

BY-LAW NO. 2

A By-law to repeal existing By-law No. 1 of THE LAKESHORE CHAPTER OF THE PROJECT MANAGEMENT INSTITUTE (hereinafter referred to as the "Corporation") and to replace it with the following:

INTERPRETATION

1. **Definitions.** In this By-law, unless the context otherwise specifies or requires:
 - (a) "Act" means the *Corporations Act*, R.S.O. 1990, chap. C. 38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
 - (b) "By-law" means any By-law of the Corporation from time to time in force and effect;
 - (c) "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;
 - (d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;
 - (e) "Special Resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or at an annual meeting, or, in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such meeting.

2. **Interpretation.** This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
 - (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
 - (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms

or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. **Head Office.** The head office of the Corporation shall be in the City of Mississauga in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

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

DIRECTORS

5. **Duties and Number.** The affairs of the Corporation shall be managed by a minimum number of three (3) directors and a maximum number of ten (10) directors. The specific number of directors within the above-mentioned range in office at any given time shall be determined by Special Resolution.

6. **Qualifications.** Every director shall be eighteen (18) or more years of age and shall be a member in good standing of the Project Management Institute and of the Corporation, or shall become a member of the Project Management Institute and of the Corporation within ten (10) days after his election or appointment as a director. No undischarged bankrupt shall become a director.

7. **Category "A" and Category "B" Directors.** At the first meeting of the members after the meeting which this by-law is adopted by at least a two-thirds of the members, the directors then in office shall resign and the members shall elect replacement directors. At the first meeting of the board of directors following such meeting of the members, the board of directors shall assign each director to either Category "A" or Category "B". An equal number of directors shall be assigned to each category. Category "A" directors shall serve an initial one (1) year term and shall resign at the next following annual meeting of the members. At such meeting, the members shall elect directors to replace the Category "A" directors and such directors shall serve a two (2) year term. Category "B" directors shall serve a term of two (2) years and shall resign at the second annual meeting of the members following their election. At such meeting, the members shall elect directors to replace the Category "B" directors and such directors shall serve a two (2) year term. The purpose of this section is to provide for a rotating board of directors, one half of whom will be elected by the members at each annual meeting of the members.

8. **Election and Term.** After the initial implementation of the scheme described in section 7, Category "A" directors and Category "B" directors shall serve a two (2) year term. No director shall serve as a director of the Corporation for more than four (4) consecutive two (2) year terms. In the event that a person serves as a director of the Corporation for four (4) consecutive two (2) year terms, such person shall be eligible to be re-elected to the board of directors after an absence from the board of directors of one (1) year. Notwithstanding the foregoing, at the end of his term of office, the director who has served the Corporation in the office of President shall be entitled to remain a

director for a further term of one (1) year from the date that his successor in the office of President is elected by the directors.

9. **Vacancies.** The office of a director shall automatically be vacated:
- (a) if the director does not within ten (10) days after election or appointment as a director become a member of the Project Management Institute and the Corporation, or ceases to be a member of the Project Management Institute and the Corporation;
 - (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
 - (d) if the director by notice in writing to the Project Management Institute and the Corporation resigns his office which resignation shall be effective at the time it is received by the Project Management Institute and the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
 - (f) if the director dies.
10. **Filling Vacancies.** A vacancy occurring in the board of directors shall be filled as follows:
- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 9 (e) above, it may be filled upon the vote of a majority of the members present and entitled to vote at any meeting of the members where a quorum is present and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
 - (b) any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
 - (c) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

11. **Remuneration of Directors.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's 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.

MEETINGS OF DIRECTORS

12. **Place of Meeting.** Meetings of the board of directors may be held either at the head office or at any place within or outside Ontario.

13. **Notice.** A meeting of directors may be convened by the Chairperson of the board (if any and if so authorized by Special Resolution of the Corporation), the President or any two (2) directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 55 of this By-law not less than ten (10) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

14. **Error or Omission in Giving Notice.** No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

15. **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or

dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

16. **Regular Meetings.** The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

17. **Quorum.** The simple majority of the directors in office from time to time shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

18. **Voting.** Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

19. **Telephone Participation.** If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

POWERS OF DIRECTORS

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

21. **Expenditures.** The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution 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.

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

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

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

25. **Committees.** The board of directors may from time to time appoint committees to assist the directors in carrying on the affairs of the Corporation for such purposes and with such powers as it shall deem necessary or appropriate. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time establish. Members of committees need not be directors. Any committee member may be removed by resolution of the board.

OFFICERS

26. **Appointment.** The board of directors shall annually or more often as may be required, elect a President, a Senior Vice President, a Secretary a Treasurer, and, if authorized by Special Resolution of the Corporation, a Chairperson of the board, from among themselves. Two (2) or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. At the first meeting of the board following the meeting of members at which the director who has served the Corporation in the office of President is replaced, the board of directors shall appoint such director to serve in the office of Past-President. The directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

27. **Vacancies.** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal;
- (f) that officer's death.

If the office of any officer of the Corporation shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

28. **Remuneration of Officers.** The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors except that no officer who is also a director shall be entitled to receive remuneration for acting as such. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

29. **Removal of Officers.** All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

30. **Duties of Officers may be Delegated.** In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

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

- (a) **Chairperson of the Board.** Where the Corporation by Special Resolution provides for the election by the directors of a Chairperson of the board from among themselves, the directors may define the duties, and may assign to the Chairperson of the board any or all of the duties of the President or other officer of the Corporation, and in that case, the Special Resolution shall fix and prescribe the duties of the President.
- (b) **President.** The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors.
- (c) **Senior Vice-President.** The Senior Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President and shall perform such duties as may from time to time be prescribed by the board of directors.
- (d) **Past-President.** The Past President shall be vested with and may exercise all of the powers and perform all of the duties of the Chairperson of the board in the absence or inability or refusal to act of the Chairperson of the board. The Past-President shall, at the board's request, inform the board of any actions taken by the board of directors and officers of the Corporation during the Past-President's term of office as President, and shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.
- (e) **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board of directors or executive committee, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in Section 300 of the Act.
- (f) **Treasurer.** Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The

Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

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

INDEMNITIES TO DIRECTORS AND OTHERS

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

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

except such costs, charges or expenses as are occasioned by their own willful neglect or default.

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

INTERESTED DIRECTOR CONTRACTS

34. **Conflict of Interest.** A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

35. **Submission of Contracts or Transactions to Members for Approval.** The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

MEMBERS

36. **Entitlement.** Membership in the Corporation shall be available to those persons who are interested in furthering the purposes of the Corporation and the Project Management Institute who are members in good standing of the Project Management Institute. Any person who is a member in good standing of the Project Management Institute may apply to become a member of the Corporation by indicating their desire to become a member of the Corporation on the Project Management Institute's membership application form. Upon being admitted as a member of the Project Management Institute, the Project Management Institute shall forward a list of those individuals who have applied for membership in the Corporation and the board of directors shall by resolution admit those persons as *ex-officio* members of the Corporation and shall instruct the Secretary to insert their names, addresses and the date of their admission into the members' register of the Corporation's minute book.

37. **Resignation.** Any member may withdraw from the Corporation by delivering to the Project Management Institute a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from

acceptance thereof by the Project Management Institute and the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

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

- (a) upon the death of the member;
- (b) upon the expiration of such member's period of membership in the Project Management Institute;
- (c) upon such person resigning his or her membership in the Project Management Institute or in the Corporation; and
- (d) upon such person failing to pay his or her dues to the Project Management Institute or the Corporation within one (1) calendar month of the membership renewal date.

39. **Membership Dues.** The board of directors may by resolution levy membership dues. In the event that the board of directors levies such membership dues, the Secretary shall notify the members in writing of the membership dues at any time payable by them to the Corporation.

MEMBERS' MEETINGS

40. **Annual Meeting.** Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

41. **General Meetings.** Other meetings of the members may be convened by order of the Chairperson of the board, the President or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The board of directors shall call a general meeting of members on written requisition of not less than one-tenth of the members.

42. **Notice.** Subject to Section 133(2) of the Act, ten (10) days' written notice shall be given in the manner specified in paragraph 55 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transaction should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

43. **Waiver of Notice.** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and

attendance of any such person at a meeting of member shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

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

45. **Quorum.** A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, Letters Patent or By-law) shall be 25 members present or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 55 with regard to notice shall apply to such adjournment.

46. **Chairperson of the Meeting.** In the event that the Chairperson of the board, if any, is, by Special Resolution of the Corporation, entitled or required to act as chairperson of the meeting and is absent, the President is absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

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

48. **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

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

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

A poll may be determined either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at

once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

49. **Proxies.** Votes at meetings of the members may be given either personally or by proxy. At every meeting at which a member is entitled to vote, every member an/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

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

A person appointed by proxy must be a member.

A proxy may be in the following form:

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

DATED the _____ day of _____, 20____.

Signature of member

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

50. **Email Ballots.** Where a notice of meeting states that the members may vote by email ballot, the form of email ballot shall be attached to the notice of meeting and emailed to the member. The notice shall specify that the email ballot shall be attached to the notice of meeting and the notice shall specify that the email ballot must be

completed by the member, emailed back to the Secretary of the Corporation and received by the Secretary of the Corporation at least seventy-two (72) hours before the meeting at which the member wishes to record his vote. Any votes received by email ballot after that time shall not be counted for the purposes of the meeting. Except where the Act requires a meeting, email ballots may be used.

EXECUTION OF INSTRUMENTS

51. **Execution of Instruments.** Contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by the President and the Treasurer of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The term “contracts, documents or instruments in writing” as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

CHEQUES, DRAFTS, NOTES, ETC.

52. **Cheques, Drafts, Notes, Etc.** All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the President and the Treasurer.

NOTICES

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

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

55. **Computation of Time.** Where a given number of days’ notice or notice extending over a period is required to be given under the By-laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice

shall not, unless it is otherwise provided be counted in such number of days or other period.

56. **Proof of Service.** With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 55 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other documents shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

AUDITORS

57. **Auditors.** The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

FINANCIAL YEAR

58. **Financial Year.** The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this _____ day of March, 2005.

WITNESS the seal of the Corporation.

President

Secretary