

Current Wording:

3.2 Full Member:

Means a Member who has eligibility to vote; eligibility to hold office, either as a Director or Officer; and access to information generated and/or maintained by the Association for the benefit of the Association's Members, including, but not limited to, business directories, website, newsletters and events. Full Membership in the Association shall be restricted to Persons whose business activities are in whole or in part related to supporting, promoting and/or developing the oil and gas industry, as well as the broader energy industry, subject to approval by the Board.

Proposed Wording:

3.2 Full Member:

Means a Member who has eligibility to vote; eligibility to hold office, either as a Director or Officer; and access to information generated and/or maintained by the Association for the benefit of the Association's Members, including, but not limited to, business directories, website, newsletters and events. Full Membership in the Association shall be restricted to Persons Located and Engaged in Business, in whole or in part, within the Province of Newfoundland and Labrador and is related to supporting, promoting and/or developing the oil and gas industry, as well as the broader energy industry; and which membership remains subject to approval by the Board pursuant to 3.8.

Current Wording:

3.4 Associate Member:

Means a Member who is not eligible to vote nor to hold office, either as a Director or Officer, but who otherwise retains all other membership rights as defined in clause 3.2. Without limiting the generality of the foregoing, this category includes the following;

- Canadian, Newfoundland or foreign government departments, agencies or crown corporations.
- post-secondary Educational Institutions,
- Regional Development Associations,
- Industry Associations and other not-for-profits organizations (i.e. CAODC, PSAC, OTANS, etc),
- Integrated oil and gas exploration and production companies, their subsidiaries and institutions primarily funded by and for the benefit of integrated oil and gas exploration and production companies,
- Exchange members (i.e. substitute, alternate, to the registered Member), and
- Student members, subject to Board of Director approval.

Proposed Wording:

3.4 Associate Member:

Means a Member who is not eligible to vote nor to hold office, either as a Director or Officer; are subject to those Policies established by the Board from time to time pertaining to access to and disclosure of information among varying member types; but who otherwise retain all other membership rights as defined in clause 3.2. Without limiting the generality of the foregoing, this category includes the following;

- Canadian, Newfoundland or foreign government departments, agencies or crown corporations.
- post-secondary Educational Institutions,
- Regional Development Associations,
- Industry Associations and other not-for-profits organizations (i.e. CAODC, PSAC, OTANS, etc.),
- Integrated oil and gas exploration and production companies, their subsidiaries and institutions primarily funded by and for the benefit of integrated oil and gas exploration and production companies,
- Exchange members (i.e. substitute, alternate, to the registered Member),
- Persons as defined by the Association that are not Located and Engaged in Business, in whole or in part, within the Province of Newfoundland and Labrador,
- Media organizations, and
- Student members;

and which membership remains subject to approval by the Board pursuant to 3.8.

Addition:

3.9 Located and Engaged in Business:

Means registered to conduct business, with offices or business premises, and staff, all of which is locally situated within the Province of Newfoundland and Labrador. The Association may request proof of compliance with this provision.

Current Wording:

4.11 Procedure for Election:

- (a) One month prior to the election, each Member of the Association entitled to vote shall receive a Notice of Election and request for nominations. This notice, which typically follows notice for the Annual General Meeting (“AGM”), will advise of the date, time and place of the elections during the AGM and shall include a request for nomination from Members eligible for the positions of Officers and Directors. To be eligible as a candidate for any position as an Officer or Director, the individual or the company with which he/she is employed or contracted to, as the case may be, must be in Good Standing. Nominees put forward shall sign a waiver to verify their qualification as set out in 4.10 above.

- (b) At the time of the election, registered ballots listing all nominees shall be distributed to each Member entitled to vote via email or mail) in accordance with Association's Election procedures. Each Member entitled to vote is given one (1) ballot only during the Annual General Meeting. No nominations from the floor will be accepted, as the written ballot is considered final.
- (c) Members entitled to vote who are unable to attend the Annual General Meeting may vote by proxy. Upon request, the registered proxy form shall be provided to the Member entitled to vote by the Association (via email or mail) and the Member entitled to vote shall appoint the President & Chief Executive Officer as proxy holder for the purpose of exercising the Member's vote as so directed in accordance with Association's Election procedures. The President & Chief Executive Officer shall keep confidential the contents of all proxies received. Proxy votes are to be provided to the President & Chief Executive Officer no later than 12:00 noon the business day prior to the Annual General Meeting in accordance with Association's Election procedures.
- (d) No Member may be nominated for the position of Vice-Chairperson or Treasurer unless that member has previously served at least one year as a Director or Officer of the Association. Nominees shall sign a waiver to verify compliance with 4.10 above.

Proposed Wording

4.11 Procedure for Election:

- (a) 60 days prior to the election, each member of the Association entitled to vote shall receive a request for nominations for members eligible for the positions of Officers and Directors. To be eligible as a candidate for any position as an Officer or Director, the individual or the company with which he/she is employed or contracted to, must be in Good Standing. Nominees put forward shall sign a waiver to verify their qualification as set out in 4.10 above. Nominations close 30 days prior to the Annual General Meeting ("AGM").
- (b) 30 days prior to the election, each Member of the Association entitled to vote shall receive a Notice of Election. This notice, which typically follows notice for the AGM, will advise of the date, time and place of the elections during the AGM.
- (c) At the time of the election, registered ballots listing all nominees shall be distributed to each Member entitled to vote (via email or mail) in accordance with Association's Election procedures. Each Member entitled to vote is given one (1) ballot only during the Annual General Meeting. No nominations from the floor will be accepted, as the written ballot is considered final.
- (d) Members entitled to vote who are unable to attend the Annual General Meeting may participate in advanced voting. Upon request, the advanced voting ballot shall be provided to the Member entitled to vote by the Association. Completed ballots are to be provided to Noia's auditors no later than 12:00 noon on the business day prior to the Annual General Meeting in accordance with Association's Election procedures. Advanced ballots will include a list of all candidates and other items to be decided by vote by the membership.

- (e) Members entitled to vote may delegate their vote to another member in the form of a proxy. The member must provide a form approved by the association authorizing his/her proxy vote.
- (f) No Member entitled to vote may be nominated for the position of Vice-Chairperson or Treasurer unless that member has previously served at least one year as a Director or Officer of the Association. Nominees shall sign a waiver to verify compliance with 4.10 above.