

**VICTORIA INNOVATION, ADVANCED TECHNOLOGY  
AND ENTREPRENEURSHIP COUNCIL  
("VIATEC")**

**RESOLUTIONS CONSENTED TO IN WRITING  
BY ALL OF THE DIRECTORS OF VIATEC**

**WHEREAS:**

- A. The board of directors of VIATEC (the "**Board**") considers it to be in the best interest of the society to adopt a policy concerning the criteria for eligibility for the nomination and election of directors, in the form attached to this resolution as Schedule "A" (the "**Policy**"); and
- B. the proposed Policy is not inconsistent with the bylaws of VIATEC.

**RESOLVED THAT:**

- 1. The Policy, in the form attached to this resolution as Schedule "A", be and is hereby adopted and approved.
- 2. Any one director or officer of VIATEC is hereby authorized and directed to do all such acts and things and to execute and deliver all such other documents as in such director or officer's opinion may be necessary or desirable to give effect to the intent of these resolutions.

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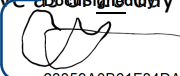
**Execution in Counterpart**

These resolutions may be executed in any number of counterparts, each of which may be executed by fewer than all of the persons named below, and all of which together constitute one instrument. When all of the persons named below have signed one or more counterparts then despite the date of execution, these resolutions become effective as of the date set out above.

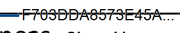
An electronic transmission of these resolutions signed by any person named below will be sufficient to establish the signature of that person and to constitute the consent in writing of that person to these resolutions. The undersigned being all of the directors of the Society consent to the foregoing resolutions.

The undersigned, being all of the directors of VIATEC, consent to the above resolutions as of the date written below.

Dated effective as of 20 day of July, 2021.

  
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Christina Gerow  
DocuSigned by:  
*Robert Bowness*

  
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Robert Bowness  
DocuSigned by:  
*Masoud Nassaji*

  
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Masoud Nassaji  
DocuSigned by:  
*Brad Williams*

  
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Brad Williams  
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*Jason Morehouse*

  
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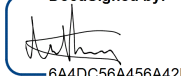
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DocuSigned by:  
*Sarah Guldbrandsen*

  
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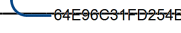
Sarah Guldbrandsen  
DocuSigned by:  
*Corina Ludwig*

  
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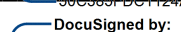
Corina Ludwig

  
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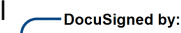
Owen Matthews  
DocuSigned by:  
*Justin Love*

  
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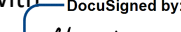
Justin Love  
DocuSigned by:  
*Erin Skillen*

  
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Erin Skillen  
DocuSigned by:  
*Man Gill*

  
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Manpreet Gill  
DocuSigned by:  
*Darren Beckwith*

  
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Darren Beckwith  
DocuSigned by:  
*Christina Jones*

  
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Christina Jones  
DocuSigned by:  
*Rachel Greenspan*

  
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Rachel Greenspan

**Schedule A**

**VICTORIA INNOVATION, ADVANCED TECHNOLOGY  
AND ENTREPRENEURSHIP COUNCIL  
("VIATEC")**

**BOARD MEMBER NOMINATION AND ELECTION POLICY**

QUALIFICATIONS TO SERVE AS DIRECTOR

To serve as a Director of VIATEC, a person must:

1. Be a VIATEC member in good standing;
2. Be at least 18 years of age;
3. Be the only candidate from the member company standing for election;
4. In order for a person to be elected to the Board they must, at the time of their election, have been, or be representing an entity that has been, an active member of VIATEC for at least the past 12 months and maintain an active membership throughout their term of office.
5. In order for a person running under an Individual Membership to be elected to the Board, they must, at the time of their election, have had an active membership for at least the past 12 months and maintain an active membership throughout their term of office.
6. Review all materials sent out in advance of monthly Board meetings and attend meetings as often as possible (75% attendance required);
7. Participate in the annual strategic planning process;
8. May or may not participate in at least one Board committee (75% attendance required):
  - a. Finance & Audit
  - b. Governance
9. VIATEC Board members are required to regularly participate within the Greater Victoria tech community by utilizing their professional networks to help the organization stay apprised of current events, trends and sentiment as well as regularly attend VIATEC events and, when relevant, participate in VIATEC's programs.

Effective Date: July 20, 2021