

SCHEDULE TO
ARTICLES OF AMENDMENT
OF
THE VOCATIONAL REHABILITATION ASSOCIATION OF CANADA
(the “Corporation”)

The Article of the Corporation be amended as follows:

1. to change the minimum and maximum number of directors from three (3) and sixteen (16) to eight (8) to fifteen (15);
2. to establish the classes of members set out below:
 - i. Affiliate Members;
 - ii. Retired Members;
 - iii. Introductory Members; and
 - iv. Student Members.
3. after giving effect to the foregoing, the classes, or regional or other groups, of members that the Corporation is authorized to establish is as follows:
 - i. Professional Members;
 - ii. Associate Members;
 - iii. Affiliate Members;
 - iv. Retired Members;
 - v. Introductory Members; and
 - vi. Student Members.
4. the Professional and Retired members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Professional and Retired member shall have one vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
5. except as otherwise provided by the *Canada Not-for-profit Corporations Act*, the Associate, Affiliate, Introductory and Student members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
6. the non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to:
 - (a) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
 - (b) create a new class of members having rights equal to or superior to those of the non-voting members.