

BY-LAW NO. 3

being a by-law to amend By-Law No. 1 of **ONTARIO ASSOCIATION OF GENERAL SURGEONS** (the "Corporation")

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

BOARD OF DIRECTORS

REPEAL – Paragraph 10 of By-law No. 1 with respect to the board of directors be revoked and replaced with the following, and any other by-laws inconsistent herewith be and the same are hereby repealed:

10. The affairs of the Corporation shall be managed by the board of directors, each of whom shall be an Active Member of the Corporation throughout his or her term of office. The Nominating Committee shall provide to the members, prior to each annual meeting, a list of individuals with the skills and desire to sit on the board of directors. In addition, any member may, at any general meeting, run for election to the board by presenting to the secretary of the Corporation or the meeting, either before or at the meeting, a notice of his/her intention to run for a position on the board of directors signed by him or her, together with the signed sponsorship of two other members indicating their support for the member as a candidate for the board of directors. The directors of the Corporation shall be elected for terms of one or two years, and shall retire in rotation, as follows:

(a) seven members of the existing board shall be elected at the 2004 annual general meeting of the Corporation, to serve for a one year term expiring at the annual general meeting of the Corporation to be held in 2005. At such meeting, seven directors shall be elected for a term of two years to fill the vacancies created by the directors whose terms have expired;

(b) seven directors shall be elected at the 2004 annual general meeting of the Corporation, to serve for a two year term expiring at the annual general meeting of the Corporation to be held in 2006. At such meeting, seven directors shall be elected for a term of two years to fill the vacancies created by the directors whose terms have expired; and

(c) at each annual meeting of the Corporation, after the meeting to be held in 2006, those directors whose terms have expired shall retire and there shall be elected for a term of two years in every case, the requisite number of directors to fill the vacancies created by directors whose terms have expired.

A director whose term has expired shall be eligible for re-election. The election may be by a show of hands, unless a poll or a ballot be demanded by any member.

PASSED by the board the 25th day of September, 2004.

Angus Maciver, President

Jeff Kolbasnik, Secretary

CONFIRMED by the members in accordance with the Corporations Act (Ontario) the 6th day of November, 2004.

Jeff Kolbasnik, Secretary