

RESOLUTIONS OF THE MEMBERS OF THE CANADIAN ASSOCIATION FOR LABORATORY ACCREDITATION INC. (CALA)

The members of the Canadian Association for Laboratory Accreditation Inc. (CALA), (the “Corporation”), hereby consent to the passing of the following resolutions pursuant to the provisions of the Canada Corporations Act.

AMENDMENTS TO THE BY-LAW

BE IT RESOLVED THAT, the Members hereby approve, pursuant to section 54 of the By-Law, the amendment of Sections 20.2, 21, 29, 32, 33, 34, 37, 38, 39, 42, 44, and 46 of the By-Law, as follows:

1. Article 20.2 of the By-Law shall be modified to change the regional representation of CALA Directors, consolidating Ontario and Quebec to one region eligible for two elected representatives. This change is requested in recognition of the heavy concentration of members in this region. Historically, it has always been a challenge to find Board members from Quebec due to their provincial accreditation requirements. By combining Ontario/Quebec, it will improve representation for the region with the highest number of laboratories/members and maintain our cross country coverage.
2. Articles 21, 29, 32, 33, 34, 37, 38, 39, 42, 44, and 46 of the By-Law shall be modified to effect the change of titles of CALA Officers as outlined below. The changes recommended by the CALA Board of Directors are to bring titles of officers in line with the functions performed.

Current Title:

President
Vice President
Past President
Secretary
Treasurer
Chief Executive Officer

Changes To:

Board Chair
Vice Chair
Past Board Chair
Secretary
Treasurer
President and Chief Executive Officer

OBJECTS - INTERPRETATION

1. Without limiting the generality of the objects of the Corporation set out in the Letters Patent, and for the purpose of clarifying their interpretation, but subject to article 59, the following principles apply:
 - 1.1 The Corporation may work in conjunction with legally authorized bodies under federal or provincial jurisdiction to develop and maintain the quality of testing services by acting as a resource for the harmonization of existing performance standards and criteria.
 - 1.2 The Corporation may document and provide information about standard and test materials for use by members and assist in making such materials, or new materials, available.
 - 1.3 The Corporation may document, record, assess, demonstrate and verify the performance of laboratories with respect to mutually agreed standards and criteria, including the use of appropriate inter-laboratory proficiency test procedures.
 - 1.4 The Corporation may adopt such means for making known the objectives and purposes of the Corporation as may seem expedient, including the granting of awards and distinctions, holding conferences, meetings and exhibitions for the discussion and demonstration of technical and scientific developments, equipment, testing procedures, quality control, quality assurance, and the compatibility of data with user needs.
 - 1.5 The Corporation may encourage inter-laboratory networking and staff communications respecting the

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 - 1.5 The Corporation may encourage inter-laboratory networking and staff communications respecting the

<p>following: problem solving; technology transfer; data exchange; standards and testing procedures; methods of development and assessment; sources of specialist information, facilities or expertise; laboratory practice; health and safety; and access to other member domain information.</p> <p>1.6 The Corporation may publish or authorize the publication of articles and reports on quality control and quality assurance procedures, testing and sampling methodologies, laboratory and field practice, and other related issues significant to the practice of its members.</p> <p>1.7 The Corporation may publish newsletters for its members.</p> <p>1.8 The Corporation may act as a focus of technical representation for members in its dealings with user groups, regulatory and enforcement agencies, environmental interest groups and others.</p> <p>1.9 The Corporation may provide independent specialists in the field of testing in support of the research, monitoring, assessment and compliance functions of user groups.</p> <p>The Corporation may organize and operate an accreditation system for the accreditation, on a voluntary basis, of testing and calibration laboratories, proficiency testing providers, reference material producers, product certifiers and /or inspection agencies (hereinafter referred to as "laboratories") including but not limited to those operated by individuals, partnerships, corporations, universities, research organizations, associations, municipalities and other government agencies.</p>	<p>following: problem solving; technology transfer; data exchange; standards and testing procedures; methods of development and assessment; sources of specialist information, facilities or expertise; laboratory practice; health and safety; and access to other member domain information.</p> <p>1.6 The Corporation may publish or authorize the publication of articles and reports on quality control and quality assurance procedures, testing and sampling methodologies, laboratory and field practice, and other related issues significant to the practice of its members.</p> <p>1.7 The Corporation may publish newsletters for its members.</p> <p>1.8 The Corporation may act as a focus of technical representation for members in its dealings with user groups, regulatory and enforcement agencies, environmental interest groups and others.</p> <p>1.9 The Corporation may provide independent specialists in the field of testing in support of the research, monitoring, assessment and compliance functions of user groups.</p> <p>1.10 The Corporation may organize and operate an accreditation system for the accreditation, on a voluntary basis, of testing and calibration laboratories, proficiency testing providers, reference material producers, product certifiers and / or inspection agencies (hereinafter referred to as "laboratories") including but not limited to those operated by individuals, partnerships, corporations, universities, research organizations, associations, municipalities and other government agencies.</p>
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- 1.11 The Corporation may adopt or establish criteria for the accreditation of laboratories including, but not limited to, personnel, equipment, operational processes, quality assurance procedures and other relevant considerations.
- 1.12 The Corporation may examine and provide for the examination of the personnel, equipment, procedures and other aspects of laboratories and other applicant organizations applying for accreditation and to accredit laboratories that are found to meet the established criteria.
- 1.13 The Corporation may, as a condition of continued accreditation, periodically determine that accredited laboratories meet the criteria for accreditation.
- 1.14 The Corporation may authorize accredited laboratories to indicate their accreditation by the Corporation for those activities for which they are accredited.

CORPORATE SEAL

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

CONDITIONS OF MEMBERSHIP

3. Membership in the Corporation shall be limited to persons interested in the objects of the Corporation. Applicants must be approved for membership by the board of directors pursuant to the membership criteria and policies as reviewed from time to time by the board of directors.

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<p>4. Membership in the Corporation shall be comprised of:</p> <p>4.1 the following classes, the members of which shall be entitled to one vote each at all meetings of the members of the Corporation:</p> <ul style="list-style-type: none">(a) Individual Members,(b) Institutional Members,(c) Life-time Members,(d) Volunteer Members, and <p>4.2 the following classes, the members of which shall not be entitled to vote at meetings of the members of the Corporation:</p> <ul style="list-style-type: none">(a) Student Members, and(b) Associate Members. <p>5. An Individual Membership may be held by any individual.</p> <p>6. The following rules apply to Institutional Memberships:</p> <p>6.1 An Institutional Membership may be held by a corporation, a department or ministry of the federal government or a provincial government, a university, or any other organization recognized by the board of directors.</p> <p>6.2 A corporation includes its wholly and majority owned subsidiaries.</p> <p>6.3 A Crown corporation or independent government agency is deemed to be a corporation and not a government department or ministry.</p> <p>6.4 An Institutional Membership shall be exercised by an individual designated by the Institutional Member.</p>	<p>4. Membership in the Corporation shall be comprised of:</p> <p>4.1 the following classes, the members of which shall be entitled to one vote each at all meetings of the members of the Corporation:</p> <ul style="list-style-type: none">(a) Individual Members,(b) Institutional Members,(c) Life-time Members,(d) Volunteer Members, and <p>4.2 the following classes, the members of which shall not be entitled to vote at meetings of the members of the Corporation:</p> <ul style="list-style-type: none">(a) Student Members, and(b) Associate Members. <p>5. An Individual Membership may be held by any individual.</p> <p>6. The following rules apply to Institutional Memberships:</p> <p>6.1 An Institutional Membership may be held by a corporation, a department or ministry of the federal government or a provincial government, a university, or any other organization recognized by the board of directors.</p> <p>6.2 A corporation includes its wholly and majority owned subsidiaries.</p> <p>6.3 A Crown corporation or independent government agency is deemed to be a corporation and not a government department or ministry.</p> <p>6.4 An Institutional Membership shall be exercised by an individual designated by the Institutional Member.</p>
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<p>7. The board of directors shall have discretion to grant any number of Life-time Memberships to individuals in recognition of services or contributions to the Corporation or to the objects of the Corporation.</p>	<p>7. The board of directors shall have discretion to grant any number of Life-time Memberships to individuals in recognition of services or contributions to the Corporation or to the objects of the Corporation.</p>
<p>8. A Volunteer Membership may be held by any individual who is providing volunteer services to the Corporation. A Volunteer Membership shall expire when such individual ceases to provide volunteer services to the Corporation.</p>	<p>8. A Volunteer Membership may be held by any individual who is providing volunteer services to the Corporation. A Volunteer Membership shall expire when such individual ceases to provide volunteer services to the Corporation.</p>
<p>9. A Student Membership may be held by any person enrolled in a full-time program at a post-secondary educational institution recognized by the board of directors.</p>	<p>9. A Student Membership may be held by any person enrolled in a full-time program at a post-secondary educational institution recognized by the board of directors.</p>
<p>10. An Associate Membership may be held by an individual, corporation, association, institution, or organization.</p>	<p>10. An Associate Membership may be held by an individual, corporation, association, institution, or organization.</p>
<p>11. The dues for all classes of membership shall be set annually by the board of directors subject to the approval of the voting members at the next annual general meeting.</p>	<p>11. The dues for all classes of membership shall be set annually by the board of directors subject to the approval of the voting members at the next annual general meeting.</p>
<p>12. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.</p>	<p>12. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.</p>
<p>13. Any member who fails to pay dues after three notices to do so ceases to be a member.</p>	<p>13. Any member who fails to pay dues after three notices to do so ceases to be a member.</p>
<p>14. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.</p>	<p>14. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.</p>

NOTICES

15. Any notice required by this By-Law, or by a rule or regulation, to be sent to a member shall be considered to be received by the member if delivered personally or sent by mail, facsimile or electronically transmitted addressed to each member at his or her address as it appears on the books and records of the Corporation and any notice so sent shall be deemed to have been received by the member on the day delivered if delivered personally, on the fifth business day after it was deposited in the mail, or on day sent if sent by facsimile or electronically transmitted, unless sent after 5:00 p.m. or on a day that is not a business day, in which case it will be deemed to have been received on the next business day; and “business day” shall mean a day that is not a Saturday, Sunday or statutory holiday.

CODE OF ETHICS

16. The board of directors shall establish by regulation a Code of Ethics, and all members of the Corporation shall be bound by it.

HEAD OFFICE

17. The Head Office of the Corporation shall be in the City of Ottawa, Ontario.

BOARD OF DIRECTORS

18. The board of directors shall be comprised of ten elected directors. As defined by section 20.5, five additional directors may be appointed to the board. All directors must be individuals, 18 years of age or over with power under law to contract. All elected directors must be voting members (individual members or the individual

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<p>designated by an institutional member) in good standing. All members are deemed in good standing unless subject to the application of paragraphs 13, 14, 16, or 58 of this By-Law.</p> <p>19. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected.</p> <p>At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.</p> <p>20. The following rules apply to the election, appointment, and composition of the board of directors:</p> <p>20.1 Directors shall normally be elected or re-elected for a term of three years, which term shall expire at the end of the third annual meeting following the meeting at which the director was elected. If a successor is not elected at the proper time, the incumbent director shall continue in office until a successor is elected.</p> <p>20.2 One elected member of the board of directors shall be resident in each of the following regions of Canada: <u>Atlantic</u> (Newfoundland and Labrador, Nova Scotia, Prince Edward Island, and New Brunswick); <u>Quebec</u>; <u>Ontario</u>; <u>Prairie and Northern</u> (Manitoba, Saskatchewan, Alberta, the Northwest Territories and Nunavut); and <u>Pacific and Yukon</u> (British Columbia, and the Yukon). Five additional “at-large” directors will also be elected.</p>	<p>designated by an institutional member) in good standing. All members are deemed in good standing unless subject to the application of paragraphs 13, 14, 16, or 58 of this By-Law.</p> <p>19. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected.</p> <p>At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.</p> <p>20. The following rules apply to the election, appointment, and composition of the board of directors:</p> <p>20.1 Directors shall normally be elected or re-elected for a term of three years, which term shall expire at the end of the third annual meeting following the meeting at which the director was elected. If a successor is not elected at the proper time, the incumbent director shall continue in office until a successor is elected.</p> <p>20.2 Elected members of the board of directors shall be representative of each of the following regions of Canada as follows:</p> <ul style="list-style-type: none">- One member from Atlantic (Newfoundland and Labrador, Nova Scotia, Prince Edward Island, and New Brunswick)- Two members from Ontario/Quebec- One member from Prairie/Northern(Manitoba, Saskatchewan, Alberta, the Northwest Territories and Nunavut)- One member from Pacific/Yukon (British
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<p>20.3 Five elected board members shall be mainly associated with the “not-for-profit” sector (section 20.4); five elected board members shall be mainly associated with the “for-profit” sector (section 20.4).</p> <p>20.4 Definitions</p> <p>- “not-for-profit” sector: Departments and/or ministries, or agencies of the federal and provincial governments, municipal government, academic institutions, and other organizations established to manage public affairs (e.g. by policy, regulation, standards, and enforcement), to provide public service and information, teaching, and charitable work.</p> <p>- “for-profit” sector: Privately owned organizations which seek to profit or cover a majority of costs from the sales of goods and services.</p> <p>20.5 At any time, the board of directors may appoint additional directors to itself, to a maximum of five. Up to two of the five appointed directors, may be individuals who are not members of CALA. The board of directors shall not be constrained in the use of this option, which is to maintain CALA corporate experience within the board, to respond to changing needs of member representation, and to meet the needs of corporate affiliation. Individuals accepting appointment to the board shall have full voting rights and shall be held accountable and responsible as if they had been elected. Director</p>	<p>Columbia and Yukon - Five members elected at large</p> <p>20.3 Five elected board members shall be mainly associated with the “not-for-profit” sector (section 20.4); five elected board members shall be mainly associated with the “for-profit” sector (section 20.4).</p> <p>20.4 Definitions</p> <p>- “not-for-profit” sector: Departments and/or ministries, or agencies of the federal and provincial governments, municipal government, academic institutions, and other organizations established to manage public affairs (e.g. by policy, regulation, standards, and enforcement), to provide public service and information, teaching, and charitable work.</p> <p>- “for-profit” sector: Privately owned organizations which seek to profit or cover a majority of costs from the sales of goods and services.</p> <p>20.5 At any time, the board of directors may appoint additional directors to itself, to a maximum of five. Up to two of the five appointed directors, may be individuals who are not members of CALA. The board of directors shall not be constrained in the use of this option, which is to maintain CALA corporate experience within the board, to respond to changing needs of member representation, and to meet the needs of corporate affiliation. Individuals accepting appointment to the board shall have full voting rights and shall be held accountable and responsible as if they had been elected. Director</p>
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positions filled by appointment shall be for a term of one year or less and shall terminate at the close of the first annual general meeting of CALA, following their appointment, or sooner. The maximum number of voting members on the board shall not exceed fifteen.

20.6 Retiring directors shall be eligible for re-election or re-appointment, except that an individual who has served for two consecutive terms as an elected director shall not be eligible for re-election for at least one year after the end of the second term. Appointed directors may be re-appointed for any number of successive terms at the discretion of the board of directors.

21. Non-directors may participate in meetings of the board of directors as follows:

21.1 The immediate Past President may attend and speak at meetings of the board of directors, if his or her term as a director has expired.

21.2 The Chief Executive Officer may attend at the invitation of the President and may speak at meetings of the board of directors.

21.3 The President shall be entitled to invite other individuals to attend and speak at meetings of the board of directors on an ad hoc basis.

22.1 The office of director shall be automatically vacated:

(a) if a director shall resign his or her office by delivering a written resignation to the Secretary of the Corporation;

positions filled by appointment shall be for a term of one year or less and shall terminate at the close of the first annual general meeting of CALA, following their appointment, or sooner. The maximum number of voting members on the board shall not exceed fifteen.

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21. Non-directors may participate in meetings of the board of directors as follows:

21.1 The immediate Past Board Chair may attend and speak at meetings of the board of directors, if his or her term as a director has expired.

21.2 The President and Chief Executive Officer may attend at the invitation of the Board Chair and may speak at meetings of the board of directors.

21.3 The Board Chair shall be entitled to invite other individuals to attend and speak at meetings of the board of directors on an ad hoc basis.

22. 22.1 The office of director shall be automatically vacated:

(a) if a director shall resign his or her office by delivering a written resignation to the Secretary of the Corporation;

<p>(b) if a director is found by a court to be of unsound mind;</p> <p>(c) if a director becomes bankrupt or suspends payment or compounds with his or her creditors;</p> <p>(d) if, at a special general meeting of members, a resolution is passed by two-thirds of the members present at the meeting that a director be removed from office;</p> <p>(e) on death of a director;</p> <p>(f) if the director or institution the director represents withdraws as a member of the Corporation;</p> <p>(g) if the director is convicted in Canada of any criminal offence which, in the opinion of the Board, reflects on the ability of such director to perform his or her duties or which may adversely reflect on the Corporation;</p> <p>provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a voting member of the Corporation (individual member or the individual designated by an institutional member), which appointment shall be effective for the unexpired term of their predecessor.</p> <p>22.2 In the event that a director fails to attend three consecutive Board meetings without providing an explanation, which a majority of the remaining directors considers adequate, the board of directors may, by majority vote, remove the director. (For example, a</p>	<p>(b) if a director is found by a court to be of unsound mind;</p> <p>(c) if a director becomes bankrupt or suspends payment or compounds with his or her creditors;</p> <p>(d) if, at a special general meeting of members, a resolution is passed by two-thirds of the members present at the meeting that a director be removed from office;</p> <p>(e) on death of a director;</p> <p>(f) if the director or institution the director represents withdraws as a member of the Corporation;</p> <p>(g) if the director is convicted in Canada of any criminal offence which, in the opinion of the Board, reflects on the ability of such director to perform his or her duties or which may adversely reflect on the Corporation;</p> <p>provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a voting member of the Corporation (individual member or the individual designated by an institutional member), which appointment shall be effective for the unexpired term of their predecessor.</p> <p>22.2 In the event that a director fails to attend three consecutive Board meetings without providing an explanation, which a majority of the remaining directors considers adequate, the board of directors may, by majority vote, remove the director. (For</p>
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<p>director may be removed by agreement of 7 directors of a 12 member board.)</p> <p>22.3 Notice shall be provided to all directors at least fourteen (14) days prior to taking a vote with respect to the removal of a director, (which notice may be sent by e-mail provided that all directors have provided the Corporation with e-mail addresses for the purposes of passing resolutions of the Corporation). The director who is subject to removal shall be entitled, on notice given to all directors at least 72 hours before the vote (which notice may be sent by e-mail or fax), to require that he or she be able to participate in a meeting of the board by telephone conference call, to provide his or her explanation for failing to attend Board meetings, prior to the vote being taken.</p> <p>22.4 In any event when there is a vacancy on the board, the board of directors may, by majority vote, fill the vacancy by appointment of a voting member of the Corporation (individual member or the individual designated by an institutional member), which appointment shall be effective until the end of the term of the director leaving a vacancy.</p> <p>23. The following rules apply to meetings of the board of directors:</p> <p>23.1 Meetings of the board of directors may be held at any time and place to be determined by the directors provided that notice by mail shall be sent to each director at least 10 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors not less than sixty (60) days prior to the annual general meeting of the members. No error or omission in</p>	<p>example, a director may be removed by agreement of 7 directors of a 12 member board.)</p> <p>22.3 Notice shall be provided to all directors at least fourteen (14) days prior to taking a vote with respect to the removal of a director, (which notice may be sent by e-mail provided that all directors have provided the Corporation with e-mail addresses for the purposes of passing resolutions of the Corporation). The director who is subject to removal shall be entitled, on notice given to all directors at least 72 hours before the vote (which notice may be sent by e-mail or fax), to require that he or she be able to participate in a meeting of the board by telephone conference call, to provide his or her explanation for failing to attend Board meetings, prior to the vote being taken.</p> <p>22.4 In any event when there is a vacancy on the board, the board of directors may, by majority vote, fill the vacancy by appointment of a voting member of the Corporation (individual member or the individual designated by an institutional member), which appointment shall be effective until the end of the term of the director leaving a vacancy.</p> <p>23. The following rules apply to meetings of the board of directors:</p> <p>23.1 Meetings of the board of directors may be held at any time and place to be determined by the directors provided that notice by mail shall be sent to each director at least 10 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors not less than sixty (60) days prior to the annual general meeting of the members. No error or omission in</p>
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<p>giving notice of any meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.</p> <p>23.2 If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.</p> <p>23.3 The directors of the Corporation may meet by other electronic means that permit each director to communicate adequately with each other, provided that:</p> <ul style="list-style-type: none">(a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;(b) each director has equal access to the specific means of communication to be used; and(c) each director has consented in advance	<p>giving notice of any meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.</p> <p>23.2 If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.</p> <p>23.3 The directors of the Corporation may meet by other electronic means that permit each director to communicate adequately with each other, provided that:</p> <ul style="list-style-type: none">(a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;(b) each director has equal access to the specific means of communication to be used; and(c) each director has consented in advance
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<p>to meeting by electronic means using the specific means of communication proposed for the meeting.</p> <p>23.4 Unless otherwise provided in this By-Law, a resolution of the board of directors may be passed by a simple majority of those directors present and voting.</p> <p>23.5 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.</p> <p>23.6 At all meetings of the board of directors, a quorum shall be 50 per cent plus one (for example, the quorum would be 7 for a 12 member board).</p> <p>24. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity (other than as an employee of the Corporation) and receiving compensation therefor.</p> <p>25. At the conclusion of a director's term, the director shall remain in office until the dissolution or adjournment of the meeting at which his or her successor is elected.</p> <p>26. The board of directors may appoint such agents and engage such consultants as it shall deem necessary from</p>	<p>to meeting by electronic means using the specific means of communication proposed for the meeting.</p> <p>23.4 Unless otherwise provided in this By-Law, a resolution of the board of directors may be passed by a simple majority of those directors present and voting.</p> <p>23.5 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.</p> <p>23.6 At all meetings of the board of directors, a quorum shall be 50 per cent plus one (for example, the quorum would be 7 for a 12 member board).</p> <p>24. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity (other than as an employee of the Corporation) and receiving compensation therefor.</p> <p>25. At the conclusion of a director's term, the director shall remain in office until the dissolution or adjournment of the meeting at which his or her successor is elected.</p> <p>26. The board of directors may appoint such agents and engage such consultants as it shall deem necessary from</p>
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time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

27. A reasonable remuneration for all officers shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

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

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

28.2 all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or

time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

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28.2 all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or

expenses as are occasioned by his or her own willful neglect or default.

POWERS OF DIRECTORS

29. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. The directors may delegate any matters relating to the management and operation of the business and affairs of the Corporation to the Chief Executive Officer, who will carry on the affairs of the Corporation under the supervision of the board of directors.

30. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to authorize expenditures on behalf of the Corporation and to employ and pay salaries to employees. The directors shall have the power to enter into 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.

The board of directors is hereby authorized, from time to time:

30.1 to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an

expenses as are occasioned by his or her own willful neglect or default.

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<p>extent and in such manner as the board of directors in its discretion may deem expedient;</p> <p>30.2 to limit or increase the amount to be borrowed;</p> <p>30.3 to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;</p> <p>30.4 to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.</p> <p>31. 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.</p>	<p>extent and in such manner as the board of directors in its discretion may deem expedient;</p> <p>30.2 to limit or increase the amount to be borrowed;</p> <p>30.3 to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;</p> <p>30.4 to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.</p> <p>31. 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.</p>
<p>OFFICERS</p> <p>32. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and Chief Executive Officer, and any other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Except as otherwise provided in this By-Law, officers need not be directors, nor members, of the Corporation. The officers of the</p>	<p>OFFICERS</p> <p>32. The officers of the Corporation shall be a Board Chair, Vice-Chair, Secretary, Treasurer and President and Chief Executive Officer, and any other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Except as otherwise provided in this By-Law, officers need not be directors, nor members, of the Corporation. The officers of the</p>

<p>Corporation shall hold office from the date of appointment or election for the terms provided in this By-Law or until successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.</p> <p>33. The President, Vice-President, Secretary and Treasurer shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the relevant office becoming vacant.</p> <p>34. The President and Vice-President shall be members of the board of directors and shall hold office for a term of one year from the date of their respective appointments, unless a shorter period is specified by the board of directors. At the discretion of the board of directors, the term for the President or Vice-President may be extended for one additional year. A director shall be eligible to hold the offices of President and Vice-President only once during the director's term of office.</p> <p>35. The Secretary and the Treasurer shall be members of the board of directors of the Corporation and shall hold office for a term of two (2) years, from the date of his or her appointment, or until his or her term as a director expires, whichever occurs first.</p> <p>36. No person is disqualified from being appointed Secretary or Treasurer solely because he or she holds or has held either position.</p> <p>37. The Chief Executive Officer shall be appointed by the board of directors and need not be a director nor a member of the Corporation. The Chief Executive Officer shall hold office for a term to be specified by the board of directors at the time of appointment, or until a successor is duly appointed, provided that the directors</p>	<p>Corporation shall hold office from the date of appointment or election for the terms provided in this By-Law or until successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.</p> <p>33. The Board Chair, Vice-Chair, Secretary and Treasurer shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the relevant office becoming vacant.</p> <p>34. The Board Chair and Vice-Chair shall be members of the board of directors and shall hold office for a term of one year from the date of their respective appointments, unless a shorter period is specified by the board of directors. At the discretion of the board of directors, the term for the Board Chair or Vice-Chair may be extended for one additional year. A director shall be eligible to hold the offices of Board Chair and Vice-Chair only once during the director's term of office.</p> <p>35. The Secretary and the Treasurer shall be members of the board of directors of the Corporation and shall hold office for a term of two (2) years, from the date of his or her appointment, or until his or her term as a director expires, whichever occurs first.</p> <p>36. No person is disqualified from being appointed Secretary or Treasurer solely because he or she holds or has held either position.</p> <p>37. The President and Chief Executive Officer shall be appointed by the board of directors and need not be a director nor a member of the Corporation. The President and Chief Executive Officer shall hold office for a term to be specified by the board of directors at the time of appointment, or until a successor is duly</p>
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may remove the Chief Executive Officer from office at any time by resolution of the directors.

appointed, provided that the directors may remove the President and Chief Executive Officer from office at any time by resolution of the directors.

DUTIES OF OFFICERS

38. The President shall act as the chairperson at all meetings of the board of directors and meetings of the members, with all the commonly accepted power of that position including making rulings, recognizing speakers, and generally controlling the process of the meeting in accordance with the agenda. The President shall perform all duties as may be prescribed by the board of directors from time to time.
39. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors or by the President.
40. The Treasurer shall ensure compliance with all policies of the board of directors in respect to financial administration, shall ensure that the annual Financial Plan and the audited financial statements shall be presented at the annual meeting of members, and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.
41. The Secretary shall attend all meetings and act as clerk thereof and record or cause to be recorded all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall keep a register of the post office address and e-mail address of each director as provided by the director. He or she shall give or cause to be given all notices required to be given under this By-Law or otherwise, and shall perform such other

DUTIES OF OFFICERS

38. The Board Chair shall act as the chairperson at all meetings of the board of directors and meetings of the members, with all the commonly accepted power of that position including making rulings, recognizing speakers, and generally controlling the process of the meeting in accordance with the agenda. The Board Chair shall perform all duties as may be prescribed by the board of directors from time to time.
39. The Vice-Chair shall, in the absence or disability of the Board Chair, perform the duties and exercise the powers of the Board Chair and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors or by the Board Chair.
40. The Treasurer shall ensure compliance with all policies of the board of directors in respect to financial administration, shall ensure that the annual Financial Plan and the audited financial statements shall be presented at the annual meeting of members, and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.
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duties as may be prescribed by the board of directors. The Secretary shall be responsible for the maintenance and accuracy of all board documents and records.

42. The Chief Executive Officer shall be responsible for carrying on the affairs of the Corporation, as such responsibilities may be delegated by the board of directors from time to time, and for such other duties as may be prescribed by the board of directors from time to time. The Chief Executive Officer shall report to the board of directors as may be required by the board of directors from time to time. Unless specifically prohibited by the board of directors in writing, the Chief Executive Officer shall be authorized to further delegate any powers delegated to the Chief Executive Officer, but he or she shall remain responsible for the exercise of such powers.

43. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them. The duties of any officer as set out in this By-Law may, where appropriate, be delegated to any other officer or director of the Corporation.

EXECUTION OF DOCUMENTS

44. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any officer or officers so authorized by the board of directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors

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may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing as aforesaid or by any officer or officers appointed by resolution of the board of directors. The Chief Executive Officer shall have custody of the seal of the Corporation. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver or affix only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

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MEETINGS

45. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.
46. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business whether special or general at any meeting of the members. The board of directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a general meeting of members on written requisition of members carrying not less than 5% of the voting rights. The members present in person at a meeting will constitute a quorum.

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<p>47. At least thirty days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy.</p> <p>Each voting member present at a meeting shall have the right to exercise one vote. A voting member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a voting member of the Corporation.</p> <p>48. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation.</p> <p>49. The Corporation may provide a program of papers, lectures and other features of interest to the membership, which program may take place during or immediately preceding or following the annual general meeting of the members.</p>	<p>47. At least thirty days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy.</p> <p>Each voting member present at a meeting shall have the right to exercise one vote. A voting member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a voting member of the Corporation.</p> <p>48. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation.</p> <p>49. The Corporation may provide a program of papers, lectures and other features of interest to the membership, which program may take place during or immediately preceding or following the annual general meeting of the members.</p>
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MINUTES OF BOARD OF DIRECTORS

50. The minutes of the board of directors shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

VOTING MEMBERS

51. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-Law. Only voting members in good standing may vote.

FINANCIAL YEAR

52. Unless otherwise ordered by the board of directors, the fiscal year-end of the Corporation shall be December 31. A financial statement for the fiscal year shall be submitted to the board of directors by the following March 31.

COMMITTEES

53. The board of directors may appoint committees whose members shall hold their offices at the will of the board of directors.

AMENDMENT OF BY-LAWS

54. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of

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the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

55. The voting members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor.

BOOKS AND RECORDS

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

RULES AND REGULATIONS

57. The board of directors may prescribe such rules and regulations not inconsistent with this By-Law relating to the management and operation of the Corporation as they deem expedient.
58. Without restricting the generality of article 57, the board of directors may make rules and regulations:
- (a) establishing and governing regional divisions within the Corporation;

the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

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58. Without restricting the generality of article 57, the board of directors may make rules and regulations:
- (a) establishing and governing regional divisions within the Corporation;

- (b) amending or repealing the Code of Ethics or any part of it;
- (c) establishing disciplinary procedures and penalties for the better enforcement of this By-Law;
- (d) respecting the payment of dues and the privileges attaching thereto;
- (e) adopting a logo for the Corporation and regulating its use;
- (f) requiring that an application for voting membership must be supported by two voting members;
- (g) requiring that candidates for election to the board of directors may be proposed by a nominating committee and establishing a minimum term of membership in the Corporation as an eligibility requirement for such candidates;
- (h) regulating the conduct of elections;
- (i) establishing the order of business at meetings of the members and the board of directors and any committee.

INTERPRETATION

59. In this By-Law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and references to persons shall include firms and Corporations.
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INTERPRETATION

59. In this By-Law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

Corporation shall be bound by all federal and provincial legislation, and the Corporation shall not seek in any way to contravene or replace the authority of legally appointed bodies responsible for the conduct of environmental services.

60. Notwithstanding anything contained in this By-Law, the Corporation shall be bound by all federal and provincial legislation, and the Corporation shall not seek in any way to contravene or replace the authority of legally appointed bodies responsible for the conduct of environmental services.