

CONSTITUTION AND BYLAW NO. 1

**The Constitution and Bylaws relating generally to the conduct of the affairs of
Computer Science Canada (CS-Can) / Informatique Canada (Info-Can)
(the “Corporation”)**

ARTICLE 1 - GENERAL

Section 1.01 Definitions

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise specifies or requires:

- (a) “Act” means the Canada Not-for-profit Corporations Act, S.C. 2009 c.23, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in the Bylaws shall be read as referring to the amended or substituted provisions thereof;
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “Board” means the board of directors of the Corporation;
- (d) “Bylaws” means all Bylaws of the Corporation which are, from time to time, in force and effect;
- (e) “Department” means department, faculty, school or any other academic unit;
- (f) “Director” means a member of the Board;
- (g) “Executive” means President, Vice-President, Secretary, Treasurer and Immediate Past President;
- (h) “Meeting of Members” means a meeting of the members of the Corporation and includes an annual meeting of the members (“Annual Meeting of Members”) or a Special Meeting of Members; “Special Meeting of Members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual Meeting of Members;
- (i) “Officer” means an officer of the Corporation;
- (j) “Ordinary Resolution” means a resolution approved by the majority of the votes cast at a duly convened Meeting of Members;
- (k) “President”, “Vice-President”, “Secretary”, and “Treasurer” shall mean those persons from time to time appointed by the Board or elected by the members to hold those designated offices;
- (l) “Region” means one of Atlantic (New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland), Quebec, Ontario, Prairies (Alberta, Saskatchewan, Manitoba, Northwest Territories, and Nunavut) or Pacific (British Columbia and Yukon); and

(m) "Special Resolution" means a resolution approved by not less than two-thirds of the votes cast at a duly convened Meeting of Members.

Section 1.02 Interpretation

In the interpretation of this Bylaw, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation", (b) the word "or" is not exclusive,

(c) words in the singular include the plural and vice-versa, (d) words in one gender include all genders, and (e) "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Unless the context otherwise requires, references herein: (x) to sections mean the sections of this Bylaw; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

Unless otherwise defined herein, words and expressions defined in the Act have the same meanings when used in these Bylaws.

Section 1.03 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such Officer or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 1.04 Conflict with Applicable Law or Articles

This Bylaw is enacted subject to any applicable law and the Articles. Whenever this Bylaw may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or the Articles.

ARTICLE 2 - OFFICES

Section 2.01 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in the province in Canada specified in the Articles and at such location therein as the Board may from time to time determine.

The Corporation may establish such other offices within or outside Canada as determined by the Board.

ARTICLE 3 - CORPORATE SEAL

Section 3.01 Corporate Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt.

Section 3.02 Affixing of Corporate Seal

The corporate seal may be affixed to any deed or document to which the Corporation is a party by any Director or Officer or other designated person.

Section 3.03 Custody

The corporate seal shall be kept in the custody of the President of the Corporation.

ARTICLE 4 - EXECUTION OF DOCUMENTS

Section 4.01 Signing Officers

Contracts, documents or other instruments in writing requiring execution by the Corporation may be signed by any two Directors or Officers, one of whom must be the President or Secretary of the Corporation. Subject to such limitations as may from time to time be set out by the members in writing, the Board may also direct from time to time, by resolution, the manner in which, and the person or persons by whom, contracts, documents or other instruments in writing shall be executed. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formalities. Any signing officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy.

Section 4.02 Corporate Seal

In no case is it necessary to have the corporate seal of the Corporation affixed to any contract, agreement, engagement, bargain, bill of exchange, promissory note, cheque or other instrument in writing to prove the same was made, drawn, accepted or endorsed, as the case may be.

ARTICLE 5 - MEMBERSHIP INTERESTS

Section 5.01 Classes of Membership

Subject to the Articles, the classes of membership for the Corporation are as follows:

- (a) **Departmental membership**, which has the following rights, privileges and restrictions:
 - (i) Departmental memberships may be issued from time to time by resolution of the Board in such number as the Board may determine, to any university Department in Canada offering bachelor's or postgraduate degrees in a computer science program (or equivalent), and upon payments of such annual fee as the voting members may from time to time determine.
 - (ii) All Departmental memberships shall expire as determined by the Board;
 - (iii) Each Departmental member is entitled to one vote for electing Departmental Directors to the Board and such vote shall be cast by the Department's head or designate;
 - (iv) Each Departmental member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Departmental member shall be entitled to a single vote at such meetings; and
 - (v) In the event of dissolution of the Corporation, each Departmental member shall receive equally in the remaining property and assets of the Corporation.

(b) **Affiliate membership**, which has the following rights, privileges and restrictions:

(i) Affiliate memberships may be issued from time to time by resolution of the Board in such number as the Board may determine, to any post-secondary institution Department in Canada with significant academic activity related to the field of computer science, and upon payments of such annual fee as the voting members may from time to time determine;

(ii) All Affiliate memberships shall expire as determined by the Board; and

(iii) Each Affiliate member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Affiliate member shall be entitled to a single vote at such meetings

(c) **Industry membership**, which has the following rights, privileges and restrictions:

(i) Industry memberships may be issued from time to time by resolution of the Board in such number as the Board may determine, to Canadian companies or organizations (including government or non-profit organizations) that share the goals and objectives of the Corporation, and upon payments of such annual fee as the voting members may from time to time determine. Canadian divisions, subsidiaries or affiliates of international companies that have significant research or development presences in Canada are eligible for Industry membership.

(ii) All Industry memberships shall expire as determined by the Board;

(iii) Each Industry member is entitled to one vote for electing an Industry Director to the Board; and

(iv) Each Industry member is entitled to receive notice of, attend and vote at all Meetings of Members, and each such Industry member shall be entitled to a single vote at such meetings.

(d) **Individual membership**, which has the following rights, privileges, and restrictions:

(i) Individual memberships may be issued from time to time by resolution of the Board in such number as the Board may determine, to any faculty member of a Canadian post- secondary institution who shares the goals and objectives of the Corporation. The faculty members of Departmental members are automatically Individual members, with the option to opt out. Faculty members of Affiliate members may become individual members by opting in. Directors and Officers are considered to be Individual members. Other individuals must apply for membership. Individual members must pay such annual fees as the Board may from time to time determine.

(ii) All Individual memberships shall expire as determined by the Board;

(iii) Each Individual member is entitled to one vote for electing Regional Directors for the member's region and At Large Directors to the Board; and

(iv) Each Individual member is entitled to receive notice of, attend and vote at all Meetings of Members, and each such Individual member shall be entitled to a single vote at such meetings.

- (e) **Professional membership**, which has the following rights, privileges and restrictions:
 - (i) Professional memberships may be issued from time to time by resolution of the Board in such number as the Board may determine, to employees of Canadian companies or organizations (including governments, non-profit organizations and Canadian divisions, subsidiaries or affiliates of international companies that have significant research or development presences in Canada) that share the goals and objectives of the Corporation, and upon payments of such annual fee as the Board may from time to time determine.
 - (ii) All Professional memberships shall expire as determined by the Board;
 - (iii) Each Professional member is entitled to one vote for electing At Large Directors to the Board; and
 - (iv) Professional members are not eligible to vote at Meetings of Members.
- (f) **Student membership**, which has the following rights, privileges and restrictions:
 - (i) Student memberships may be issued from time to time by resolution of the Board in such number as the Board may determine, to students registered in undergraduate or graduate programs of the Departmental or Affiliate members, and upon payment of such annual fee as the Board may from time to time determine.
 - (ii) All student memberships shall expire as determined by the Board;
 - (iii) Each Student member is entitled to one vote for electing a Student Director to the Board; and
 - (iv) Student members are not eligible to vote at Meetings of Members.

Section 5.02 Issuance

Subject to the Articles and Section 5.01, membership interests in the Corporation may from time to time be issued by resolution of the Board in such number, on such terms and conditions, and to such persons or class of persons as the Board may determine.

Section 5.03 Certificates

Membership certificates shall be in such form as the Board may from time to time by resolution approve and such certificates shall be signed by any Officer of the Corporation so authorized.

Section 5.04 Withdrawal of Member

A member may resign its membership in the Corporation by giving notice in writing to the Secretary of the Corporation. Such resignation shall be effective as of 30 days from the date of receipt by the Corporation.

Section 5.05 Termination of Membership

Subject to these Bylaws, a membership is not transferable and is terminated when:

- (a) the member dies, or in the case of a member that is a body corporate, ceases to exist;
- (b) the member fails to maintain any qualification for membership described in Section 5.01;

- (c) the member resigns;
- (d) the membership is terminated in accordance with the Articles or Bylaws;
- (e) the term of the membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

ARTICLE 6 - MEMBERS' MEETINGS

Section 6.01 Location

Meetings of Members shall be held at such location in Canada as the Board may from time to time determine.

Section 6.02 Calling of Meetings of Members

The Board shall call an Annual Meeting of Members not later than 15 months after holding the last preceding Annual Meeting of Members; and may at any time call a Special Meeting of Members.

Section 6.03 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at the meeting by the following means:

- (a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to Subsection 197(1) of the Act, a Special Resolution of the members is required to make any amendment to the Bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a Meeting of Members.

Section 6.04 Documentation at Annual Meeting of Members

Pursuant to the Act, the Board shall place before the members at every Annual Meeting of Members:

- (a) financial statements as prescribed by the Act;
- (b) the report of the public accountant or similar instrument; and
- (c) any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the Bylaws.

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in section 172(1) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Section 6.05 Quorum

A quorum for any Meeting of Members shall be composed of: (a) at least 60% of the Individual members who are on the Board or form part of the Executive, including at least one of the President or Vice-President, and (b) a minimum of 30 other members, including at least one voting member from:

(i) each of the Regions, (ii) a PhD granting Department, and (iii) a non-PhD granting Department. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such meeting, provided that if a quorum is present at the commencement of a meeting a quorum shall be deemed to be present during the remainder of the meeting.

Section 6.06 Adjournment

The chair of the meeting may, with the consent of the meeting, adjourn any Meeting of Members from time to time to a fixed time and place, and provided such adjournment is for less than 30 days, no notice of the time and place for the holding of the adjourned meeting need be given to the members other than by announcement at the earliest meeting that is adjourned. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The persons 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.

Section 6.07 Right to Vote

At any Meeting of Members, every Departmental member, Individual member and Industry member shall be entitled to vote at the meeting who, at the time of such meeting, is entered in the register of members as the holder of a membership interest carrying the right to vote at such meeting.

Section 6.08 Corporate Members

Any member that is a body corporate or other form of association or organization entitled to vote at a Meeting of Members shall, by means of a resolution or other form of appointment, appoint a duly authorized representative to represent it at such Meetings of Members.

Section 6.09 Proxies

In accordance with the Act, every voting member may appoint a proxy holder, who need not be a member, to attend and act at a Meeting of Members and in the manner and to the extent authorized and with the authority conferred by the proxy.

Section 6.10 Votes to Govern

At any Meeting of Members, unless a Special Resolution or some other special majority is required by the Act or these Bylaws, all questions shall be decided by the majority of votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a second or casting vote.

Section 6.11 Absentee Voting

A member who is absent or unable to send a representative to any Meeting of Members may cast its vote in favour of or against any resolution which is proposed to be presented at such meeting, using such written form as approved by the Board. Such written vote must be received before the discussion of the resolution at the meeting in order to be counted. The Corporation will provide a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Section 6.12 Voting

Unless a ballot is demanded, voting at a Meeting of Members shall be by way of show of hands. Upon a show of hands each person present and entitled to vote at such meeting shall have one vote and a declaration by the chair of the meeting that any question has been carried, carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the members upon the said question.

The chair of the meeting or any member may require or demand a ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chair of the meeting shall direct. On a ballot, the members present in person or by proxy shall be entitled, in respect of the membership which the member is entitled to vote at the meeting upon the question, to the number of votes provided by these Bylaws, and the result of the ballot so taken shall be the decision of the members upon the said question.

Section 6.13 Presiding Officers

The chair of any Meeting of Members shall be the President or in his or her absence, the Vice- President. In the absence of either such Officers, the members shall choose one of the Directors, and in the absence of any Directors, one of its number to chair the meeting. The secretary of the meeting shall be the Secretary of the Corporation. Notwithstanding the above, if the Secretary is absent from any such meeting, the chair of the meeting may appoint a person, who need not be a member, to act as secretary of the meeting.

ARTICLE 7 – DIRECTORS AND OFFICERS

Section 7.01 Structure of the Board

Subject to Section 7.13, the Board consists of the President, the Immediate Past President, and at least 12 other Directors and has the following categories and structure:

- (a) At least two Departmental Directors that are elected by the Departmental members.
- (b) At least five Regional Directors, including at least one Director from each Region who is elected by the Individual members of that Region.
- (c) At least three At Large Directors that are elected by the Individual and Professional members.

- (d) One Industry Director elected by the Industry members.
- (e) One Student Director elected by the Student members.

The Board will determine the exact number of Departmental, Regional and At Large Directors, subject to the minimums specified in this Section 7.01 and the maximum number of Directors specified in the Articles.

Section 7.02 Nomination

A nominations committee will be established by the Board consisting of at least 5 members of the Corporation excluding those Directors whose terms are ending and could stand for re-election. The nominations committee will prepare a slate of nominees that are representative of the Corporation, including by considering nominees representative of the Regions, the PhD granting Departments, the non-PhD granting Departments and gender. The number of nominees within each Board category shall be at least twice the number of positions to be filled in that Board category. The nominations committee may add to the list of submitted nominees to fulfill these requirements. The nomination committee will take steps to ensure that each nominee is qualified and willing to serve.

Nominations may also be made by members during the Annual Meeting of Members in accordance with the Act.

Section 7.03 Election of Officers and Directors

- (a) Elections will be held annually to replace Directors whose terms have expired. The nominations committee will organize these elections and they will normally be held electronically.
- (b) The nominations committee will call for nominations at least 60 days before the Board election and construct a slate of nominees that is sent to the members of the Corporation at least 21 days before the date of the election.
- (c) Each Director shall hold office for an initial term expiring not later than 3 years following such Director's election and each Director may be elected for a second consecutive term expiring not later than 3 years following such Director's re-election. A Director who has served two consecutive terms can be re-elected to the Board only after a 3-year break.
- (d) The Vice-President, Secretary and Treasurer will be selected from the Directors at the Board's first meeting after the election.
- (e) The President will be elected by the Individual members from a slate provided by the nominations committee.

Section 7.04 Qualifications

Each Director and Officer shall have the following qualifications:

- (a) The person must be an individual, over the age of 18 years and of full mental capacity;
- (b) The person must not have the status of a bankrupt; and

(c) The person must be a member in good standing of the Corporation.

Section 7.05 Powers

The Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 7.06 President

The President shall, subject to the authority of the Board, have general supervision of the business of the Corporation, and shall have such other powers and duties as set out in the Bylaws or as the Board may specify.

Section 7.07 Vice-President

The Vice-President shall be vested with all the powers and shall perform the duties of the President in the absence, resignation or disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned to him or her by the Board or by the President.

Section 7.08 Secretary

The Secretary shall attend and be the Secretary of all meetings of the Board and committees of the Board and shall enter, or cause to be entered in records kept for that purpose, minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to members, Directors, Officers, public accountants and members of committees of the Board. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose; and shall have such other powers and duties as the Board may specify.

Section 7.09 Treasurer

The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation, and he or she shall have such other powers and duties as the Board may specify. The Treasurer may be required to be bonded for the faithful performance of his or her duties as the Board in its discretion may require. No Director, however, shall be liable for the failure to require any bond, nor for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

Section 7.10 Immediate Past President

The Immediate Past President will provide continuity for the Executive over multiple terms and provide advice to the other Executive members. In the case of an equality of Executive votes, the Immediate Past President shall have a second or casting vote in addition to the Immediate Past President's original vote as an Executive member.

Section 7.11 Powers and Duties of Other Officers

The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify.

Section 7.12 Variation of Powers and Duties

Subject to the Act, the Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

Section 7.13 Vacancies

The President may fill a vacancy among the elected Officers subject to Sections 7.03 and 7.04. A vacancy in the Immediate Past President will be left vacant until a new President is elected.

Where there is a vacancy on the Board, the remaining elected Directors for that class as defined in Section 7.01 may fill that vacancy. If there are no remaining Directors for that class, any member of that class may call a meeting of the class to fill the vacancy. Where there is a vacancy or vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

Section 7.14 Removal

The members of the Corporation may by Ordinary Resolution at a Special Meeting of Members remove any Director from office; provided that, only the members of a membership class may by Ordinary Resolution remove any Director from office that was elected by that class. The vacancy created by any such removals will be filled in the manner provided in Section 7.13.

Section 7.15 Conflict of Interest

A Director or Officer shall disclose his or her interest in any material contract or proposed material contract with the Corporation in accordance with the Act.

Section 7.16 Employment of Director or Officer

Any Director of the Corporation may be employed by the Corporation, or directly or indirectly render services to the Corporation, and receive reasonable remuneration for services rendered in such capacity. Subject to the Act, the Director must disclose his or her interest in the contract of employment or for services at the Board meeting at which the contract is first considered. The Director may vote on any motion to approve such contract, as permitted by the Act.

ARTICLE 8 - MEETINGS OF DIRECTORS

Section 8.01 Place and Convening of Meetings

Meetings of the Board and of any committee of the Board may be held at any place within Canada. The Board or any committee may by resolution appoint a day or days, an hour and place at which regular meetings will be held ("Regular Meetings"). Other meetings of the Board may be convened by the President, or in his or her absence by the Vice-President, or by any four Directors, and the Secretary shall, upon direction of any of the foregoing, convene a meeting of the Board. A meeting of any committee may be convened by the chair of the committee or any two members of the committee and the Secretary shall, upon the direction of either of the foregoing, convene a meeting of the said committee. Except as otherwise provided by the Act and the Bylaws the Directors, either as a Board or as a committee thereof, may convene, adjourn and otherwise regulate their meetings as they think fit.

Section 8.02 Notice

No notice needs to be given of Regular Meetings, provided all Directors have received notice of the resolution establishing or changing such Regular Meetings. Subject to Section 8.09, notice of the time and place of other meetings of the Board and of any committee of the Board shall be given in the manner provided in these Bylaws to each Director not less than four days, in the case of personal delivery, or seven days, in the case of delivery by mail, before the time when the meeting is to be held, provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the Directors are present (including by way of telephone participation) or if all the absent Directors waive notice. For the first meeting of the Board or of any committee of the Board to be held immediately following the election of Directors at an Annual or General Meeting of Members, or for a meeting of the Board or a committee thereof at which a Director or member is appointed to fill a vacancy in the Board or committee, no notice need be given to the newly elected or appointed Directors in order for the meeting to be duly constituted, provided a quorum is present.

Section 8.03 Adjournment

Any meeting of the Board or of any committee of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to an announced time and place and no notice of the time and place for the holding of the adjourned meeting need be given to any Director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if 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.

Section 8.04 Quorum

Subject to Section 8.09, a quorum for any meeting of the Board shall consist of a majority of the number of Directors, as elected from time to time.

Section 8.05 Voting

Questions arising at any meeting of directors shall be determined by a majority of votes of the Directors present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote. Unless a ballot is demanded, voting at a meeting of directors shall be by way of show of

hands (or, in the case of a telephone conference meeting, by indicating for or against). The declaration by the chairman of the meeting that any question has been carried, carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion and the result of the vote so taken and declared shall be the decision of the Board upon the said question. The chairman of the meeting or any director may require or demand a secret ballot upon any question, but such requirement or demand may be withdrawn at any time prior to the taking of the ballot. Any ballot shall be taken in such manner as the chairman of the meeting shall direct.

Section 8.06 Presiding Officers

The chair of any meeting of the Board shall be the President, or in his or her absence, the Vice-President. If neither Officer is present, the Directors shall choose one of their number to chair the meeting.

Section 8.07 Meeting by Conference Telephone

The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all Directors participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such Director at such meeting.

Section 8.08 Advisory Members

The Board may invite persons who are not Directors to attend meetings of the Board as advisory members. No such advisory member, however, shall have any right to vote at any meeting of the Board.

Section 8.09 Emergency Board Meetings

If a situation arises which requires immediate action by the Board, then the President, or any other Executive in his or her absence, may convene a meeting of the Board on such notice as the convener sees fit. Such meeting shall comprise as many Directors as are available in person or by telephone, which shall constitute a sufficient quorum for the purpose of conducting the business for which the meeting was called.

ARTICLE 9– COMMITTEES

Section 9.01 Committees

The Board may create and prescribe the duties and terms of reference of such committees as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Corporation. The Board may delegate to such committee or committees any of the powers of the Board except those which under the Act or Articles must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any such committee or committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board. All committee meetings will be open unless the chair determines that the nature of the matters to be discussed requires that the meeting must be closed for all or part of its duration.

Section 9.02 Committee Members

It is expected that each committee will be chaired by a Director and each Director will either chair or co-chair at least one committee. Committees may nominate members selected from the membership at large, which will then be approved by the Board. These members will have full voting rights within the committee.

Section 9.03 Standing Committees

The initial set of standing committees that report to the Board are:

- Advocacy Committee
- Awards Committee
- Communications Committee
- Departmental Affairs
- Diversity Committee
- Education Committee
- Industry Relations Committee
- Nominations Committee
- Outreach Committee
- Research Committee

ARTICLE 10 - PROTECTION OF DIRECTORS AND OFFICERS

Section 10.01 Indemnification

Subject to the Act, every present or former director and officer of the Corporation, or other individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, and his or her heirs, executors and administrators, and estate and effects, respectively, is indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges, and expenses whatever that such individual sustains or reasonably incurs in or about any civil, criminal, administrative, investigative or other action, suit, or proceeding in which the individual is involved because of his or her association with the Corporation or other entity as described above; and
- (b) all other costs, charges and expenses that he or she sustains, or reasonably 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 willful neglect or default.

ARTICLE 11– ACCOUNTS AND PUBLIC ACCOUNTANT

Section 11.01 Books of Account

- (a) The Corporation shall cause to be kept proper accounting records with respect to all financial and other transactions of the Corporation, which shall include:
- (i) all sums of money received and disbursed by the Corporation and the matters in respect of which receipt and disbursements take place;
 - (ii) all sales and purchases of the Corporation;
 - (iii) all assets and liabilities of the Corporation; and
 - (iv) all other transactions affecting the financial position of the Corporation.
- (b) The accounting records shall be kept at such place in Canada as the Directors think fit, and shall at all times be open to inspection by the Directors. The Corporation shall make such records available for inspection under applicable law.

Section 11.02 Appointment of Public Accountant

- (a) The members of the Corporation entitled to vote shall, at each Annual Meeting of Members, appoint a public accountant to hold office until the close of the next such meeting, and if an appointment is not so made, the public accountant in office continues in office until a successor is appointed.
- (b) A person, other than a retiring public accountant, is not capable of being appointed public accountant at an Annual Meeting of Members unless notice in writing of an intention to nominate that person to the office of public accountant has been given by a member of the Corporation not less than fourteen days before the Annual Meeting of Members; in which case, the Corporation shall send a copy of any such notice to the retiring public accountant and to the person it is intended to nominate, and shall give notice thereof to the members, either by advertisement or in any other mode provided in these Bylaws, not less than seven days before the Annual Meeting of Members.
- (c) The Board may fill any casual vacancy in the office of public accountant, but while the vacancy continues the surviving or continuing public accountant, if any, may act.
- (d) Subject to the Act, the members, by Ordinary Resolution at a Special Meeting of Members, may remove any public accountant before the expiration of his or her term of office, and shall by Ordinary Resolution appoint another public accountant in his or her stead for the remainder of the term.
- (e) The Board is authorized to set the remuneration of the public accountant.
- (f) No person shall be appointed as public accountant of the Corporation who is a Director, Officer, or employee of the Corporation or an affiliated corporation, or who is a partner, employer or employee of any such Director, Officer, or employee.

ARTICLE 12 – NOTICES

Section 12.01 Manner of Notice

Subject to the Act, any notice or document to be given or sent pursuant to the Act, the Articles, the Bylaws, or otherwise to a member or Director shall be sufficiently given if delivered personally, or sent by prepaid mail or courier to the member or Director at his or her latest address as shown in the records of the Corporation or sent by electronic mail to the member or Director at his or her electronic mail address, or sent by telecopy to the member or Director at his or her fax number.

Section 12.02 Materials Accompanying Notice

Subject to the Act, any document or materials to be given or sent to a member or Director under these Bylaws or otherwise shall additionally be sufficiently given if posted at the web site of the Corporation, provided notice of such posting is given in accordance with Section 12.01 and the member has consented in writing to receiving documents electronically.

ARTICLE 13- WRITTEN RESOLUTIONS

Section 13.01 Directors' Resolutions in Writing

Notwithstanding any of the foregoing provisions of this Bylaw, any resolution consented to by the signatures of all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.

Section 13.02 Members' Resolutions by Mail Out Ballot

- (a) Notwithstanding any of the foregoing provisions of this Bylaw, and subject to the Act, any resolution consented to by all voting members entitled to vote on the resolution, is as valid and effective as if passed at a meeting of the members duly called, constituted and held for that purpose.
- (b) Any mail out ballot sent to voting members may be sent by electronic mail, courier, telecopy or by first class mail, and shall be accompanied by the following materials:
 - (i) A copy of the proposed resolution with sufficient information regarding the proposed resolution to enable the member to make an informed decision;
 - (ii) In the case of an amendment or repeal of a Bylaw, a copy of the Bylaw affected by such repeal or amendment; and
 - (iii) A statement as to the media acceptable for response by the voting member.
- (c) All mail out ballots must be returned to the President or such other Officer as stipulated in the materials accompanying the mail out ballot. Only those ballots returned and received within 30 days of the mailing will be counted, and any ballots received after such date shall be considered null and void.

ARTICLE 14- AMENDMENT OF BYLAWS

Section 14.01 Amendment of Bylaws

- (a) Subject to the Act and these Bylaws, the Directors may, by resolution, make, amend or repeal any Bylaws that regulate the activities and affairs of the Corporation.
- (b) Any member entitled to vote may submit to the Corporation notice of any proposed resolution to make, amend, or repeal any of the Bylaws. Upon receiving the notice, the Board shall include the proposed resolution to make, amend or repeal any of the Bylaws on the agenda for the next Annual Meeting of Members.
- (c) The proposal referred to in subparagraph (b) must be received by the Corporation at least 60 days prior to the anniversary date of the last Annual Meeting of Members.

Section 14.02 Approval of Amendment of Bylaws by Members

- (a) The Directors shall submit a Bylaw, or an amendment or repeal of a Bylaw to the members at the next Meeting of Members, and the members may confirm, reject or amend the Bylaw, amendment or repeal. Any confirmation, rejection or amendment to a Bylaw may be by Ordinary Resolution of the members, unless otherwise provided for in the Act or these Bylaws. Section 197 of the Act lists the changes that require a Special Resolution. These changes include changing the name of the Corporation, the location of the registered office, membership classes and their rights, the manner of giving notice of Meetings of Members and the method of voting by members not in attendance at a Meeting of Members.
- (b) Any new Bylaw, or repeal or amendment of a Bylaw, shall be effective as of the date of resolution by the Board. The Directors must submit the change to the members at their next meeting for approval. The change ceases to have effect if it is not submitted to the members or it is not approved by the members.

ARTICLE 15- FISCAL YEAR

Section 15.01 Fiscal Year

The fiscal period for the Corporation shall terminate on such date as the Board may from time to time by resolution determine.

ARTICLE 16 – BOOKS AND RECORDS

Section 16.01 Books

The Corporation shall cause a book or books to be kept by the Secretary, or some other Officer specially charged with that duty. The records must include all the items mentioned in Section 21(1) of the Act including the following:

- (a) a copy of the Articles and all Bylaws of the Corporation;

- (b) all minutes of the proceedings at meetings of the members, Directors, any Executive committee and all standing committees;
- (c) any written resolutions of the members, Directors and standing committees;
- (d) a register of all the members, Directors and Officers of the Corporation; and
- (e) if any debt obligation is issued by the Corporation.

Section 16.02 Minutes of Meetings

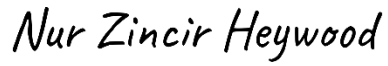
Any minutes of meetings of members, Directors, or any Executive committee that are signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, are evidence of the proceedings.

ENACTED BY THE BOARD the Fifteenth day of December 2022.

-

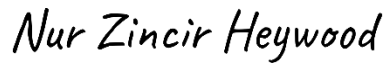


Marc Frappier, President



Nur Zincir Heywood, Secretary

Confirmed by the Members of the organization as per these by-laws on June 8, 2023



Nur Zincir Heywood, Secretary