

**DRAFT RESOLUTION FOR THE ANNUAL MEETING
OF THE
MIRAMICHI SALMON ASSOCIATION INC.
(the "Association")**

BE IT RESOLVED:

That the By-Laws of the Association be amended as follows:

1. Section 22 of the By-Laws be hereinafter designated as subsection 22(a);
2. By adding to section 22 of the By-Laws the following subsections:

"22 (b) The officers appointed by the Board under subsection 22 (a) shall be known as the Executive Committee of the Association. The chairman has the power to appoint one or more directors of the Association as additional members of the Executive Committee as he sees fit from time to time. Such appointments shall hold the position of a member of the Executive Committee until the next annual meeting of the Association, unless in the meantime they ceased to be members of the Board of Directors; and

22 (c) The Executive Committee between Board of Directors meetings shall have the full power and authority in all things to manage the affairs of the Association and to make such rulings and decisions, not contrary to the law or the Association's By-Laws and within the financial guidelines of the Association's annual budgets, as the Executive Committee deems necessary for the management of the affairs of the Association."