



CAFII's Bylaw No. 2009-5, enacted December 8, 2009, does not contain any provision related to decision situations where a consensus of its Board of Directors cannot be reached.

In fact, the Bylaw contains only one clause that is pertinent in this area, as follows:

5.11 Votes to Govern

Each Director is authorized to exercise one vote. At all meetings of the Board, every question shall be voted on and decided by at least a two-thirds (2/3) majority of the votes cast on the question. Prior to the calling for votes on a question by the Chair of the meeting, a Director may request to have recorded in the minutes of the meeting the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question.