS</b></p> <p><b>12.1</b> The Corporation's affairs will be managed by a board which may exercise all powers of the Corporation and do all lawful acts and things not required by the Articles, this by-law or by law, or directed or required to be done at annual or general meetings of members. Directors are expected to attend all board meetings and stay current on all issues related to the activities of the Corporation.</p> <p><b>12.2</b> According to the Articles, there must be a minimum of three (3) and not more than seven (7) directors. Directors should have</p> <p style="margin-left: 40px;">(a) experience in planning, organizing, senior change-management, direction setting and mentoring acquired in the private or public sector,</p> <p style="margin-left: 40px;">(b) owned and managed, or managed a successful business or undertaking,</p> <p style="margin-left: 40px;">(c) extensive experience in financial management, including budgets, cash flow, reporting and financial controls, or</p> <p style="margin-left: 40px;">(d) experience in marketing.</p> <p>In setting criteria for standing for election as a director, the existing board should include criteria that reflect the above.</p>	<p><b>Amended:</b> Consolidates provisions in the by-law dealing with the authority, composition and obligations of the Board of Directors, separate from the election process. Simplifies the language.</p> <p><b>Amended:</b> Incorporates provision dealing with the number of directors and the criteria for standing for election as a director. Clarifies the overall experience requirements for the board as a whole and adds “public service” experience.</p> <p><b>New:</b> Adds that the board could include criteria that reflect this when setting criteria for election purposes</p>

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<p>18. All directors shall hold office from the adjournment of the AGM at which they were elected until the end of the following AGM. If for any reason an AGM is not held at the proper time, the directors shall continue in office until their successors are elected.</p> <p>24. The board of directors shall receive no remuneration for acting as such. However, they may from time to time by resolution provide for payment from the revenues of the corporation of their reasonable expenses incurred in carrying out their duties as directors. This does not include any restriction on repayment of membership fees paid in advance to the corporation to establish Supporting membership. All directors are fully eligible to receive repayment of membership fees paid in advance as per the rights of all other members.</p> <p>21. Notwithstanding any other by-law, the board of directors may declare vacant the directorship of any director who has refused or neglected to attend two consecutive meetings of the board. No such declaration shall be made unless such director has been given at least ten days notice in writing that his or her seat may be declared vacant at the next meeting of the board of directors.</p> <p>22. If a director ceases to be a member of the corporation, or becomes bankrupt, he or she thereupon ceases to be a director, and the provisions of Article 21 shall apply.</p> <p>23. As long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office from among Supporting members of the corporation who meet the qualifications set out in the established by-laws and orders. Otherwise, such vacancies shall be filled at the next AGM. Whenever there is not a quorum of directors in office, the director or directors remaining in office shall forthwith call a special meeting of Supporting members to fill the vacancies, and, in default or if there are no directors then in office,</p>	<p><b>12.3</b> Directors will be elected for one year terms at the AGM. Directors will hold office from the adjournment of the AGM at which they were elected until the end of the following AGM, or until their successors are appointed or elected. Subject to this by-law, a director whose term has expired will be eligible for re-election.</p> <p><b>12.4</b> A director will receive no remuneration. However, a director may receive payment from the revenues of the Corporation from time to time of his or her reasonable expenses incurred in carrying out his or her duties as a director. Further, a director is also eligible to receive repayment of any member contributions and fees he or she paid in advance.</p> <p><b>12.5</b> The board may by ordinary resolution declare vacant the directorship of any director who has refused or neglected to attend two consecutive meetings of the board, unless this by-law sets out other requirements. At least ten (10) days before the next meeting the director must be provided with a written notice stating that his or her directorship may be declared vacant at that meeting. The board may by ordinary resolution excuse an absence for any good cause such as illness, out-of-town travel or an unavoidable scheduling conflict.</p> <p><b>12.6</b> If a director ceases to be a member of the Corporation, or becomes bankrupt he or she ceases to be a director and section <b>12.5</b> will apply.</p> <p><b>12.7</b> If there is a minimum of three (3) directors in office, the remaining directors may fill any vacancy on the board by ordinary resolution by appointing a director for the remainder of the term from among the Supporting members of the Corporation who meet the requirements set out in section <b>13.1</b>. Otherwise, the vacancy will be filled at the next AGM according to the process for electing directors set out in this by-law. If there are less than three (3) directors in office, the remaining directors must call a special meeting of Supporting members as soon as practicable to fill the vacancies</p>	<p><b>Amended:</b> Simplifies the provision and the language and permits a director whose term has expired is eligible for re-election.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language and includes provision to excuse absences for good cause.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language and clarifies the quorum requirements for the board to fill a vacancy.</p>



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<p>the meeting may be called by any corporation member.</p> <p>27. A member of the board of directors who is not living up to the performance of his or her duties as prescribed and determined by the majority of the directors may be removed from office with cause by a simple majority vote of those directors present and voting at a meeting of the director for which notice of intention to remove the member has been given to all directors at least ten days in advance of the meeting date. Examples of cause may include (but are not limited to) failure to discharge responsibilities in a timely and businesslike manner, failure to discharge responsibilities in a competent manner, exhibiting disruptive behaviour at meetings, breaching board confidentiality, conviction of a serious criminal offence, etc.</p> <p>26. The board of directors may hire and employ such staff as may be required to manage and conduct the daily on-site affairs of the lands, such as the greeting and billing of guests, the repairs and maintenance of properties and structures, etc.</p> <p><b>COMMITTEES AND WORKING GROUPS</b></p> <p>37. The board of directors may from time to time establish committees and working groups to carry out such mandates as the board may determine from time to time.</p> <p><b>ELECTION OF DIRECTORS</b></p> <p>13. A candidate to stand for office of a director of the corporation shall first meet the minimum requirements as set out in Article 6(b) of these by-laws.</p> <p>15. To be eligible to serve as a director, a person:</p> <p style="padding-left: 40px;">(a) shall be a Supporting member in good standing of the corporation;</p> <p style="padding-left: 40px;">(b) shall be at least 18 years of age;</p>	<p>according to the process for electing directors contained in this by-law. If there are no directors in office, the meeting may be called by any member.</p> <p><b>12.8</b> A director may be removed from office with cause, by ordinary resolution of directors present at a meeting of the directors called to consider the resolution. Each director will receive written notice of the meeting by mail or electronic mail at least 10 days before the meeting. Examples of cause may include (but are not limited to) behavior that is harmful or damaging to the Corporation, failure to discharge responsibilities in a timely or businesslike manner, failure to discharge responsibilities in a competent manner, exhibiting disruptive behaviour at meetings, breaching board confidentiality, conviction of a serious criminal offence, etc.</p> <p><b>12.9</b> The board may by ordinary resolution employ staff to manage and conduct the daily on-site affairs of the lands, such as the greeting and billing of guests, the repairs and maintenance of properties and structures, etc.</p> <p><b>12.10</b> The board of directors may establish committees or working groups from time to time to carry out mandates according to the terms of reference determined by the board. The board may remove a committee member by ordinary resolution.</p> <p><b>SECTION 13 - ELECTION OF DIRECTORS</b></p> <p><b>13.1</b> To stand for election as director of the Corporation a candidate must</p> <p style="padding-left: 40px;">(a) meet the minimum requirements contained in section <b>10.1</b>,</p> <p style="padding-left: 40px;">(b) be a Supporting member in good standing of the Corporation,</p> <p style="padding-left: 40px;">(c) be at least 18 years of age,</p> <p style="padding-left: 40px;">(d) not be an undischarged bankrupt, and</p>	<p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Requires a majority vote of the board to hire.</p> <p><b>Amended:</b> Allows the board to remove a committee member.</p> <p><b>Amended:</b> Simplifies the language and incorporates all provisions for standing for election.</p>

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**NATURIST LEGACY BY-LAW CHANGES**

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<p style="text-align: center;">(c) shall not be an undischarged bankrupt.</p> <p>14. The meeting for the election of directors of the corporation shall be designated the annual general meeting (AGM).</p> <p>16. The candidates for election as directors at large shall be determined as follows:</p> <p>(a) A nominating officer of the corporation shall be established by the board of directors on an annual basis at the earliest opportunity. The nominating officer shall not be a member seeking election or being proposed as a director. The nominating officer shall report directly and solely to the board of directors of the corporation.</p> <p>(b) The nominating officer shall cause to be published in the corporation's newsletters and on its Web site, a call for nominations to the board of directors of the corporation. The nominating officer shall ensure that the publication of the call for nominations provides a reasonable amount of time for members to submit nominations to the nominating officer prior to the deadline for receipt of nominations. Such deadline shall be established from time to time by the board of directors and published wherever applicable.</p> <p>(c) Nominations to the board of directors shall be in writing. The nominee shall certify that he or she meets the qualifications set out in the by-laws under membership, and shall consent to the nomination in writing. The nominee shall also provide such information as the nominating officer may require in order to prepare a profile of the nominee for distribution to the members. All nominations must be received by the corporation's nominating officer, in the original or by fax, by any deadlines established under this by-law by the nominating officer.</p>	<p>(e) possess certain skill set and working criteria that will be predetermined by the board as they are needed to fulfill the working mandate of the Corporation.</p> <p><b>13.2</b> Directors of the Corporation will be elected at the AGM.</p> <p><b>13.3</b> The candidates for election as directors at large shall be determined as follows:</p> <p>(a) At the earliest opportunity the board will select a nominating officer annually. The nominating officer will not be a member seeking election or being proposed as a director. The nominating officer will report directly and solely to the board.</p> <p>(b) The nominating officer will have a call for nominations to the board announced by mail or electronic mail, and published on the Corporation's website. The call will include the election date, the working criteria for standing for election as a director previously set by the existing board and the deadline established by the board for the submission of nominations. The nominating officer will ensure that the announcement and publication of the call provides sufficient time for members to submit nominations before the deadline.</p> <p>(c) The nominee must provide to the nominating officer a written submission by mail or electronic mail that</p> <p style="margin-left: 40px;">i. certifies that he or she</p> <p style="margin-left: 80px;">A. meets the qualifications contained in this by-law,</p> <p style="margin-left: 80px;">B. possesses the skill set and working criteria set by the board, and</p> <p style="margin-left: 80px;">C. consents to stand for election,</p>	<p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p>

**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

- Column 1 - ORIGINAL BY-LAW PROVISIONS (Not in numeric order)	- Column 2 - NEW OR AMENDED BY-LAW PROVISION	- Column 3 - EXPLANATION
<p>(d) The nominating officer shall publish a nominating officer's report in the media formats set out in Article 16(b) immediately prior to the AGM setting out the details and information of those seeking office.</p> <p>17. The process for election of directors at the AGM shall be as follows:</p> <p>(a) The election shall be supervised by an election officer appointed by the board of directors.</p> <p>(e) The election shall follow conventional rules of order.</p> <p>(b) Copies of the nominating officer's report and the report containing the names and profiles of all possible candidates shall be distributed or generally made available for viewing and inspection during registration of the members attending the AGM.</p> <p>(c) Prior to the election, each candidate standing for election as a director shall have the opportunity to address the AGM.</p> <p>(d) The election of directors shall be by secret ballot. The election officer referred to in these by-laws shall be responsible for the balloting process and shall act as scrutineer.</p> <p>(f) The results of the election shall be posted immediately upon the conclusion of the election.</p> <p><b>OFFICERS</b></p> <p>28. The board of directors shall annually, or more often as may be required, appoint a president to act as such to conduct meetings of the directors and to sit as the representative of the directors and</p>	<p>and</p> <p>ii. includes a profile of the nominee for distribution to the members.</p> <p>(d) Immediately prior to the AGM the nominating officer will have the list of candidates and their profiles announced by mail or electronic mail, and published on the Corporation's website.</p> <p><b>13.4</b> The process for election of directors at the AGM shall be as follows:</p> <p>(a) The election shall be supervised by the election officer appointed by the board.</p> <p>(b) Prior to the election, each candidate standing for election as a director will have the opportunity to address the AGM.</p> <p>(c) The election of directors will be held by ballot vote. The election officer will be responsible for the balloting process and will act as scrutineer.</p> <p>(d) The election will follow conventional rules of order.</p> <p>(e) The election officer will post the results immediately following the election.</p> <p><b>SECTION 14 - OFFICERS</b></p> <p><b>14.1</b> The board will appoint the officers of the Corporation annually or more often if required, who will have the following duties and powers:</p>	<p><b>Amended:</b> Simplifies the provision and the language. Removes the requirement for copies of the nominating officer's report to be distributed or generally made available at the AGM. The nominating officer is required to have this information published immediately prior to the AGM.</p> <p><b>Amended:</b> Simplifies the provisions by separating the general requirement for officers from the duties of the officers, and simplifies the language.</p>

**SCHEDULE A  
NATURIST LEGACY BY-LAW CHANGES**

<i>- Column 1 -</i> <b>ORIGINAL BY-LAW PROVISIONS (Not in numeric order)</b>	<i>- Column 2 -</i> <b>NEW OR AMENDED BY-LAW PROVISION</b>	<i>- Column 3 -</i> <b>EXPLANATION</b>
<p>conduct affairs at a meeting of the membership and the AGM. The board of directors shall also appoint one person as treasurer for purposes of that role and responsibility, as well as a secretary.</p> <p>29. The president shall have the direction of the affairs of the corporation and, subject to these by-laws, shall preside at all meetings of members and at meetings of the board of directors unless he or she delegates the task to another board member.</p> <p>30. The treasurer shall be responsible to the president and the whole board of directors for the custody of the funds of the corporation and for the presentation at each AGM of a statement showing the receipts and disbursements of the corporation for the preceding year and its assets and liabilities, and for such other duties in connection with the finances of the corporation as the board of directors may determine from time to time.</p> <p>31. The secretary shall be responsible for the formal keeping of all official documents and all formal meeting minutes of the corporation. The secretary shall also hold safe all papers and files as per the position.</p> <p><b>MEETINGS OF DIRECTORS</b></p> <p>19. A majority of directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings in such place or places as it may from time to time determine. Notice of such meetings shall be sent to each director at least two days before the meeting is to take place. Director meetings may also be held without notice immediately following the AGM for any purpose of business that may not require formal notification of a meeting. The need for notice of any meeting or any irregularity in any meeting may be waived by any director.</p>	<p><b>14.2</b> The president will have the direction of the affairs of the Corporation and, subject to this by-law, will chair all meetings of members and meetings of the board unless he or she delegates the task to another board member.</p> <p><b>14.3</b> The treasurer will be responsible for the custody of the Corporation's funds and other duties in connection with the finances of the Corporation as the board may determine from time to time. The treasurer will prepare and present a financial statement and an up-to-date statement of income and disbursements of the Corporation for the current year, and a budget for the following fiscal year at each AGM.</p> <p><b>14.4</b> The secretary will attend and be the secretary of all meetings of the board, members and committees of the board. The secretary will also be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.</p> <p><b>14.5</b> Unless the Act sets other requirements, the board may vary, add to or limit the powers and duties of any officer from time to time.</p> <p><b>SECTION 15 - MEETINGS OF DIRECTORS</b></p> <p><b>15.1</b> A majority of directors will form a quorum for the transaction of business. Unless the Act sets other requirements, the board may hold its meetings in place or places as it may determine from time to time. Meetings of the board may be called by the president, the treasurer or any two (2) directors at any time. Notice of meetings will be sent to each director at least two days before the meeting is to take place by mail or electronic mail. A meeting may be held without notice immediately following the AGM. Any director may waive the requirement for notice for a meeting or any irregularity in a meeting.</p>	<p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>New:</b> Adds provision permitting the board to reassign powers and duties.</p> <p><b>Amended:</b> Simplifies and clarifies the provision and adds a provision for the calling of meetings by directors other than the president.</p>

**SCHEDULE A  
NATURIST LEGACY BY-LAW CHANGES**

<i>- Column 1 -</i> <b>ORIGINAL BY-LAW PROVISIONS (Not in numeric order)</b>	<i>- Column 2 -</i> <b>NEW OR AMENDED BY-LAW PROVISION</b>	<i>- Column 3 -</i> <b>EXPLANATION</b>
<p>20. If all the directors of the corporation present at or participating in the meeting consent, a meeting of the board of directors, or any decisions needed, may be held by such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a director participating in the meeting by those means shall be deemed to be present at the meeting.</p> <p>25. Questions arising at any meeting of the board of directors shall be decided by a majority of votes cast. A quorum for board meetings shall be a majority of the board members.</p> <p><b>PROTECTION OF OFFICERS AND DIRECTORS</b></p> <p>33. No director or officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board of directors for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the corporation shall be deposited, or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of the officer or in relation thereto unless the same shall happen through his or her own dishonesty, wrongful and willful act, or through his or her own wrongful and willful neglect or default.</p> <p>34. Every director and officer of the corporation, and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:</p>	<p><b>15.2</b> If all the directors present at a meeting consent, the meeting may be held by telephone conference, or electronic or other communication facilities. These formats must ensure all persons participating in the meeting can communicate simultaneously with each other. For the purposes of the Act and this by-law a director participating in one of these meeting formats is considered present at the meeting.</p> <p><b>15.3</b> The board may adopt or establish rules of procedure for conducting meetings provided the rules are not inconsistent with the Articles, this by-law or the Act.</p> <p><b>15.4</b> The board will decide questions arising at a meeting by ordinary resolution.</p> <p><b>SECTION 16 - PROTECTION OF OFFICERS AND DIRECTORS</b></p> <p><b>16.1</b> No director or officer of the Corporation will be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation will be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation will be deposited, or for any loss, damage or misfortune whatever, which will happen in the execution of the duties of the officer or in relation thereto unless the same will through his or her own dishonesty, wrongful and willful act, or through his or her own wrongful and willful neglect or default.</p> <p><b>16.2</b> Director and officer of the Corporation, and his or her heirs, executors and administrators, and estates and effects, respectively, will be indemnified and saved harmless out of the funds of the Corporation, from and against:</p>	<p><b>Amended:</b> Simplifies the language.</p> <p><b>New:</b> Adds provision permitting the board to adopt or establish rules for conducting meetings.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language.</p>

**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

<i>- Column 1 -</i> <b>ORIGINAL BY-LAW PROVISIONS</b> <i>(Not in numeric order)</i>	<i>- Column 2 -</i> <b>NEW OR AMENDED BY-LAW PROVISION</b>	<i>- Column 3 -</i> <b>EXPLANATION</b>
<p>(a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and</p> <p>(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her willful neglect or default, provided that he or she acted honestly and in good faith with a view to the best interests of the corporation and had no reason to believe his or her conduct, if unlawful, was unlawful.</p> <p>35. The corporation shall purchase and maintain Directors and Officers Insurance coverage for its directors and officers.</p> <p><b>CONFLICT OF INTEREST</b></p> <p>36. Any member of the board who has a financial, personal or official interest in, or conflict (or appearance of a conflict) with any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to voluntarily excuse himself and will vacate his seat and refrain from discussion and voting on said item. In the interests of board function, the board may decide it is in the best interest of the corporation to allow such board member to hold his seat during such transactions and vote. As this board will deal with issues arising with respect to crediting back membership fees paid in advance, and since these credits will also be to board members, they shall take all due care in seeing that any such credits are fair and equal with other members who will also be credited back for membership fees paid in advance. The minutes of meetings at which such votes are taken shall record such disclosures, abstentions and rationale for approval.</p>	<p>(a) all costs, charges and expenses whatsoever that the director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and</p> <p>(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his or her willful neglect or default, provided that he or she acted honestly and in good faith with a view to the best interests of the Corporation and had no reason to believe his or her conduct, if unlawful, was unlawful.</p> <p><b>16.3</b> The Corporation must purchase and maintain Directors and Officers Insurance coverage for its directors and officers.</p> <p><b>SECTION 17 - CONFLICT OF INTEREST</b></p> <p><b>17.1</b> If a director has a financial or personal interest in any matter coming before the board, actual, perceived, or potential, he or she must</p> <p style="padding-left: 40px;">(a) fully disclose the nature of the interest,</p> <p style="padding-left: 40px;">(b) withdraw from discussion and voting on the matter.</p> <p><b>17.2</b> Any proceeding or vote involving a potential conflict of interest will be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The disclosures, abstentions and rationale for approval will be recorded in the minutes.</p> <p><b>17.3</b> The board will take all due care in ensuring that the treatment among the members and directors of any contributions and fees they paid in advance is fair and equitable.</p>	<p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>Amended:</b> Simplifies the provision and the language, and expanded to include potential conflict.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p>

**SCHEDULE A  
NATURIST LEGACY BY-LAW CHANGES**

<i>- Column 1 -</i> <b>ORIGINAL BY-LAW PROVISIONS (Not in numeric order)</b>	<i>- Column 2 -</i> <b>NEW OR AMENDED BY-LAW PROVISION</b>	<i>- Column 3 -</i> <b>EXPLANATION</b>
<p><b>EXECUTION OF DOCUMENTS</b></p> <p>38. Deeds, transfers, assignments, contracts, instruments and obligations shall be signed jointly by any two directors of the corporation, one of whom must be an officer. Notwithstanding this, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.</p> <p>39. Notwithstanding any provisions to the contrary contained in the by-laws of the corporation, the board of directors may, at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the corporation, or any particular class of instruments, contracts, or obligations of the corporation, may or shall be executed.</p> <p><b>MEETINGS</b></p> <p>41. The board of directors may at any time call a membership meeting of the corporation for the transaction of any business, the general nature of which is specified in the notice calling the meeting. Notice of membership meetings including the AGM shall be sent to each member at least two weeks in advance of the meeting. Meetings of members may be held at any time or place without notice if all the voting members of the corporation are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the corporation, at annual or general meetings may transact.</p>	<p><b>SECTION 18 - EXECUTION OF DOCUMENTS</b></p> <p><b>18.1</b> Deeds, transfers, assignments, contracts, instruments and obligations will be signed jointly by any two directors of the Corporation, one of whom must be an officer. However, the board may direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.</p> <p><b>18.2</b> Despite any provisions to the contrary contained in this by-law, the board may at any time by ordinary resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the corporation, or any particular class of instruments, contracts, or obligations of the corporation, may or will be executed.</p> <p><b>SECTION 19 - MEETINGS</b></p> <p><b>19.1</b> The board may at any time call a meeting of members for the transaction of any business. The general nature of the meeting will be specified in the notice of the meeting. Notice of meetings will be sent to each member at least two weeks in advance by mail or electronic mail, and published on the Corporation's website. Meetings of members may be held at any time or place without notice if all the members are present or represented by proxy. Any business may be transacted at that meeting. For the purpose of sending notice to any member, director, officer, member of a committee of the board or accountant of the Corporation for any meeting or otherwise, the address of that person will be his last mailing address or electronic mail address recorded on the books of the Corporation.</p> <p><b>19.2</b> The only persons entitled to be present at a meeting of members will be the members, the directors and the accountant of the Corporation and other persons who are entitled or required under the Articles, this by-law or the law to be present at the meeting. Other persons may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.</p>	<p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Incorporates address requirements for notice with the notice provision.</p> <p><b>New:</b> Adds provision detailing who other than members may be invited by the board or the members to attend a meeting of the members.</p>

**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

<i>- Column 1 -</i> <b>ORIGINAL BY-LAW PROVISIONS</b> <i>(Not in numeric order)</i>	<i>- Column 2 -</i> <b>NEW OR AMENDED BY-LAW PROVISION</b>	<i>- Column 3 -</i> <b>EXPLANATION</b>
<p>40. A quorum for the transaction of business at any meeting of members shall consist of 25% of Supporting members.</p> <p>42. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation, shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the corporation.</p> <p>43. Each voting member of the corporation may vote by proxy. Such proxy vote need not be made by a member, but before voting the voter must produce and deposit with the secretary, not later than 48 hours prior to the start of the meeting, notice of appointment in writing from his or her constituent or constituents. No member shall be entitled, either in person or by proxy, to vote at meetings of the corporation unless all dues, if any are then payable, have been paid. Anyone voting on behalf of a corporation member by proxy at any meeting of members shall be restricted to such allowed votes.</p> <p>Sample proxy:</p>	<p><b>19.3</b> The board of directors will call a special meeting of members on written request of not less than fifteen percent (15%) of members. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.</p> <p><b>19.4</b> If the chair of the board, the secretary and the treasurer are absent, the members who are present at the meeting will choose a member who is present to act as chair.</p> <p><b>19.5</b> A quorum for any meeting of members is twenty-five percent (25%) of Supporting members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.</p> <p><b>19.6</b> No error or omission in giving notice of any meeting or any adjourned meeting will invalidate the meeting or make void its proceedings. A member may give up the right to notice of a meeting and may approve and confirm any or all proceedings taken at the meeting.</p> <p><b>19.7</b> A member may appoint another member to vote on his or her behalf. The member must fill in, sign, and date the proxy voting form provided and send to the Secretary by mail or electronic mail. The Secretary must receive the proxy form not later than 48 hours before the start of the meeting. The total number of votes available to a proxy holder must not be greater than the total of the votes held by the proxy holder and the votes held by the member who gave his or her proxy.</p>	<p><b>New:</b> Adds provision for the members to request the board call a special meeting of the members.</p> <p><b>New:</b> Adds provision for a member to chair a meeting in the absence of an officer of the corporation.</p> <p><b>Amended:</b> Simplifies the provision and the language and provides that once a quorum is present it is maintained throughout the meeting.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p>



**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

<div>- Column 1 -</div> <div>ORIGINAL BY-LAW PROVISIONS</div> <div>(Not in numeric order)</div>	<div>- Column 2 -</div> <div>NEW OR AMENDED BY-LAW PROVISION</div>	<div>- Column 3 -</div> <div>EXPLANATION</div>
<div>I, [name of member], appoint [name of member] to act as my proxy at the Naturist Legacy Inc. meeting to be held on [date of meeting]. I instruct my proxy to vote as follows: [or My proxy may vote as [he/she] chooses on my behalf.]</div> <div>Signed:</div> <div>Date:</div> <div>44. At all meetings of members, every general and typical order of business motion shall be decided by a majority of the votes of the voting members present in person or represented by proxy unless otherwise required by these by-laws or by law. In the case of general votes for orders of business, a simple showing of hands will constitute a fair vote. In this instance, a declaration by the chair that a motion has been carried or not carried and an entry to that effect in the minutes of the corporation shall be sufficient evidence of the fact without proof of the number or proportion.</div> <div>45. In all other matters where corporation issues arise that are deemed contest or controversial, every question shall be decided by secret ballot. The question shall be decided by a majority of the votes of voting members present in person or by proxy. Such ballot shall be taken in such manner as the chair shall direct except as stipulated in Schedule A, and the result of such ballot shall be deemed the decision of the corporation in general meeting upon the matter in question. Upon the casting of votes, a scrutineer shall verify every ballot and inform the chair of that vote's outcome. The chair and the secretary shall see that the actual vote by number is recorded as such in the minutes. If the membership is satisfied that the vote outcome is correct, the chair may at that time order the destruction of those ballots. If the outcome is in dispute, a second count of the ballots, with a witness, will be ordered. The ballots shall not be ordered to be destroyed until the vote is accepted by the membership as being without dispute.</div> <div>CHANGES IN BY-LAWS</div> <div>46. By-laws of the corporation not embodied in the Articles of Incorporation may be repealed or amended if considered necessary</div>	<div>19.8 The business at any meeting of members will be decided by ordinary resolution of the members present or by proxy, unless this by-law or the Act set other requirements. For orders of business, votes will be taken by a show of hands. The votes for and against will be recorded in the minutes.</div> <div>19.9 Matters that are determined by the board to be controversial will be decided by ballot vote. The matter will be decided by ordinary resolution of the members present or by proxy. The vote will be taken in the manner determined by the chair and according to Schedule A. A scrutineer appointed by the board will verify the ballots and inform the chair of the meeting of the outcome. The votes for and against will be recorded in the minutes.</div> <div>SECTION 20 - CHANGES IN BY-LAW</div> <div>20.1 Subject to the Articles, this by-law may be repealed or amended if considered necessary or advisable, and a new by-law</div>	<div>Amended: Simplifies the provision and the language.</div> <div>Amended: Clarifies that the board determines (and does not deem) that a matter is controversial (i.e. contested). Simplifies the provision and the language. Removes requirement for the membership to be satisfied that the outcome is correct as the voting process is detailed in Appendix A and is the responsibility of the scrutineer. It is the scrutineer that determines the correctness of the voting process not the membership.</div> <div>Amended: Simplifies the language.</div>

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**NATURIST LEGACY BY-LAW CHANGES**

<i>- Column 1 -</i> <b>ORIGINAL BY-LAW PROVISIONS</b> <i>(Not in numeric order)</i>	<i>- Column 2 -</i> <b>NEW OR AMENDED BY-LAW PROVISION</b>	<i>- Column 3 -</i> <b>EXPLANATION</b>
<p>or advisable, and new by-laws may be enacted as required from time to time.</p> <p>47. Changes in by-laws shall be passed by the board of directors and shall be circulated to the membership in due course. Unless in the meantime confirmed at a general meeting of the members duly called for that purpose, such changes in by-laws are effective only until the next AGM and unless confirmed thereat, and, in default of confirmation thereat, cease to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.</p> <p>48. Any changes in by-laws passed by the board of directors shall be presented at the AGM and must be confirmed by a 75% majority of those present at the meeting voting in accordance with these by-laws.</p> <p>49. Changes in cross-reference and numbering engendered by changes in the by-laws shall be accepted without a vote as amendments, allowing them to be made automatically.</p> <p><b>DISSOLUTION OF THE CORPORATION</b></p> <p>50. Dissolution of the corporation shall be as set forth in Article 6 of its Articles of Incorporation, namely, It is specifically provided that in the event of dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more corporations or organizations with like and similar objects, as determined by the members upon dissolution.</p> <p>51. Upon dissolution, voting members shall be guided by the following asset distribution criteria:</p> <p>(a) If any lands are part of the corporation's residual assets, then the lands and other assets shall be transferred to the American Association for Nude Recreation - Western Canadian Region (AANR-WCR) with the stipulation that they shall continue to hold and operate the lands, and that they shall attempt to find suitable naturist tenants or owners in order to maintain the</p>	<p>may be passed as required from time to time.</p> <p><b>20.2</b> Any repeal or amendment of this by-law must be passed by an ordinary resolution of the board and then circulated to the membership.</p> <p><b>20.3</b> The members must confirm any amendment or repeal of this by-law by special resolution at a general meeting called to confirm for that purpose or the next AGM, whichever occurs first. If the amendment or repeal is not confirmed, it is no longer effective from that time and no new by-law of the same or similar substance can be proposed until a future general meeting of members or the next AGM.</p> <p><b>20.4</b> Changes in cross-reference and numbering will not require a vote.</p> <p><b>SECTION 21 - DISSOLUTION OF THE CORPORATION</b></p> <p><b>21.1</b> The Corporation will be dissolved according to Article 6 of the Articles and this by-law. After the payment of the Corporation's liabilities all its remaining assets will be distributed to one or more Corporations or organizations with which the members determine have similar objectives.</p> <p><b>21.2</b> The members will be guided by the following:</p> <p>(a) If any lands are part of the Corporation's residual assets, then the lands and other assets will be transferred to AANR-WCR on the condition that it will continue to hold and operate the lands, and that it will try to find suitable naturist tenants or owners to maintain the lands for naturist purposes. If AANR-WCR is unable or unwilling to accept ownership, another naturist</p>	<p><b>Amended:</b> Separates the two processes; passage and confirmation. Simplifies the provision and the language.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>Amended:</b> Simplifies the language.</p> <p><b>Amended:</b> Simplifies the provisions and the language.</p> <p><b>Amended:</b> Combines clauses (a) and (b) dealing with AANR-WCR's role related to the distribution of lands and assets.</p>

**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

<div>- Column 1 -</div> <div>ORIGINAL BY-LAW PROVISIONS</div> <div>(Not in numeric order)</div>	<div>- Column 2 -</div> <div>NEW OR AMENDED BY-LAW PROVISION</div>	<div>- Column 3 -</div> <div>EXPLANATION</div>
<p>continued use of the lands for naturist purposes;</p> <p>(b) If any lands are part of the corporation's residual assets and AANR-WCR is unable or unwilling to accept ownership of them under the terms outlined above, then another naturist organization shall be sought under those same terms;</p> <p>(c) If any lands are part of the corporation's residual assets and no naturist organization can be found that is able and willing to accept ownership of them under the terms outlined above, then the lands and other assets shall be sold and all funds shall be distributed to one or more established naturist organizations that meet with the corporation's principles;</p> <p>(d) If no lands are part of the corporation's residual assets, then remaining assets shall be sold and all funds shall be distributed to one or more established naturist organizations that meet with the corporation's principles.</p>	<p>organization will be looked for to maintain the lands for naturist purposes.</p> <p>(b) If any lands are part of the Corporation's residual assets and no naturist organization can be found that is able and willing to accept ownership under the terms outlined in (a) above, the lands and other assets will be sold and the funds distributed to one or more established naturist organizations that that the members determine to have similar founding principles.</p> <p>(c) If no lands are part of the Corporation's residual assets, then remaining assets will be sold and all funds will be distributed to one or more established naturist organizations that that the members determine to have similar founding principles.</p> <p><b>SECTION 22 - DISPUTE RESOLUTION</b></p> <p><b>22.1</b> Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved according to mediation and/or arbitration according to this section.</p> <p><b>22.2</b> In the event that a dispute or controversy among members, directors or officers of the Corporation arising out of or related to the Articles or this by-law, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors or officers of the Corporation contained in the Articles, this by-law or the law, and as an alternative to the person instituting a law suit or legal action, the dispute or controversy will be settled by a process of dispute resolution as follows:</p> <p><b>1.</b> The dispute or controversy will first be submitted to a panel of mediators where the one party appoints one mediator, the other</p>	<p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>Amended:</b> Simplifies the provision and the language.</p> <p><b>New:</b> Adds dispute resolution provisions.</p>

**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

- Column 1 - ORIGINAL BY-LAW PROVISIONS (Not in numeric order)	- Column 2 - NEW OR AMENDED BY-LAW PROVISION	- Column 3 - EXPLANATION
<p><b>SCHEDULE A</b></p> <p><b>VOTING RIGHTS FOR SUPPORTING MEMBERS</b></p> <p>1. Each Supporting member (including those on the board of directors) shall be entitled to one vote plus one additional vote for every full \$1000.00 of membership fees they have paid in advance, or for every full \$1000.00 they have gifted to the corporation. The largest allowable number of votes held by any one member cannot exceed 45% of the total votes held by the full membership. Every ballot in a secret ballot will have the Supporting member's name and allowed votes notated on that ballot along with that member's yea or nay vote. The Supporting member shall detach their name from the completed ballot before it is collected to ensure secrecy. A scrutineer shall tabulate the votes on every ballot and inform the chair of the outcome. The chair and the secretary shall</p>	<p>party appoints one mediator, and the two appointed mediators jointly appoint a third mediator. The three mediators will then meet with the parties in an attempt to mediate a resolution.</p> <p>2. The number of mediators may be reduced from three to one or two upon agreement of the parties.</p> <p>3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute will be settled by arbitration before a single arbitrator, who will not be any one of the mediators referred to above, according to <i>The Arbitration Act</i> of Manitoba (C.C.S.M. c. A120) or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration will be kept confidential and there will be no disclosure of any kind. The arbitrator's decision will be final and binding and will not be subject to appeal on a question of fact, law or mixed fact and law.</p> <p>4. All costs of the mediators appointed will be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed will be borne by the parties as may be determined by the arbitrators.</p> <p><b>SCHEDULE A</b></p> <p><b>VOTING RIGHTS FOR SUPPORTING MEMBERS</b></p> <p>1.1 Each Supporting member will be entitled to one vote plus one additional vote for every \$1000.00 of member contributions or fees he or she paid in advance, or for every \$1000.00 of unrestricted member contribution he or she has paid to the Corporation. The number of votes held by any one member cannot exceed 45% of the total votes held by the membership. Every ballot in a ballot vote will contain the Supporting member's name and allowed votes. The Supporting member will detach their name from the completed ballot before it is collected to ensure privacy. A scrutineer appointed by the board will co-ordinate and conduct the voting process. The scrutineer will verify the ballots and inform the chair of the outcome. The votes for and against will be recorded in the minutes.</p>	<p><b>Amended:</b> Simplifies the provision and the language.</p>

**SCHEDULE A**  
**NATURIST LEGACY BY-LAW CHANGES**

<i>- Column 1 -</i> <b>ORIGINAL BY-LAW PROVISIONS</b> <i>(Not in numeric order)</i>	<i>- Column 2 -</i> <b>NEW OR AMENDED BY-LAW PROVISION</b>	<i>- Column 3 -</i> <b>EXPLANATION</b>
see that the actual vote by number is recorded as such in the minutes.  ENACTED this 11th day of August, 2010 and approved by majority vote of members attending the AGM on the 11th day of September, 2010, with amendments confirmed according to these by-laws by members attending AGMs on the 26th day of November, 2011 and the 13th day of October, 2012.		