

**RESOLUTION
OF THE
MIRAMICHI SALMON ASSOCIATION INC.
(the "Association")**

BE IT RESOLVED:

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

1. By deleting subsections 4(b) and (c) and substituting therefore the following:

"4(b) The Board of Directors shall consist of a minimum of twenty-one (21) and a maximum of seventy-nine (79) Directors elected by the Members at the Annual Meetings of the Association with the majority of Directors being of Canadian citizenship residing within Canada.

4(c) The Board of Directors shall establish:

- (i) A nominating committee to draft a slate of Directors for presentation at the Annual Meetings of the Association; and
- (ii) Voting procedures for the election of Directors."

2. By deleting subsection 4 (j) and substituting therefore the following:

"4(j) The Nominating Committee in drafting its slate of Directors for election at the annual meeting of the Association, besides adhering to the requirements of subsection 4(a) to and including (f) of the Association's By-Laws, should give consideration:

- (a) to the Board of Directors reflecting the gender and linguistic diversity of the general membership of the Association. For clarification of the foregoing and based on a Board membership of 79, if ten percent of the general membership is female and five percent is francophone, the Association would have as its goal a minimum of eight female directors and four francophone Directors; and
- (b) to candidates from the United States of America ("US") for board membership, thereby reflecting the strong historical partnership between the directors of this Association, the value of US directors to the Board of Directors of the Association and the relationship of the MSA (US) Board of Directors which is and has been in the past wholly beneficial to the Association."