

BY-LAW NUMBER 1

A By-law relating generally to the conduct
of the business and affairs of

CANADIAN NETWORK FOR INNOVATION IN EDUCATION RÉSEAU CANADIEN POUR L'INNOVATION EN ÉDUCATION

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1. INTERPRETATION

- 1.1 **Definitions:** In this By-law, unless the context otherwise specifies or requires:
- a) "**Act**" means the *Canada Corporations Act*, R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes:

- b) **"By-laws"** means any By-law of the Corporation from time to time in force and effect;
- c) **"Board of Directors"** means the Fixed Directors, the Representative Directors and any Directors-at-Large in office from time to time;
- d) **"Corporation"** means Canadian Network for Innovation in Education/réseau canadien pour l'innovation en éducation, a federal non-share capital Corporation incorporated under the Act;
- e) **"Director-at-Large" or "Directors-at-Large"** means the director or directors who have been elected as directors of Corporation by the Fixed Directors and the Representative Directors of the Corporation at a meeting duly called and held for the purpose of considering such election;
- f) **"Executive Officers"** means the President, the Vice-President, the Past-President(s) and the Secretary-Treasurer, who, by virtue of such offices shall automatically be directors of the Corporation during each such person's term of office as the President, Vice-President, Past President(s) or Secretary-Treasurer of the Corporation;
- g) **"Fixed Directors"** means the Executive Officers, who, by virtue of such offices shall automatically be directors of the Corporation during each such person's term of office as an Executive Officer;
- h) **"Letters Patent"** means the letters patent and any supplementary letters patent of the Corporation;
- i) **"Mail"** means paper mail deposited in a post office or public letter box in a postage paid envelope;
- j) **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
- k) **"Representative Directors"** means the directors who have been elected as directors of Corporation by the members of the Corporation pursuant to the provisions of these By-laws.

1.2 **Interpretation:** This By-law shall, unless the context otherwise require, be construed and interpreted in accordance with the following:

- a) all terms contained and which are defined in the Act, or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- b) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and the word "person"

shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and

- c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- d) the Corporation's official languages shall be English and French;
- e) a member shall be entitled to communicate with the Corporation in the official language of his or her preference;
- f) official documents of the Corporation, including the by-laws and procedures manual and the Web site, may be published in both official languages;
- g) other documents, including minutes and agendas shall be made available in the language submitted and may be translated into the other official language at the request of any director or member;
- h) should there be a difference of interpretation or meaning between the English and French versions of a document published by the Corporation, the interpretation governing the language of origin of the document shall govern,
- i) any document published by the Corporation shall clearly indicate the language of origin in brackets immediately after its title; and
- j) all translations of documents published by the Corporation, shall be clearly identified at the top of the documents as a "Translation".

2. HEAD OFFICE

2.1 **Head Office:** The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario.

3. SEAL

3.1 **Seal:** The seal of the Corporation shall be such as the Board of Directors may by resolution from time to time approve.

4. NOMINATIONS COMMITTEE AND ELECTION PROCEDURES

4.1 **Nominations Committee:** The Board of Directors shall establish a nominations committee which, among other things, shall be responsible for obtaining nominations and

supervising the election of the Executive Officers and directors. The nominations committee shall exercise such powers as are authorized by the Board of Directors. The nominations committee shall be comprised of the Past-President, who shall be Chair of the nominations committee, and two or more members in good standing who shall be appointed by the Board of Directors. Reasonable notice of meetings of the nominations committee shall be given in the manner provided in paragraph 19.1. Subject to the Act, the provisions of paragraphs 6.1 and 6.2 hereof, shall apply to the nominations committee. A quorum at any meeting of the nominations committee shall be a majority of its members including the Past-President. Subject to the By-laws and any resolution of the Board of Directors, the nominations committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. Appointed nominations committee members shall be subject to removal by resolution of the Board of Directors of the Corporation. Nominations committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty in accordance with the re-imbursement policies of the Corporation.

4.2 Election Procedures: Three members of the Corporation in good standing may submit, to the nominations committee, a nomination for a specific elected position on the Board of Directors or a nomination for the election of an Executive Officer, when applicable. A nomination package must be forwarded to the Chair of the Nominations Committee at least thirty-six (36) days prior to a scheduled election. This package must include:

- a) a nomination form, signed by the three members, indicating the name of the nominee and the position to which he or she aspires,
- b) the nominee's written declaration of interest and availability to serve if elected, and
- c) a brief biographical sketch of the nominee.

Except where the Constitution or By-laws require a meeting:

- d) Not later than fifteen (15) days following the deadline for nominations, the Chair shall send an official ballot with biographical sketches of each nominee to each member in good standing.
- e) Twenty-one (21) days after sending the ballot, the nominations committee Chair shall close the election and tabulate the returns. In the case of any tie vote, the Chair of the nominations committee may cast a tie-breaking vote for any position.
- f) In order for the elections to be valid, ballots must be received from members in good standing carrying not less than ten percent (10%) of the voting rights. Each ballot received shall be equivalent to one vote.
- g) The Chair shall report to the Board of Directors on quorum and the election results.
- h) If quorum is not achieved, the directors and Executive Officers shall be elected by the members at the next meeting of members.

- i) If quorum is achieved, the election results shall be announced to the membership at the Annual General Meeting of the Corporation.

The new Board of Directors and elected officers shall assume their responsibilities upon conclusion of the Annual General Meeting.

5. DIRECTORS

5.1 **Duties and Number:** The affairs of the Corporation shall be managed by a Board of Directors who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the By-law or by statute expressly directed or required to be done in some other manner. There shall be a minimum of nine (9) directors and a maximum of twelve (12) directors composed of:

- a) the Fixed Directors as hereinbefore defined,
- b) five (5) Representative Directors consisting of one representative from each of the following professional groups who shall be elected by the members of the Corporation in good standing pursuant to the provisions of paragraph 4.2 hereof:
 - i) education/training technology specialists,
 - ii) distance/open learning professionals,
 - iii) media producers and distributors,
 - iv) policy makers and/or administrators,
 - v) researchers; and
- c) up to three (3) Directors-at-Large elected by a majority vote of the directors described in the foregoing two paragraphs, which directors shall, where possible, ensure gender, linguistic, and educational sector (i.e., K-12 and post-secondary) representation in the first instance; and regional and sector (i.e., Industry and Government) in the second instance.

5.2 **Term of Office:** The term of office of each Fixed Director shall be equivalent to the term during which each such director holds the office of President, Vice-President, Past-President or Secretary-Treasurer as the case may be.

The term of office for the inaugural Representative Directors shall be two years for two of the Representative Directors and three years for three of the Representative Directors. Each of the inaugural Representative Directors shall be asked to volunteer to serve for a term of two years. If two volunteers cannot be found among the five individuals who are elected as the inaugural Representative Directors, the term of office for each of the inaugural Representative Directors shall be fixed by the nominations committee. The term of office for all subsequently elected or re-elected Representative Directors shall be two years from the date of the meeting at which their election was announced.

The term of office for any Director-at-Large shall be two years from the date of the meeting at which they were elected or until their successors are elected.

Representative Directors or Directors-at-Large may be elected to serve one additional consecutive or partial term. Representative Directors or Directors-at-Large shall not be eligible for re-election as a director until one year after the expiration of their second term except in exceptional circumstances, including but not limited to the lack of a replacement, and only if the Board of Directors determines that it is in the best interests of the Corporation to allow such director to serve for an additional consecutive term.

5.3 Qualifications: Every director shall be eighteen (18) or more years of age with power under law to contract and shall be a member of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a director.

Where possible the Board of Directors shall reflect regional and sector representation and both gender and linguistic balance.

5.4 Replacement of Provisional Directors and Removal of Directors: The applicants for incorporation shall become the inaugural directors of the Corporation whose terms of office on the Board of Directors shall continue until their successors are elected or appointed. At the conclusion of the first meeting of members at which the election of directors and the Executive Officers is announced, the Representative Directors and the Fixed Directors shall replace the provisional directors named in the Letters Patent.

Subject to the provisions of this By-law, Representative Directors shall be eligible for re-election; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Representative Director before the expiration of that director's term of office and may, by a majority of the votes cast at the meeting, elect any person, representing the same professional group, in the removed director's stead for the remainder of the removed director's term.

Subject to the provisions of this By-law, Directors-at-Large shall be eligible for re-election; provided always that the Board of Directors of the Corporation may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director-at-Large before the expiration of that director's term of office and may, by a majority of the votes cast at the meeting, elect any person in the removed director's stead for the remainder of the removed director's term.

5.5 Vacation of Office: The office of a director shall *ipso facto* be vacated if the director:

- a) does not within ten (10) days after election or appointment as a director become a member of the Corporation, ceases to be a member or ceases to be a member in good standing;

- b) becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- c) is found to be a mentally incompetent person or becomes of unsound mind;
- d) if by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Secretary-Treasurer of the Corporation or at the time specified in the notice, whichever is later;
- e) dies;
- f) is removed from office in accordance with paragraph 5.4; or
- g) in the case of Fixed Directors, ceased to hold the office of President, Vice-President, Past-President or Secretary-Treasurer, as the case may be.

5.6 Filling Vacancies: Subject to the provisions of paragraph 5.4, if a Representative Director ceases to be a director pursuant to the provisions of paragraph 5.5, such vacancy may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office, otherwise, the vacancy shall be filled in accordance with the provisions of paragraph 4.2. The nominations committee shall inform the membership of the election results within ten (10) days following the close of the election.

Subject to the provisions of paragraph 5.4, if a Director-at-Large ceases to be a director pursuant to the provisions of paragraph 5.5, such vacancy may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office.

5.7 Executive Committee: The Board of Directors shall establish an executive committee which, among other things, shall be responsible for leading the activities of the Board of Directors and developing a renewable business plan. The executive committee shall exercise such powers as are authorized by the Board of Directors. The executive committee shall be comprised of the Executive Officers. In the event that there are two Past-Presidents, both Past-Presidents shall be members of the executive committee. Reasonable notice of meetings of the executive committee shall be given in the manner provided in paragraph 19.1. Subject to the Act, the provisions of paragraphs 6.1 and 6.2 hereof, shall apply to the executive committee. A quorum at any meeting of the executive committee shall be a majority. Subject to the By-laws and any resolution of the Board of Directors, the executive committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

Executive committee members shall cease to be members of the executive committee if such member ceases to be an Executive Officer. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty in accordance with the re-imbursment policies of the Corporation.

6. MEETING OF DIRECTORS

6.1 **Place of Meeting:** Meetings of the Board of Directors may be held at any place within or outside Canada.

6.2 **Notice:** A meeting of directors may be convened by the President, Vice-President or any two (2) directors at any time and the Secretary-Treasurer, when directed or authorized by any of such officers or any two (2) directors, shall convene a meeting of directors. Unless sent by Mail, forty-eight (48) hours' notice of such meeting shall be given to each director. Notice of any meeting that is provided electronically shall be served in the manner specified in paragraph 19.1, not less than forty-eight (48) hours before the meeting is to take place. Notice of any such meeting that is sent by Mail shall be served in the manner specified in paragraph 19.1 of this By-law, not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

6.3 **Error or Omission in Giving Notice:** No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any resolution passed or any proceeding taken at such meeting.

6.4 **Adjournment:** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat.

The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.5 **Regular Meetings:** The Board of Directors shall meet in person at least once annually. Additional meetings of the Board of Directors may be held in person, by teleconference or by other electronic means. The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a communication fixing the place and time of regular meetings of the

Board of Directors shall be sent to each director but no other notice shall be required for any such regular meetings.

6.6 **Quorum:** A majority of the directors, which majority must include either the President or the Vice-President, shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

6.7 **Voting:** Unless the Act otherwise provides, decisions shall be by consensus or failing consensus, by vote. Consensus shall be deemed to have been reached if, when asked by the Chair of the meeting whether there are any objections to the proposed motion, none of the directors declare that they object to the proposed motion. For decisions by vote, each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to an original vote.

6.8 **Detailed Voting Ballot:** Where a director is unable to participate at a meeting of the directors of the Corporation then, subject to this By-law, the director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary-Treasurer to any director who indicates his or her inability to attend a meeting of directors in person or by teleconference. The completed and signed voting ballot must be returned by the absent director to the Secretary-Treasurer and to another director of the Corporation who will be attending the meeting of directors prior to the commencement of the meeting at which the absent director's vote is to be counted. The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a director who is unable to attend the meeting the opportunity to make a reasoned judgment on the matters contained therein. A director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the mail ballot. The deposit of a ballot with the Secretary-Treasurer and a director of the Corporation will not constitute that director present for the purposes of establishing a quorum at any meeting of directors.

6.9 **Telephone Participation:** The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the directors of the Corporation.

6.10 **Meetings by Other Electronic Means:** The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- a) the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) each director has equal access to the specific means of communication to be used; and
- c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

7. POWER OF DIRECTORS

7.1 **Administer Affairs:** The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

7.2 **Expenditures:** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

7.3 **Borrowing Power:** The directors of the Corporation may from time to time:

- a) borrow money on the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- e) delegate the powers conferred on the directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

7.4 **Fund Raising:** The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

7.5 **Agents and Employees:** The Board of Directors may appoint such agents and engage such employees and may delegate this function to an officer or officers of the Corporation as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

7.6 **Remuneration of Agents and Employees:** The remuneration of agents and employees shall, subject to the other provisions of this By-law, be fixed by the Board of Directors by resolution provided that the Board of Directors may delegate this function to an officer or officers of the Corporation.

7.7 **Other Committees:** The Board of Directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board of Directors shall see fit. The Chair of each such committee shall be as determined by the Board of Directors. Committee Chairs and members may be appointed from among the Board of Directors or from among the general membership of the Corporation. The President shall sit as an ex officio member of all committees of the Corporation. Any such committee may formulate its own rules and procedures, subject to such regulations or directions as the Board of Directors may from time to time make. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty in accordance with the re-imbusement policies of the Corporation.

7.8 **Special Interest Groups:** The Board of Directors may, from time to time, establish a Special Interest Group whenever the Board of Directors is petitioned and may allocate resources at its discretion. A Special Interest Group may be dissolved by a majority vote of the Board of Directors when the Special Interest Group votes to recommend dissolution or upon good and sufficient reason. A member (or members) of the Board of Directors shall be appointed to act as liaison with Special Interest Groups in order to guide the development of the new Special Interest Group and promote the growth of existing Special Interest Groups. The Board of Directors shall annually review the activities of each Special Interest Group and shall at all times have the right to prohibit any activity not consistent with the Corporation's Constitution and By-laws.

7.9 **Affiliated Professional Organizations:** With the approval of the Board of Directors, any active professional organization whose interests and purpose are similar to those of the Corporation, and whose constitution and by-laws are consistent with the Constitution and By-laws of the Corporation may, on request, become affiliated with the Corporation to work together more effectively to achieve their common goals. Each affiliated professional organization shall report annually to the Board of Directors on activities, such as the nature and extent of its program and any changes in its organization and purposes. The Board of Directors shall determine what rights and obligations may be negotiated with each affiliate. The Board of Directors may sever the Corporation's affiliation with any professional organization when that affiliation is no longer in the best interests of the Corporation. It is incumbent upon the Board of Directors to serve notice of intent to sever an affiliation in accordance with the terms of reference that were established between the Corporation and the professional organization. The Board of Directors may likewise vote to seek affiliation with any professional organization meeting the criteria expressed above.

8. REMUNERATION OF DIRECTORS

8.1 Remuneration of Directors: The directors shall serve without remuneration and directors shall not directly or indirectly receive any profit from their positions as such; provided that directors are entitled to reasonable expenses incurred in the exercise of their duty in accordance with the re-imbursement policies of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in another capacity and receiving compensation therefor.

9. OFFICERS

9.1 Appointment, Term and Resignation: The officers of the Corporation shall consist of a President, a Vice-President, a Secretary-Treasurer and, in the inaugural year up to two and each year thereafter one, Past-President. The President, Vice-President, Past-President(s) and Secretary-Treasurer shall be directors of the Corporation.

The inaugural Past-Presidents of the Corporation shall be the incumbent President of each of Canadian Association for Distance Education and AMTEC-Association for Media and Technology in Education in Canada who shall hold office until the first elected President's term of office ends and he or she becomes Past-President pursuant to the provisions of paragraph this section.

At their first meeting, the provisional directors named in the Letters Patent shall appoint, from among their number, an interim President, an interim Vice-President, an interim Secretary-Treasurer and, in the event that neither the President of Canadian Association for Distance Education nor the President of AMTEC-Association for Media and Technology in Education in Canada is able or willing to act as a Past-President of the Corporation, an interim Past-President. Each such officer shall be appointed to hold office until his or her successor is elected in accordance with the provisions of paragraph 4.2.

Subject to the foregoing, each of the President, the Vice-President and the Past-President shall hold office for a term of one year following which the President, if such President was elected pursuant to the provisions of paragraph 4.2, shall automatically assume the office of Past-President and the Vice-President, if such Vice-President was elected pursuant to the provisions of paragraph 4.2, shall automatically assume the office of President. To fill the vacancy created by the promotion of the Vice-President to the office of President, a new Vice-President shall be elected annually in accordance with the provisions of paragraph 4.2.

The Secretary-Treasurer shall hold office for a term of three years or until his or her successor is duly elected in accordance with the provisions of paragraph 4.2.

In addition to the officers described above, the Board of Directors may from time to time appoint such other officers as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors. Each

such officer shall hold office for a term of one year or until his or her successor is duly appointed.

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- b) the appointment of a successor;
- c) that officer ceasing to be a director, if such is a necessary qualification of appointment;
- d) any meeting of directors at which other officers are appointed;
- e) that officer's removal;
- f) that officer's death; or
- g) in the case of the President, the Vice-President, a Past-President or the Secretary-Treasurer, any meeting of members at which the election of a successor is announced.

9.2 Remuneration of Officers: The officers of the Corporation shall serve without remuneration and officers shall not directly or indirectly receive any profit from their positions as such; provided that officers are entitled to reasonable expenses incurred in the exercise of their duty in accordance with the re-imbursement policies of the Corporation. Nothing herein contained shall be construed to preclude any officer from serving the Corporation in another capacity and receiving compensation therefor.

9.3 Removal of Officers: The members of the Corporation may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any or all of the Executive Officers before the expiration of such officer's term of office and shall, by a majority of the votes cast at the meeting, appoint any person in the removed officer's stead for the remainder of the removed officer's term.

All other officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

9.4 Vacancies:

In the event that an interim officer appointed pursuant to paragraph 9.1 is unable or unwilling to act as an interim officer until his or her successor is elected, the provisional directors named in the Letters Patent shall appoint, from among their number, a replacement who

shall hold office until his or her successor is elected in accordance with the provisions of paragraph 4.2.

Subject to the provisions of paragraph 9.1, if the office of President, Vice-President, Past-President or Secretary-Treasurer shall become vacant by reason of death, resignation, disqualification or otherwise, such vacancy may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office, otherwise, the vacancy shall be filled in accordance with the provisions of paragraph 4.2. The nominations committee shall inform the membership of the election results within ten (10) days following the close of the election. Until a replacement is appointed or elected:

- a) in the event that the office of President is vacated, the Vice-President shall continue to perform his or her duties and shall assume the position of President until a replacement has been appointed, and
- b) in the event that the office of Vice-President or Past-President is vacated, the President shall continue to perform his or her duties and shall assume the position of Vice-President or Past-President, as the case may be, until a replacement has been appointed.

If the office of any other officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution may appoint a person to fill such vacancy for the remainder of the term.

9.5 Duties of Officers may be Delegated: Unless otherwise provided, in case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

9.6 Powers and Duties: All officers shall sign such contracts, documents or instruments in writing as require their respective signature and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:

- a) **President.** The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the Board of Directors. The President shall, when present, preside at all meetings of the Board of Directors, committees and the members. The President shall have a casting vote at all meetings of the Board of Directors and members.
- b) **Vice-President.** The Vice-President, in consultation with the other Executive Officers, shall monitor the activities of the head office and shall report annually on its operations to the Board of Directors. These reports may include such recommendations as the Vice-President may consider appropriate in the circumstances relating to human resources and staff management and may include such information as the Vice-President considers appropriate relating to staff performance and evaluations. The Vice-President, in consultation with the Board of Directors, will also be responsible for updating the

Corporation's annual plan and presenting it to the members. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

- c) **Secretary-Treasurer.** The Secretary-Treasurer shall give or cause to be given notices for all meetings of the Board of Directors or committees of directors, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in Section 109 of the Act. The Secretary-Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board of Directors. The Secretary-Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board of Directors, receiving proper vouchers thereof and render to the Board of Directors at its regular meetings or whenever required, an account of all of his or her transactions as Secretary-Treasurer, and of the financial position of the Corporation.
- d) **Past-President.** The Past-President shall, among other things, chair the nominations committee and supervise elections. The Past-President shall be vested with all the powers and shall perform all the duties of the President when neither the President nor the Vice-President is able to perform the functions assigned to the office of President. When it is necessary for the Past-President to assume the duties of the President, the Board of Directors shall determine further delegation of presidential responsibility, as necessary. The inaugural Past-Presidents shall determine between themselves how to exercise the responsibilities of the office of Past-President including which of them shall chair any particular meeting of the nominations committee. In the event the two Past-Presidents are unable to agree as to how the responsibilities of the office shall be exercised between them, the President shall determine which Past-President shall exercise the responsibility in question.

10. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

10.1 **For the Protection of Directors and Officers:** Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or

default. The directors and officers for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall have an interest in a person who is employed by or performs services for the Corporation, the fact of being a director or officer of the Corporation shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

11. INDEMNITIES TO DIRECTORS AND OTHERS

11.1 **Indemnities to Directors and Others:** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses whatever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

In this regard, the Corporation shall put in place and maintain liability insurance.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

12. INTERESTED DIRECTOR CONTRACTS

12.1 **Conflict of Interest:** A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act and, except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 98 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in

any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

12.2 Submission of Contracts or Transactions to Members for Approval: The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 98 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, the Letters Patent or the By-laws) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

13. MEMBERS

13.1 Entitlement: All those who are members of Canadian Association for Distance Education and AMTEC-Association for Media and Technology in Education in Canada at the time of incorporation of the Corporation shall automatically be admitted as members of the Corporation. Each such member shall be admitted into the same category of membership as such member held in Canadian Association for Distance Education or AMTEC-Association for Media and Technology in Education in Canada, as the case may be. In the event that there is no corresponding membership category, each member of Canadian Association for Distance Education and AMTEC-Association for Media and Technology in Education in Canada shall be admitted as members in such category as the directors may determine.

All other members of the Corporation shall be those persons who are interested in furthering the objectives of the Corporation and those persons as may from time to time be admitted into membership by the Secretary-Treasurer in accordance with rules for membership in the Corporation which have been approved by resolution of the Board of Directors and those persons as may from time to time be admitted into membership in the Corporation by resolution of the Board of Directors.

Membership is granted on a fixed annual basis or at the discretion of the Board of Directors.

13.2 Categories of Membership: Members may apply for and be accepted as:

a) **Regular Membership:**

Regular membership is open to individual persons who are interested in the purposes and objectives of the Corporation. Regular Members shall have all of the rights, privileges

and obligations of membership. Regular Members shall be entitled to receive notice of and to attend and to vote at all meetings of members of the Corporation.

b) **Organizational Membership:**

Organizational membership is open to public education institutions, government agencies, private corporations, boards of education, school divisions, and other public and private agencies, institutions and organizations who are interested in the purposes and objectives of the Corporation. Organizational Members shall be entitled to designate four (4) individuals (hereinafter referred to as “Designated Persons” or, individually, a “Designated Person”) to represent such member. Each Organizational Member shall provide the Secretary-Treasurer of the Corporation with a list of its Designated Persons, which list can be amended from time to time at the option of the Organizational Member. The Corporation shall rely on the lists provided to the Secretary-Treasurer and will have no obligation to deal with any individuals other than those identified as a Designated Person of an Organizational Member. Organizational members may increase the number of Designated Persons at a prorated fee as described in the Corporation’s membership fee schedule. Each Designated Person shall have all of the rights, privileges and obligations of membership. Each Designated Person shall be entitled to receive notice of and to attend and to vote at all meetings of members of the Corporation.

c) **Student Membership:**

Student membership is open to persons who are interested in, and are full-time students registered in studies leading to careers related to the purposes and objectives of the Corporation. Student Members shall have all of the rights, privileges and obligations of membership. Student Members shall be entitled to receive notice of and to attend and to vote at all meetings of members of the Corporation. Membership as a Student Member is limited to four (4) years.

d) **Retired Membership:**

Retired membership is open to retired individuals who are interested in the purposes and objectives of the Corporation. Retired Members shall have all of the rights, privileges and obligations of membership. Retired Members shall be entitled to receive notice of and to attend and to vote at all meetings of members of the Corporation.

e) **Lifetime Membership:**

Lifetime membership is open to individuals who are selected by the Board of Directors in recognition of their notable contributions, over an extended period of time, to the purposes and objectives of the Corporation. Lifetime Members shall have all of the rights, privileges and obligations of membership. Lifetime Members shall be entitled to receive notice of and to attend and to vote at all meetings of members of the Corporation.

f) **Corporate Membership:**

Corporate Membership is open to for profit agencies, institutions and organizations who support the Corporation's mission and in return will receive a number of benefits as determined by the Board of Directors. Corporate members shall be entitled to six (6) designated individuals (hereinafter referred to as "Designated Persons" or, individually, a "Designated Person") to represent such member. Each Corporate Member shall provide the Secretary-Treasurer of the Corporation with a list of its Designated Persons, which list can be amended from time to time at the option of the Corporate Member. The Corporation shall be entitled to rely on the lists provided to the Secretary-treasurer and will have no obligation to deal with any individuals other than those identified as a Designated Person. Each Designated Person shall have all of the rights, privileges and obligations of membership. Each Designated Person shall be entitled to receive notice of and to attend and to vote at all meetings of members of the Corporation.

13.3 **Resignation:** Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing which shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

13.4 **Termination of Membership:** The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- a) upon death;
- b) dissolution;
- c) when the member's period of membership expires (if any);
- d) when the member ceases to be a member by resignation;

or otherwise in accordance with the By-laws; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given (provided the member shall be granted the opportunity to be heard) terminate the membership of any member of the Corporation.

14. MEMBERSHIP DUES

14.1 **Dues:** There shall be no dues or fees payable by members in all categories except such, if any, as shall from time to time be fixed by majority vote of the Board of Directors. Any subsequent change to dues or fees payable by members shall be fixed by majority vote the Board of Directors which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary-Treasurer shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the official renewal date, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may, on payment of all unpaid dues or fees, be reinstated by majority vote of the Board of Directors.

15. MEMBERS' MEETINGS

15.1 **Time and Place of Meetings:** Subject to compliance with Section 102 of the Act, the annual meeting of the members shall be held on such day, in each year, and at such time as the directors may by resolution determine at any place within Canada or, if all of the members so agree, outside Canada.

15.2 **Annual Meetings:** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year, The members may consider and transact any business either special or general at any meeting of members.

15.3 **Special Meetings:** Other meetings of the members may be convened by order of the President of the Corporation, the Vice-President of the Corporation or by the Board of Directors at any date and time and at any place within Canada or, if all of the members so agree, outside Canada. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than ten per cent (10%) of the voting rights.

15.4 **Notice:** Notice of any annual or special general meeting of members shall be provided to members of the Corporation by any of the following means:

- a) by Mail sent to each member not less than sixty (60) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place; or
- b) by electronic means such as e-mail or facsimile at least seven (7) days before the meeting; or
- c) by notice published in a regular newsletter of the Corporation which is sent to each member of the Corporation individually; or
- d) where the Corporation has more than one hundred (100) members, by notice published in a local newspaper circulating in a community where the majority of the members reside.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

15.5 Waiver of Notice: A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

15.6 Error or Omission in Giving Notice: No error or omission in giving notice of any annual or special meeting or any adjourned meeting shall invalidate any resolution passed or any proceedings taken at any meeting of members.

15.7 Quorum: A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or any other By-law) shall be members in good standing carrying not less than ten per cent (10%) of the voting rights. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 19.1 with regard to notice shall apply to such adjournment.

15.8 Chairperson of the Meeting: In the event that the Chairperson of the Board of Directors and the Vice-Chairperson of the Board of Directors are absent, the President is absent or is not a director and there is no Vice-President present who is a director, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one (1) of their number to be chairperson.

15.9 Adjournment: The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

15.10 Meetings by Teleconference: Where appropriate notice of meeting times has been given, where all documents necessary to the conduct of a meeting have been distributed to the members, and where local convenors have been appointed and provided with current membership lists that enable them to monitor voting and if a majority of the members of the Corporation consents (either at a meeting of members by simple resolution or by consents signed individually by a majority of the members), a meeting of members of the Corporation may be held by teleconference.

15.11 Meetings by Other Electronic Means: Where appropriate notice of meeting times has been given, where all documents necessary to the conduct of a meeting have been distributed to the members, and where local convenors have been appointed and provided with current membership lists that enable them to monitor voting, the members of the Corporation may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- a) the members of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) each member has equal access to the specific means of communication to be used; and
- c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

15.12 **Votes:** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws and, in the case of an equality of votes, the chairperson of the meeting shall not, both on a show of hands and at a poll, have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting, unless a poll is determined, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

15.13 **Proxies:** Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the Board of Directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one (1) or more members and/or individual so authorized to represent a member who is present in person shall have one (1) vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one (1) vote and every person appointed by proxy shall have one (1) vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a member.

A proxy may be in the following form:

The undersigned member of • hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Corporation to be held on the ____ day of _____, 20__, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day of _____, 20__.

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be electronically transmitted or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and provided that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such electronic or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

16. VOTING SHARES AND SECURITIES

16.1 **Voting Shares and Securities:** All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of Directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

16.2 Custody of Securities: All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one (1) nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

17. EXECUTION OF INSTRUMENTS

17.1 Execution of Instruments: Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two (2) of the President, the Vice-President, a Past-President or the Secretary-Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In the event that two of the aforementioned officers are unable to carry out this function, the Board of Directors shall have the power, by majority vote, to appoint two directors to sign contracts, documents or instruments in writing on behalf of the Corporation. The Board of Directors shall also have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

The term "contracts, documents or instruments in writing" as used in this By-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing any two (2) of the President, the Vice-President, a Past-President or the Secretary-Treasurer shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

18. CHEQUES, DRAFTS, NOTES, ETC.

18.1 **Cheques, Drafts, Notes, Etc.:** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange, shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

19. NOTICES

19.1 **Service:** Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by Mail or sent by electronic means such as e-mail or facsimile to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary-Treasurer; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

19.2 **Signature to Notices:** The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

19.3 **Computation of Time:** Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

19.4 **Proof of Service:** With respect to every notice or other document sent by Mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 19.1 of this By-law and mailed at a post office or mail box. With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

20. RULES AND REGULATIONS

20.1 **Rules and Regulations:** The Board of Directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual

meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

21. BY-LAWS AND LETTERS PATENT

21.1 By-laws and Letters Patent: Proposals for amending the Letters Patent or By-laws of the Corporation may originate by resolution of the Board of Directors or by a petition submitted to the Board of Directors signed by no fewer than 10% of the Corporation's members at date of submission. Regardless of its origins, the proposed change will be distributed to the membership in writing, within 60 days of its receipt, if member generated, or within 60 days of the Board of Directors' meeting at which a motion to recommend changes was approved. In addition to the proposed change, members will receive a rationale for the proposition and the Board of Directors' recommendation. A motion to amend the Corporation's By-Laws may be voted on by way of ballot or at a meeting of members duly called for the purpose of considering same. Should the vote be taken by ballot, in addition to the proposed change, the rationale for the proposition and the Board of Directors' recommendation, members shall also receive an official ballot. A motion to amend the Corporation's Letters Patent shall be voted on at a meeting of members duly called for the purpose of considering same.

In the case of a vote by ballot, ballots shall be due 30 days following their distribution. In order for the motion to amend the By-laws to pass, ballots must be received from members in good standing carrying not less than ten percent (10%) of the voting rights. Each ballot received shall be equivalent to one vote. Amendments to the By-laws of the Corporation shall require approval of a two-thirds majority of the members in good standing voting on the amendment. The Board of Directors shall inform the members of the results of the vote no later than seven working days following the date on which ballots are due. The repeal or amending of the By-laws shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

In the case votes cast at a meeting of members, proposed amendments to the Corporation's Constitution or By-laws shall require approval of a two-thirds majority of the members in good standing voting on the amendment. The repeal or amending of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

22. AUDITORS

22.1 Auditors: The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the Board of Directors.

23. FINANCIAL YEAR

23.1 **Financial Year:** The financial year of the Corporation shall terminate on the 30th day of September in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this ● day of ●, 20●.

WITNESS the seal of the Corporation.

●, President

●, Secretary-Treasurer