

## **BY-LAW NO. 1**

# **A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF CANADIAN ASSOCIATION OF NEUROPHYSIOLOGICAL MONITORING**

**(hereinafter referred to as the "Corporation")**

### **DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATION**

1. In the By-Law and all other By-laws and Resolutions of the Corporation, unless the context otherwise requires, the following definitions shall apply:

(a) "Act" means the *Canada Corporations Act*, R.S.C. 1970 chapter C. 32, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to the provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

(b) "Board" or "Board of Directors" means the Board of Directors of the Corporation;  
and

(c) "By-Law" or "By-Laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect.

2. In this By-law and all other By-laws and resolutions of the Corporation hereafter passed, unless the context otherwise requires, the following interpretations shall apply:

(a) words importing the singular number include the plural and vice versa;

(b) words importing the masculine gender include the feminine and neuter gender;  
and

(c) references to persons shall include firms and corporations.

3. Headings used in this By-law are for convenience of reference only and shall not effect the construction or interpretation thereof.

### **CORPORATE SEAL**

4. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

### **HEAD OFFICE**

5. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, or, if authorized by by-law, at any other location in Canada.

## CONDITIONS OF MEMBERSHIP

6. The Corporation shall have five (5) classes of members:

- (i) Full Members;
- (ii) Associate Members;
- (iii) Honourary Members;
- (iv) Corporate Members; and
- (v) International Members

(b) The first directors of the Corporation shall constitute its first Full Members. Thereafter, Full Membership in the Corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a Full Member has received the approval of the Board of directors of the Corporation.

(c) Associate Membership in the Corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as an Associate Member has received the approval of the Board of directors of the Corporation.

(d) Honourary Membership in the Corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as an Honourary Member has received the approval of the Board of directors of the Corporation.

(e) Corporate Membership in the Corporation shall be limited to corporations interested in furthering the objects of the corporation and shall consist of any corporation whose application for admission as a Corporate Member has received the approval of the Board of directors of the Corporation.

(f) International Membership in the Corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as an International Member has received the approval of the Board of directors of the Corporation.

7. The form(s) of application for membership shall be as determined by the Board of Directors from time to time.

8. The fees for membership shall be as determined by the Board of Directors from time to time. If a fee increase of more than ten percent (10%) in any one (1) year is proposed, such increase must be ratified by the Full Members at the annual meeting. Notice of intent to increase the membership fees must be made to the membership at least thirty (30) days in advance of the annual meeting. The Board may, at its own discretion, and in view of the member in question

and the Corporation's finances, from time to time waive the membership fee for a particular member.

9. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary-Treasurer of the Corporation. There will be no reimbursement of such member's paid fees.

10. The Full Members may, in the event that they determine by resolution that a member has brought the Corporation into disrepute, by resolution terminate the membership of such member before the expiration of the term of his or her membership, provided that such resolution is passed by at least two-thirds of the votes cast at a members' meeting of which at least thirty (30) days' notice has been given (provided further that such notice must specify the intention to pass such resolution). The relevant member shall be entitled to make a presentation (of reasonable duration) to such a meeting prior to the consideration of such a resolution. In the event that such a resolution is so passed, there will be no reimbursement of such member's paid fees.

11. A member who is late in payment of fees will be notified after six (6) weeks of non-payment and after three (3) months of non-payment. The Board may, at its own discretion, charge a member an additional fee after three (3) months of non-payment. The Board may, at its own discretion, withdraw membership from a member after six (6) months of non-payment by that member.

### **MEMBERS' MEETINGS**

12. The annual meeting shall be held within ninety (90) days after the end of the Corporation's fiscal year. The annual or any other general meeting of the members shall be held on such day as the Board of Directors shall appoint, at the head office of the Corporation, or at a location in Canada as the Board of Directors may determine and stipulate in any notice of such meeting. All members may attend all meetings of members. The annual meeting may (but need not) be held in conjunction with a scientific meeting.

13. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Full Members may consider and transact any business either special or general at any meeting of the members.

14. The Board of Directors shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of not less than 10% of the Full Members.

15. Two-thirds (2/3) of the Full Members of the Corporation who are directors of the Corporation and at least fifteen (15) Full Members of the Corporation who are not directors of the Corporation will constitute a quorum at all meetings of the members.

16. Thirty (30) days' written notice shall be given to each member of any annual or special general meeting of members. Such notice shall be sent by mail or by facsimile or electronic transmission. Notice of any meeting where special business will be transacted shall contain a provisional agenda and sufficient information to permit the member to form a reasoned judgment

on the decision(s) to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy.

17. If all of the Full Members consent thereto generally or in respect of a particular meeting, one (1) or more Full Members may participate in a meeting of members by means of such conference telephone or other communication facility as to permit all Full Members participating in the meeting to communicate with each other simultaneously and instantaneously, and a Full Member participating in such meeting by such means is deemed to be present at the meetings. Votes shall be taken by recording the verbal assent or dissent of the Full Members. The establishment of quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the meeting and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant meeting will provide a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

18. Each Full Member present at a meeting shall have the right to exercise one vote. A Full Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder need not be a member of the Corporation.

19. The President, or in his or her absence, the President-Elect, shall preside as chair at every annual or special meeting of members of the Corporation; in the absence of the President and the President-Elect, the Full Members present at any meeting of the members shall choose one of their number as chair.

20. A majority of the votes cast by the Full Members present shall determine the questions in meetings except where the vote or consent of a greater number of Full Members is required by the Act or these By-laws. In the case of equality of votes, the chair presiding at the meeting shall not have a second or casting vote.

21. At all meetings of members, a motion shall only be considered if it is moved by a Full Member and seconded by a Full Member. At all meetings of members, every question shall be decided by a show of hands, unless a secret ballot is required by the chair or requested or by any Full Member. Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact that without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a secret ballot is conducted. If, at any meeting, a secret ballot is requested, it shall be taken in a manner as the chair directs. The result of a secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking.

22. Subject to the provisions of this By-Law, any meeting of members may be adjourned at any time and from time to time by the chair with the consent of the Full Members present and

any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling the same, provided that no such notice of such adjournment needs to be given to the members.

23. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any annual or general meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation. It shall be the responsibility of each member, director or officer to providing up-to-date address information to the Corporation.

### **OFFICERS**

24. The officers of the Corporation shall be a President, a President-Elect, and a Secretary-Treasurer, and any such other officers as the Board of Directors may determine. Officers must be in good standing with respect to fees.

25. At the conclusion of his or her two (2) year term of office, the President-Elect shall be appointed as President. Subject to the following sentence, the President-Elect and the Secretary-Treasurer shall be elected for a term of two (2) years by the Full Members at annual meetings of members (provided that the first officers of the Corporation may be appointed by the first directors of the Corporation, following incorporation) (and provided further that the President-Elect and the Secretary-Treasurer shall be elected in alternating years). At the first election of the President-Elect and the Secretary-Treasurer, the Secretary-Treasurer shall be elected for one (1) year.

26. Subject to the following sentence, the officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their respective successors are elected or appointed in their stead. At the first election of the President-Elect and the Secretary-Treasurer, the Secretary-Treasurer shall be elected for one (1) year. Officers shall be subject to removal by resolution of the Board of Directors at any time.

27. If for any reason an officer chooses to resign from his or her position a letter of resignation shall be directed to the Secretary-Treasurer, who in turn shall call it to the attention of the Board.

28. The position of an officer shall be automatically vacated if any of the following situations occur:

(a) if an officer resigns by a delivery of a written resignation to the Secretary-Treasurer of the Corporation;

(b) if at a special general meeting of the Full Members, a resolution is passed by the members present at the meeting that he or she be removed from office;

(c) if he or she is found by court to be of unsound mind;

(d) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;

(e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by resolution may appoint a person to fill such vacancy for the unexpired term of such officer's position.

### **BOARD OF DIRECTORS**

29. The property and business of the Corporation shall be managed by a Board of Directors, comprised of a maximum of eight (8) directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the Board of Directors. Directors must be individuals, at least 18 years of age, with power under law to contract. Directors must be Full Members in good standing with respect to fees.

30. Three (3) of the directors shall be the President, the President-Elect, and the Secretary-Treasurer (provided that the office of Secretary-Treasurer may be held by two (2) individuals, one (1) of whom is the Secretary and one (1) of whom is the Treasurer (and all references in these By-laws to Secretary-Treasurer shall be read according to the case), in which case four (4) of the directors shall be the President, the President-Elect, the Secretary and the Treasurer).

31. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board of Directors shall continue until the President, the President-Elect, and the Secretary-Treasurer are elected.

32. Elected directors other than the those directors referred to in Section 30 shall be elected for a term of one (1) year by the members at an annual meeting of members.

33. There shall be no maximum term of office for a director and as such, a director will be eligible for re-election to the Board at the end of his or her term provided that such director continues to meet the qualifying requirements to be a director.

34. If for any reason a director chooses to resign, a letter of resignation shall be directed to the Secretary-Treasurer, who in turn shall call it to the attention of the Board of Directors.

35. The office of director shall be automatically vacated:

(a) if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the Full Members present at the meeting that he or she be removed from office;

(b) if a director has resigned his or her office by delivering a written resignation to the Secretary-Treasurer of the Corporation;

(c) if he or she is found by a court to be of unsound mind;

(d) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;

(e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, and provided that a quorum of directors remains in office, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Full Member of the Corporation. If no quorum of directors remains in office, the remaining directors shall forthwith call a special meeting of members to fill the vacancies for the unexpired terms.

36. When a director is deemed to have automatically resigned in accordance with Section 39, the Corporation shall not be required to take any further action other than the sending of written notification to the director that he or she is no longer a director effective as of a certain date as determined by the Board.

37. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

38. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

### **NOMINATIONS FOR OFFICERS AND DIRECTORS**

39. Nominations for:

(a) officers; and

(b) elected directors other than the those directors referred to in Section 30;

shall be submitted to the Secretary-Treasurer at least ninety (90) days before (but not more than one hundred and twenty (120) days before) the next scheduled annual meeting of members. All nominations shall be seconded by a Full Member in good standing in relation to fees.

40. At least sixty (60) days before the relevant annual meeting of members, the Secretary-Treasurer shall send to all members a list of candidates nominated in accordance with Section 43, including the office for which the individual is a nominee and a short biography for each candidate (if the candidate provides such a biography at least eighty-five (85) days before the relevant annual meeting of members

### **POWERS OF DIRECTORS**

41. 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 charter or otherwise authorized to exercise and do.

42. 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 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.

43. The Board of Directors is hereby authorized, from time to time

to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;

(a) to limit or increase the amount to be borrowed;

(b) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

(c) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

44. 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.

45. The Board of Directors may appoint such agents and engage such employees 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 by the Board of Directors at the time of such appointment.

46. Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. All officers, agents, employees and committee members shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

### **DIRECTORS' MEETINGS**

47. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least three (3) meetings per year of the Board of Directors (including a meeting in conjunction with the annual meeting of the members). No error or omission in giving notice



of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote at all meetings of the Board of Directors.

48. A majority of the number of directors from time to time fixed by the Board of Directors pursuant to Section 33 hereof shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation.

49. At all meetings of the Board, every question shall be decided, unless otherwise determined in the By-laws, by a majority vote. In the event of any equality of votes, the chairman of the meeting shall not have a second or casting vote. Votes shall be taken by voice or show of hands unless a secret ballot on the question is required by the chair or requested by any director. The poll shall be conducted by secret ballot. When a recorded vote on a question is required by the chair or requested by any director, the Secretary-Treasurer shall record the names of the directors and whether they voted in support or opposition. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against that resolution.

50. Minutes shall be kept at all meetings of the Board and signed by the chair and the Secretary-Treasurer. Minutes of each Board meeting shall be submitted to all Board members prior to the next Board meeting for their approval, and once approved, copies shall be made available to each director.

51. If all of the directors consent thereto generally or in respect of a particular meeting, one (1) or more directors may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facility as to permit all directors participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board of Directors and of committees of the Board held while a director holds office. Votes shall be recorded by noting the verbal assent or dissent of the directors. The establishment of quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the meeting and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant meeting will provide a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

52. Meetings of the Board may, in the discretion of the Board, be open to all members of the Corporation and to such other persons as the Board from time to time determines can be present by resolution, providing that no one other than a director shall have the right to participate in discussions at any Board meeting.

53. Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

### **CONFLICT OF INTEREST**

54. Directors and their spouses, children, parents, siblings or the spouses of such children, parents or siblings shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which they have any direct or indirect personal interest, gain or benefit without the disclosure of such contract, business transaction, financial arrangement or other matter in accordance with Section 59.

55. Any director who has any direct or indirect personal interest, gain or benefit in a actual or proposed contract, business transaction, financial arrangement or other matter, with the Corporation in potential contravention or actual contravention of section 58, shall disclose their interest therein at the first opportunity at a meeting of the Board.

56. The chair of the relevant meeting of the Board shall request any member of the Board who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Corporation to absent himself or herself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

### **INDEMNITIES TO DIRECTORS AND OTHERS; INSURANCE**

57. 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 company 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

58. The Corporation shall purchase and maintain insurance, upon eligibility, on behalf of any person who is a board member or agent of the Corporation, or is serving at the request of the Corporation as an Officer, or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against him incurred by him in any such capacity, or arising out of his status as such.

### **DUTIES OF OFFICERS**

59. The President shall have the general and active management of the affairs of the Corporation and shall act as chief executive officer of the Corporation. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall chair all meetings of the of the members and of the Board. He or she shall represent the Corporation in public, at events and at meetings where the Corporation's presence or comments are required or requested (provided that the President may delegate this role for a particular meeting or event, or may ask another member to assist him or her.

60. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors. The President-Elect shall serve as the lead organizer for each conference occurring during his or her term.

61. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors. He or she shall make recommendations from time to time to the Board regarding current and future membership fees.

62. The Secretary-Treasurer may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his or her affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The Secretary-Treasurer shall collate nominations for the Board of the Corporation.

63. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### **COMMITTEES**

64. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees. If any committee's work extends beyond two (2) years, the rationale for and operations of such committee shall be brought before the next annual meeting for consideration.

### **EXECUTION OF DOCUMENTS**

65. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers or directors who are in good standing with respect to fees and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

66. All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed by two officers or directors or other persons whether or not an officer or a director of the Corporation designated in such manner as the Board may from time to time determine by resolution.

### **MINUTES OF BOARD OF DIRECTORS**

67. The minutes of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

### **FINANCIAL YEAR**

68. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be the 30th day of June in each year.

### **AMENDMENT OF BY-LAWS**

69. The By-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3rds) of the Full Members voting in person or by proxy at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained. In the event that a Full Member in good standing in relation to fees tables amendments at least sixty (60) days before the next scheduled annual meeting, and with the support of two (2) other Full

Members in good standing in relation to fees, the Board must bring that amendment to the membership at the annual meeting (provided that the Board may recommend acceptance or decline of the amendment). Sixty (60) days' written notice shall be given to each member of any meeting of members to consider any repeal or amendment of a by-law. Such notice shall be sent by mail or by facsimile or electronic transmission. Notice of any meeting where special business will be transacted shall contain a provisional agenda and sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the Full Member that he or she has the right to vote by proxy.

### **AUDITORS**

70. The Full Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The Auditor may not be a director, officer or employee of the Corporation, without the consent of all Full Members of the Corporation.

### **BOOKS AND RECORDS**

71. The directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **RULES AND REGULATIONS**

(a) The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they 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 by the Full Members, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

### **DISSOLUTION**

72. If at any meeting of members of the Corporation, a resolution for the dissolution of the Corporation is passed by the Full Members, that resolution shall be confirmed at a special meeting of members called no less than thirty (30) days and not more than sixty (60) days following the general meeting at which the original motion to dissolve was approved. The Board shall, on approval by the Full Members of the motion at the special meeting of members, at a date set by the motion to dissolve:

(a) realize the property of the Corporation and, after discharge of all liabilities, transfer the whole or part of the property of the Corporation to one or more non-profit or charitable corporate bodies selected by the Full Members and competent to receive the same;

(b) upon completion of the disposition and compliance with the provisions of the Act, apply for surrender of the letters patent and dissolution of the Corporation.

**(revisions) PASSED AND ENACTED** on the 30<sup>th</sup> day of September, 2012.

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