

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 specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- (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 for the Corporation;
- (d) **"Bylaws"** means all Bylaws of the Corporation from time to time in force and effect;
- (e) **"department"** means department, faculty, school or any other academic unit;
- (f) **"executive"** means President, Vice-President, Secretary, Treasurer and Immediate Past President;
- (g) **"meeting of members"** includes an 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;
- (h) **"President"**, **"Vice-President"**, **"Secretary"**, and **"Treasurer"** shall mean those persons from time to time appointed by the Board to hold those designated offices;
- (i) **"ordinary resolution"** means a resolution approved by the majority of the votes cast at a duly convened meeting of members;
- (j) **"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);

- (k) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (l) **“special resolution”** means a resolution approved by two-thirds of the votes cast at a duly convened meeting of members.

Section 1.02 Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, 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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

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.

Section 2.02 Other Offices

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 CONTRACTS

Section 4.01 Signing Officers

Contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by the President and Secretary of the Corporation. Subject to such limitation as may from time to time be set out by the members in writing, the Board is authorized to appoint from time to time, by resolution, any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formalities.

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 or cheque 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, to any university department in Canada offering degrees in Computer Science (or equivalent), and upon payments of such annual fee as the voting members may from time to time determine. All departmental memberships shall expire as determined by the Board;
 - (ii) Each department has one vote for electing departmental representatives to the board cast by the department head or designate;
 - (iii) To vote at all meetings of the members of the Corporation, with each member having a single vote; and
 - (iv) In the event of dissolution of the Corporation, to receive equally the remaining property of the Corporation.

- (b) 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, to any faculty member who shares the goals and objectives of the Corporation. The full time faculty members of department members are automatically individual members, with the option to opt out. The directors and officers of the Corporation are considered to be individual members. Other individuals must apply for membership and pay such annual fees as the Board may from time to time determine. All individual memberships shall expire as determined by the Board;
 - (ii) Each individual member has one vote for electing non-departmental representatives to the board; and
 - (iii) To vote at all meetings of the members of the Corporation, with each member having a single vote.

- (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, to employees of companies or organizations that share the goals and objects of the Corporation, and upon payments of such annual fee as the Board may from time to time determine. All industry memberships shall expire as determined by the Board;
 - (ii) Each industry member will have one vote for electing an industry representative to the board; and
 - (iii) To vote at all meetings of the members of the Corporation, with each member having a single vote.

- (d) 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, to students registered in undergraduate or graduate programs of the

departmental members, and upon payment of such annual fee as the Board may from time to time determine. All student memberships shall expire as determined by the board; and

- (ii) Each student member will have one vote for electing a student representative to the board. Student members are not eligible to vote at meetings of the members of the Corporation.

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. Notice of resignation is 30 days from the date of receipt by the Corporation.

Section 5.05 Termination of Membership

Subject to these Bylaws, the membership interest of a member is not transferable and is terminated when:

- (a) the member ceases to exist;
- (b) the membership is terminated in accordance with these Bylaws;
- (c) the term of the membership expires; or
- (d) the Corporation is liquidated or dissolved under the Act.

ARTICLE 6 - MEMBERS' MEETINGS

Section 6.01 Location

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

Section 6.02 Calling of Meetings

The Board shall call an annual meeting of members not later than 15 months after holding the last preceding annual meeting; and may at any time call a special meeting of members.

Section 6.03 Notice of Meeting

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

Subject to the Act, the Board shall place before the members at every annual meeting:

- (a) financial statements as prescribed by the Act; and
- (b) the report of the public accountant or similar instrument.

Section 6.05 Quorum

A quorum for any meeting of the members shall be composed of at least 60% of the individual members who are on the board or executive including at least one of the President or Vice-President and a minimum of 40 other members. There must be at least one voting member from each of the regions, one of the PhD granting departments and one of the non-PhD granting departments. 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 chairman of the meeting may, with the consent of the meeting, adjourn any meeting of the

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 the members, every departmental member, individual member and industry member shall be entitled to vote at the meeting who at the time 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 Industry Members and Other Organizations

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 meetings of members.

Section 6.09 Proxies

Every voting member may appoint a proxyholder, who need not be a member, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by proxy.

Section 6.10 Votes to Govern

At any meeting of the 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 chairman of the meeting shall be entitled to a second or casting vote.

Section 6.11 Voting in Absentia

A member who is absent or unable to send a representative to any meeting of members may cast its vote in favour 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

- (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (ii) 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 the members shall be by way of show of hands. Upon a show of hands each person present and entitled to vote at a meeting shall have one vote and a 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 members upon the said question.

The chairman 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 chairman 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 chairman of any meeting of the 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, the chairman 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

The board consists of at least 11 directors and has the following structure:

- X directors that are elected by the departmental members.
- Y directors that are elected by the individual members.
- 1 director elected by the industry members.
- 1 director elected by the student members.

With the constraint that $Y \geq 2 * X$.

Section 7.02 Nomination

A nominations committee will be established by the board consisting of at least 5 members of the Corporation excluding those board members 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 nominees from each of the regions, PhD granting departments, non-PhD granting departments and gender. The number of nominees should be at least twice the number of positions to be filled. The nominations committee can add to the list of submitted nominees to fulfill these requirements. The nomination committee will ensure that each nominee is qualified and willing to serve.

Nominations may also be made by a member at the time of the annual meeting.

Section 7.03 Election of Officers and Directors

- (a) Elections will be held yearly to replace board members 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 membership at least 21 days before the date of the election.
- (c) The term for a board member is 3 years and they can be elected for a second consecutive term. A board member who has served two consecutive terms can be re-elected to the board after a 3 year break.
- (d) The Vice President, Secretary and Treasurer will be selected from the board members at its 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) He or she must be an individual, over the age of 18 years and of full mental capacity;
- (b) He or she must not have the status of a bankrupt; and
- (c) He or she 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 accountant 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. The Immediate Past President will also serve as a tie breaker in any executive votes.

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

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 officers subject to Section 7.03. Where there is a vacancy on the board the remaining elected directors for that membership class may fill that vacancy. If there are no remaining directors for that membership 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

- (a) A director who is no longer qualified under section 7.4 may be removed by an ordinary resolution of the members of the membership class that elected the director. The vacancy created by such removal will be filled in the manner provided in section 7.3.
- (b) The members of a membership class may by ordinary resolution at a special meeting remove any director from office that was elected by that class, and may fill such vacancy in the manner provided in section 7.3.

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. The director, however, must have disclosed his or her interest in the contract of employment or for services to the directors' 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 of Directors. A meeting of any committee may be convened by the chairman 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 8.9, 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 present 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 the 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 chairman 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 8.9, a quorum for any meeting of the Board of Directors of the Corporation shall consist of a majority of the number of directors of the Corporation 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 chairman 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 officer in his or her absence, may convene a meeting of the Board on such notice as the convenor sees fit. Such meeting shall be comprised of 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 board member and each board member will either chair or co-chair at least one committee. Committees can suggest 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
- Nominations Committee
- Outreach Committee
- Research Committee

ARTICLE 10 - PROTECTION OF DIRECTORS AND OFFICERS

Section 10.01 Indemnification

Every director and officer of the Corporation, 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 director or officer sustains or reasonably incurs in or about any action, suit, or proceeding that is commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him or her, in or about the execution of the duties or his or her office; 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 wilful 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;
 - (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.

Section 11.02 Appointment of Public Accountant

- (a) The members of the Corporation entitled to vote shall at each annual meeting 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 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; and 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.
- (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) The members, by ordinary resolution, 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

Any notice or document to be given or sent pursuant to the Act, 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

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, 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 petition referred to in subparagraph (b) must be received by the Corporation at least 60 days prior to 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 special resolution. These changes include changing the name of the Corporation, the location of the registered office, membership classes and their rights, notice of meetings, voting and several others.
- (b) Any new bylaw, or repeal or amendment of a bylaw, shall be effective as of the date of resolution by the board, or the date as set out in the bylaw, provided that no bylaw shall have a retroactive effect. 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 chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, are evidence of the proceedings.

ENACTED BY THE BOARD the ____ day of _____, 2016.

President

Secretary

CONFIRMED the ____ day of _____, 2016, by the Members in accordance with these Bylaws.

Secretary