

SCHEDULE A



**Canadian Mental
Health Association**
Mental health for all

**Association canadienne
pour la santé mentale**
La santé mentale pour tous

PROXY

Canadian Mental Health Association, BC Division

67th Annual General Meeting (Virtual)

September 25, 2020 at 5:00 p.m.

The undersigned, who is an ordinary member of the Association in good standing hereby appoints

or failing that person _____

as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on September 25, 2020 and at any adjournment of that meeting.

Signature

Print Name

Address

Date

NOTE: A proxy must be deposited at the registered office of the Association by email to AGM.RSVP@cmha.bc.ca at least one hour before the start of the meeting. A proxyholder must be an ordinary member and can hold no more than nine proxies.

A proxyholder cannot represent more than 9 ordinary members and any proxyholder who receives more than 9 proxies appointing him or her proxyholder must notify the ordinary member who signed the excess proxies of the fact they cannot act as proxyholder.

SCHEDULE B



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NOTICE OF SPECIAL RESOLUTION OF CANADIAN MENTAL HEALTH ASSOCIATION, BC DIVISION

(the "Association")

The following special resolution for replacing the bylaws will be proposed for approval at the Annual General Meeting to be held on September 25, 2020 at 5:00 p.m.

The special resolution proposes to replace the Association's Bylaws in their entirety. The changes that are being made to the new Bylaws include: (i) updating the Bylaws to be consistent with the new *Societies Act*; (ii) making the Association's Bylaws consistent with the common bylaws that were adopted by the Branches and the Branch Agreements; and (iii) changes to modernize and update the Bylaws generally.

Note that while these special resolution will be considered and approved at the Annual General Meeting, they will not come into effect until the Association files the Bylaws with the BC Corporate Registry. Until such time, the current Bylaws will remain in effect.

Replacement of Bylaws

RESOLVED AS SPECIAL RESOLUTIONS that:

1. The Bylaws of the Association be deleted in their entirety and replaced with the Bylaws attached to the Notice of Meeting.
2. Any one director or officer of the Association is authorized and directed to sign all documents and take all actions that are necessary, desirable or useful in carrying out the replacement of the Bylaws.

Please see the attached document for the proposed replacement bylaws.