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# Centre For Inquiry – Le Centre Pour l’Enquête

(hereinafter referred to as the “Corporation”)

## BY-LAW NO. 1

### General By-law

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#### INTERPRETATION

##### 1. Definitions

In this By-law, unless the context otherwise specifies or requires:

- 1.1. “arm’s length” has the meaning provided for by the *Income Tax Act* (Canada) as amended from time to time (the “ITA”);
- 1.2. “By-laws” means any By-law of the Corporation from time to time in force and effect;
- 1.3. “Corporate Governance Act” mean the *Canada Corporations Act* (Canada) as from time to time amended and regulations made under the said Act as from time to time amended and every statute and regulations 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 Corporate Governance Act shall be read as references to the provisions substituted therefor in the new statute, statutes, regulation or regulations with such changes as are required in the circumstances;
- 1.4. “Independent Persons” means individuals who deal at arm’s length with (i) each other and with each of the other directors, trustees, officers or similar officials of the Corporation and (ii) with each person who is a Major Donor and “Independent Person” means any one such person;
- 1.5. “Regulatory Law” means the provisions of the ITA and the *Charities Accounting Act* (Ontario) R.S.O. 1990, Chapter C.10, the *Charitable Gifts Act*, R.S.O. 1990, Chapter C.8 and regulations thereunder and every other statute of Canada or a Province of Canada relating to registration and operation of an organisation as a charitable organisation, as from time to time amended and every other statute that may be substituted therefore and the regulations, policies and directives promulgated under the said statutes as from time to time amended and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of Regulatory Law shall be read as references to the provisions substituted therefor in the new statute, statutes or regulations;
- 1.6. “Letters Patent” means the letters patent and any supplementary letters

patent of the Corporation; and

- 1.7. “Major Donor” means a person who at the time in question has contributed more than 50% of the Corporation’s capital or who is a member of a group of persons not dealing with each other at arm’s length who at the time in question have contributed more than 50% of the Corporation’s capital.

## 2. Interpretation

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- 2.1. all terms contained herein and which are defined in the Corporate Governance Act shall have the meanings given to such terms in the Corporate Governance Act;
- 2.2. words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- 2.3. 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.

## **GOALS & PRINCIPALS**

### 3. Goals & Principals

The purpose of the Corporation is to educate and provide training to the public in the application of sceptical, secular, rational, and humanistic enquiry through conferences, symposia, lectures, published works and the maintenance of a library and meeting facilities. The Corporation’s activities encourage and defend reason, science, and freedom of evidence-based inquiry in all areas of human endeavour and assist in developing communities where like-minded individuals can meet and share their experiences.

## **Head Office**

### 4. Head Office

The directors may from time to time by resolution determine the location of the head office of the Corporation within the place in Canada designated as the place where the head office of the Corporation is to be situated in the Corporation’s constating documents.

## **SEAL**

### 5. Seal.

Unless the directors otherwise determine by resolution, the Corporation shall not have a seal.

## DIRECTORS

**6.** General Duties.

The board of directors of the Corporation (the “Board”) shall manage or supervise the management of the affairs, property and any related business of the Corporation. The members of the Board may be known and referred to as directors, trustees or governors.

**7.** Duty to Advise on Ceasing to be Independent.

A member of the Board, other than the provisional directors named in the Letters Patent, who was an Independent Person when he or she became a member of the Board shall give the Board notice when he or she has notice of facts or circumstances that result or may result in the member ceasing to be an Independent Person.

**8.** Number.

The Board shall have a minimum of three (3) members and as of the date of incorporation of the Corporation shall be comprised of three (3) members. The number of members of the Board may be varied by the directors from time to time by resolution provided that the number of directors shall not be less than three (3) and no decrease in the number of directors shall shorten the term of an incumbent director.

**9.** Qualifications.

Every director shall be an individual who is at least eighteen (18) years of age and shall be an Associate Member of the Corporation when elected or appointed as a director. An individual shall not be qualified to act as a director of the Corporation if he or she is an undischarged bankrupt or has been found to be a mentally incompetent person by a court of competent jurisdiction or has been convicted of an indictable offence within the ten (10) year period preceding the date in question.

**10.** First Directors.

The applicants for incorporation of the Corporation shall become the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected at the first meeting of Associate Members. The first directors shall, *ex officio*, be Associate Members of the Corporation while they are the first directors of the Corporation. The Board elected at the first meeting of Associate Members following incorporation shall replace the provisional directors named in the Letters Patent.

**11.** Election and Term.

Subject to the provisions of this By-law, directors shall be elected yearly by the Associate Members at an annual meeting. The directors' term of office shall be from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. The whole board of directors shall retire at the annual meeting at which the election of directors is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election.

**12. Vacancies.**

The office of a director shall automatically be vacated:

- 12.1. If the director ceases to be an Associate Member of the Corporation;
- 12.2. If the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorised assignment or is declared insolvent;
- 12.3. If the director is found to be a mentally incompetent person or becomes of unsound mind;
- 12.4. If the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- 12.5. If at a special meeting of Associate Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Associate Members at the special meeting removing the director before the expiration of the director's term of office;
- 12.6. If the director dies; or
- 12.7. If the director is convicted of an indictable offence.

**13. Filling Vacancies.**

A vacancy occurring in the Board shall be filled as follows:

- 13.1. If the vacancy occurs as a result of the removal of a director by the Associate Members in accordance with paragraph 12.5 above, it may be filled upon the vote of a majority of the Associate Members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- 13.2. Any other vacancy in the Board may be filled for the remainder of the term by the directors then in office, provided there is a quorum. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Associate Members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any Associate Member;
- 13.3. Otherwise such vacancy shall be filled at the next annual meeting of the Associate Members at which the directors for the ensuing year are elected.
- 13.4. If the number of directors is increased between annual meetings of Associate



Members, a vacancy or vacancies, equal to the number of the authorised increase, shall thereby be deemed to have occurred, which may be filled in the manner provided in paragraphs 13.2 and 13.3.

**14.** Executive Committee.

- 14.1. The Board may establish an executive committee comprised of such directors as the Board may from time to time appoint to the executive committee.
- 14.2. The executive committee shall exercise such powers as are authorised by the Board. Reasonable notice of meetings of the executive committee shall be given in the manner provided in paragraph 68. Subject to the Corporate Governance Act, the provisions of paragraphs 18 and 19 hereof, shall apply to the executive committee. A quorum at any meeting of the executive committee shall be two (2) directors. Subject to the By-laws and any resolution of the Board, the executive committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- 14.3. Executive committee members shall be subject to removal by resolution of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the performance of their duties.

**15.** Nominating Committee.

- 15.1. The Board constituted after the election of members to replace the provisional directors named in the Letters Patent shall establish a nominating committee comprised of such directors as the Board may from time to time appoint.
- 15.2. The nominating committee shall, not less than 60 days prior to the date of each annual general meeting of the Corporation and as soon as may be possible prior to a meeting of Associate Members held for the purposes of paragraph 13.1 or 13.2, give the Associate Members notice of the committee's nominees for election as directors. The nominating committee shall, as soon as may be possible prior to a meeting of the Board held for the purposes of paragraph 13.2, give the Board notice of the committee's nominee(s) for election as director(s).
- 15.3. The nominating committee shall, prior to the appointment by the Board of an officer of the Corporation, give the Board notice of its nominee(s) for the office in question.
- 15.4. The individuals nominated by the committee as directors or officers shall be persons who in the view of the members of the nominating committee share the goals and principles of the Corporation and are otherwise qualified to serve as directors or officers of the Corporation. The committee shall select

nominees with a view to ensuring that more than 50% of the directors, trustees, officers or similar officials of the Corporation are Independent Persons and that the Corporation otherwise complies with applicable requirements of Regulatory Law.

- 15.5. Reasonable notice of meetings of the nominating committee shall be given in the manner provided in paragraph 68. Subject to the Corporate Governance Act, the provisions of paragraphs 18 and 19 hereof, shall apply to the nominating committee. A quorum at any meeting of the nominating committee shall be two (2) directors. Subject to the By-laws and any resolution of the Board, the nominating committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- 15.6. Nominating committee members shall be subject to removal by resolution of the Board. Nominating committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the performance of their duties.
- 15.7. Notwithstanding the foregoing provisions of this section 15, directors to be elected at the first meeting of Associate Members following incorporation shall be nominated by the Associate Members who are successors to the initial Associate Members pursuant to section 47.3 provided that such nominees shall be persons who in the view of the successor Associate Members share the goals and principles of the Corporation and are otherwise qualified to serve as directors of the Corporation. The successor Associate Members shall select nominees as directors with a view to ensuring that more than 50% of the directors of the Corporation are Independent Persons and that the Corporation otherwise complies with applicable requirements of Regulatory Law.

**16. Other Committees.**

The Board may from time to time constitute any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee shall be comprised of directors and/or individuals who are not directors as the Board sees fit. Any such committee may formulate its own rules of procedure subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also directors of the Corporation.

**17. 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 therefore if such compensation is permitted by Regulatory Law, the Corporate Governance Act and any other applicable law.

## **MEETINGS OF DIRECTORS**

### **18. Place of Meetings.**

Meetings of the Board may be held at any place within or outside Canada.

### **19. Notice.**

19.1. A meeting of the Board may be convened by the Chairperson of the Board, the President if a director, or any two directors at any time. The Secretary, when directed or authorised by any of such officers or any two directors, shall give notice of a meeting of the Board.

19.2. Notice of any meeting that is provided electronically shall be served in the manner specified in paragraph 68 of this By-law not less than forty-eight (48) hours before the meeting is to take place. Notice of any such meeting that is sent by mail shall be served in the manner specified in paragraph 68 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 date for which the notice is given) before the meeting is to take place.

19.3. A notice of a meeting of directors held for the purpose of approving any financial statements of the Corporation or adopting, amending or repealing by-laws or submitting to the Associate Members any question or matter requiring the approval of the Associate Members or filling a vacancy among the directors or in the office of auditor or admitting an Associate Member shall state the purpose of the meeting.

19.4. 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.

19.5. 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.

19.6. If the first meeting of the Board following the election of directors by the Associate Members is held immediately thereafter, then for such meeting or for a meeting of the Board 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.

**20.** 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.

**21.** 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.

**22.** Regular Meetings.

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

**23.** Quorum.

A majority of the directors in office shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

**24.** Voting at Meetings of Directors.

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

**25.** Detailed Voting Ballot.

Where a director is unable to participate at a meeting of the directors of the Corporation then, subject to this By-law, the director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary to any director who indicates his or her inability to attend a meeting of directors in person or by teleconference. The completed and signed voting ballot must be returned by the absent director to the Secretary and to another director of the Corporation who will be attending the meeting of directors prior to the commencement of the meeting at

which the absent director's vote is to be counted. The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a director who is unable to attend the meeting the opportunity to make a reasoned judgement on the matters contained therein. A director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the mail ballot. The deposit of a ballot with the Secretary and a director of the Corporation will not constitute that director present for the purposes of establishing a quorum at any meeting of directors.

**26. Telephone Participation.**

The directors of the Corporation may meet by teleconference provided that a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the directors of the Corporation.

**27. Meetings by Other Electronic Means.**

The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- 27.1. the Board 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;
- 27.2. each director has equal access to the specific means of communication to be used;
- 27.3. each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

## **POWERS OF DIRECTORS**

**28. Manage Affairs.**

The Board shall have the power to manage and supervise the management of the affairs of the Corporation in all respects and to make or cause to be made for the Corporation, in its name, any 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 authorised to exercise and do and are not by the constating documents of the Corporation or by-laws of the Corporation or other applicable law required to be done by the Corporation at a general meeting of Associate Members.

**29. Expenditures.**

The Board shall have power to authorise expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The Board 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 may prescribe.

**30. Borrowing: Power.**

The Board may from time to time:

- 30.1. borrow money on the credit of the Corporation;
- 30.2. limit or increase the amount to be borrowed;
- 30.3. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- 30.4. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- 30.5. delegate the powers conferred on the directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

**31. Powers Supplementary.**

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

**32. Proviso.**

Provided that notwithstanding paragraphs 30 and 31, the Corporation shall not incur debts other than debts for current operating expenses and in connection with the purchase and sale of investments and debts incurred in the course of administering its charitable activities or in any other manner or for any other purposes not in compliance with Regulatory Law.

**33. Fund Raising.**

The Board shall take such steps as it 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.

**34. Agents and Employees.**

The Board 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. The remuneration of

officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an officer or officers of the Corporation.

## OFFICERS

### **35.** Appointment.

- 35.1. The Board may annually or more often as may be required, after receiving a notice from the nominating committee pursuant to paragraph 15.3, appoint a Chairperson of the Board, a Vice-Chairperson of the Board, a President, an Executive Director, a Secretary, one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers.
- 35.2. A director may be appointed to any office of the Corporation but none of the said officers need be a director or member of the Corporation except that the Chairperson of the Board and the President shall be directors of the Corporation.
- 35.3. Two 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.
- 35.4. The Board may from time to time, after receiving a notice from the nominating committee pursuant to paragraph 15.3, 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.

### **36.** Vacancies.

Notwithstanding the foregoing, an incumbent officer shall continue in office until the earlier of;

- 36.1. the officer's written resignation has been received by the Secretary and accepted by the Board;
- 36.2. the appointment of a successor;
- 36.3. that officer ceasing to be a director if such is a necessary qualification of appointment;
- 36.4. the meeting at which the directors annually appoint the officers of the Corporation;
- 36.5. that officer's removal pursuant to paragraph 38;
- 36.6. that officer's death.

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

**37. Remuneration of Officers.**

The remuneration of officers appointed by the Board shall be determined from time to time by resolution of the Board 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.

**38. Removal of Officers.**

Officers shall be subject to removal by resolution of the Board at any time, with or without cause. It shall be a term of the appointment of every officer of the Corporation that such person shall serve at the pleasure of the Board and may be removed as an officer without notice or any compensation in lieu thereof.

**39. 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 may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

**40. 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. The duties of the officers shall include:

- 40.1. Chairperson of the Board. The Chairperson of the Board, if any, shall, when present, preside at all meetings of the Board, committees of directors, if any, and the members.
- 40.2. Vice-Chairperson of the Board. If the Chairperson of the Board is unable to act or the office of Chairperson is vacant, the Vice-Chairperson of the Board, if any, shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chairperson.
- 40.3. President. The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the Board. If the Chairperson and the Vice-Chairperson of the Board are unable to act or the offices of Chairperson and Vice-Chairperson are vacant, the President shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chairperson of the Board and Vice-Chairperson of the Board; provided, however, that unless the President is a director, the President shall not preside as chairperson at any meeting of directors or of committees of directors.
- 40.4. Vice-President. If the Chairperson and the Vice-Chairperson of the Board and President are unable to act or the offices of Chairperson and Vice-



Chairperson and President are vacant, the Vice-President or, if more than one, the Vice- Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the Chairperson and Vice-Chairperson of the Board and President; provided, however, that a Vice President who is not a director shall not preside as chairperson at any meeting of the Board or of committees of directors, if any.

- 40.5. Secretary. The Secretary shall give or cause to be given notices for all meetings of the Board or committees of directors, if any, and members when directed to do so and shall have charge of the seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in paragraphs 109(1)(a) to (d) of the Corporate Governance Act. The Secretary shall, as required, certify documents issued or executed by the Corporation and affix the seal of the Corporation thereto if the Corporation has a corporate seal.
- 40.6. Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account and shall deposit or shall cause to be deposited all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board, receiving proper vouchers thereof and render to the Board at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation.
- 40.7. Assistant Secretary and Assistant Treasurer. The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.
- 40.8. Executive Director. The Board may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the affairs, property and business of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall supervise the day to day operations and administration of the Corporation. The Executive Director shall conform to all lawful orders given by the Board and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

#### **FOR THE PROTECION OF DIRECTORS AND OFFICERS**

41. For the Protection of Directors and Officers.

No director or officer 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 invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which 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 wilful neglect or default.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

#### **42. Indemnities to Directors and Officers.**

Subject to the limitations contained in the Corporate Governance Act and Regulatory Law:

42.1. Every director or officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation or other entity controlled by the Corporation or who otherwise incurs personal liability arising from his acts or omissions in performing duties as a director or officer of the Corporation and his 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.

42.1.1. all damages, settlements, judgements (including both pre-judgement and post-judgement interest) and costs, charges and expenses whatsoever sustained or incurred by or on behalf of the director or officer in connection with any claim for monetary or non-monetary relief for any error, omission, misstatement, misleading statement, neglect, breach of duty, negligent act, libel, slander or defamation of character actually or allegedly committed or attempted by any of the Corporation's directors or officers while acting solely in their capacity as a director or officer of the Corporation or any other matter claimed against them solely by reason of being a director or officer of the Corporation; and

42.1.2. all other costs charges and expenses which the director or officer sustains or incurs in or about or in relation to the affairs of the Corporation,

except such damages, settlements, etc., costs, charges or expenses as are occasioned by his or her own wilful neglect or default or that relate to

liability for his failure to act honestly and in good faith in performing his duties or that are excluded from coverage under any policy of directors and officers insurance under which the Corporation and/or the Corporation's directors and officers are insureds;

42.2. Insurance may be purchased to indemnify the executor, trustee, director or officer for the personal liability described in paragraph 42.1.

**43. Independent Indemnity Right.**

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 Corporate Governance Act or law.

### **INTERESTED DIRECTOR CONTRACTS**

**44. 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 Corporate Governance Act and except as permitted by the Corporate Governance 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 98 of the Corporate Governance 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 Corporate Governance 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 avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realised by or from any such contract or arrangement by reason of any fiduciary relationship.

**45. Submission of Contracts or Transactions to Members for Approval.**

The Board in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the Associate Members or at any general meeting of the Associate Members called for the purpose of considering the same and, subject to the provisions of Section 98 of the Corporate Governance 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

Corporate Governance Act, the Letters Patent or the By-laws) 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.

## **MEMBERSHIP**

### **46. Classes of Members.**

There shall be two classes of members of the Corporation namely Associate Members and General Members.

- 46.1. Each Associate Member shall be entitled to receive notice of and attend at each meeting of Associate Members and to cast one (1) vote at each such meeting for the election of directors of the Corporation and on any other matter that comes before such meeting.
- 46.2. General Members shall be entitled to participate in the activities and programs of the Corporation on such terms and conditions as the Board may authorise from time to time. General Members shall not be entitled to receive notice of, attend at or vote at meetings of Associate Members or otherwise participate in the governance of the Corporation.
- 46.3. No member of the Corporation shall, as such, be entitled, in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property and assets of the Corporation, to receive any such property or assets or otherwise participate in such distribution.

### **47. Admission to Membership.**

- 47.1. Any person who shares the goals and principles of the Corporation and wishes to become a member of the Corporation may complete and deliver to the Corporation an application for membership containing such information, representations, warranties and undertakings as the Board may prescribe. In the event that an applicant for membership is a body corporate or association, the application shall designate an individual as representative of the applicant. It shall be a condition of membership in the Corporation that representations and warranties made in a membership application are true and that undertakings contained in a membership application shall be performed.
- 47.2. A person who has applied to become an Associate Member or General Member shall, if the Board in the exercise of an absolute discretion by resolution so determines, be admitted as an Associate Member or General Member for such term as may be specified in such resolution.
- 47.3. Notwithstanding sections 47.1 and 47.2, at the first meeting of Associate Members following incorporation, the initial Associate Members shall, by resolution, nominate 3 or more individuals to act as their successors as Associate Members and upon the nominees consenting in writing to become Associate Members, the nominees shall become the Associate Members of

the Corporation and the initial Associate Members shall cease to be Associate Members of the Corporation.

- 47.4. In the event that a member is a body corporate or an association, the individual designated as representative of the member in its membership application shall, until such designation is changed by notice from the member received, acknowledged and accepted by the Corporation, be authorised to exercise all the rights and perform all the obligations on behalf of the member.
- 47.5. The Board may delegate to the President or Secretary of the Corporation its powers with respect to the admission of General Members.

**48. Resignation.**

Any member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Corporation. A resignation shall be effective from the date of acceptance thereof by the Board. 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.

**49. Termination of Membership.**

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the first to occur of:

- 49.1. If the member is an individual, the death of the member;
- 49.2. If the member is a body corporate or association the dissolution of the member or amalgamation of the member with another body corporate or association;
- 49.3. When the member's period of membership expires (if any);
- 49.4. When the member ceases to be a member by resignation or otherwise in accordance with the By-laws or any condition provided for in the member's application for membership in the Corporation;
- 49.5. If, at a special meeting of Associate Members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

**50. Membership Dues.**

Each member shall be notified in writing of any membership fees or other amounts owing to the Corporation by the member. If any such amount is not paid within one (1) calendar month of the date on which it is due, the membership of the member shall, upon notice given by the Secretary of the Corporation and without prejudice to any of the other rights and remedies of the Corporation, cease to be a member of the Corporation.

## MEMBERS' MEETINGS

**51.** Time and Place of Meetings.

Subject to compliance with section 102 of the Corporate Governance Act, the annual meeting of the Associate Members shall be held on such day in each year and at such time as the directors may determine at any place within Canada or, if a majority of the Associate Members so agree, outside Canada.

**52.** Annual Meetings.

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

**53.** Special Meetings.

Other meetings of the Associate Members may be convened by order of the Board at any date and time and at any place within Canada or, if a majority of the Associate Members so agree, outside Canada. The Board shall call a special general meeting of Associate Members on written requisition of not less than 25% of the Associate Members.

**54.** Notice.

54.1. Notice of any annual or special general meeting of Associate Members shall be provided to Associate Members of the Corporation by any of the following means:

54.1.1. by mail sent to each Associate Member not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place;

54.1.2. by electronic means such as e-mail or facsimile at least 48 hours before the meeting;

54.1.3. by notice published in a regular newsletter of the Corporation which is sent to each Associate Member of the Corporation individually;

54.1.4. where the Corporation has more than one hundred (100) Associate Members, by notice published in a local newspaper circulating in a community where the majority of the Associate Members reside.

54.2. A notice of a meeting of Associate Members held for the purpose of approving any financial statements of the Corporation or adopting, amending or repealing by-laws or submitting to the Associate Members any question or matter requiring the approval of the Associate Members or removing an Associate Member shall state the purpose of the meeting.

**55.** Waiver of Notice.

An Associate Member and any other person entitled to attend a meeting of Associate Members may, in any manner, waive notice of a meeting of Associate Members and attendance of any such person at a meeting of Associate Members 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.

**56.** Error or Omission in Giving Notice.

No error or accidental 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.

**57.** Quorum.

A quorum at any meeting of the Associate Members (unless a greater number of members and/ or proxies are required to be present by the Corporate Governance Act or by the Letters Patent or any other By-law) shall be two Associate Members present in person. 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 Associate Members or within such reasonable time thereafter as the Associate 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 68 with regard to notice shall apply to such adjournment.

**58.** Chairperson of the Meeting.

In the event that the Chairperson of the Board and the Vice-Chairperson of the Board are absent, the President is absent or is not a director and there is no Vice-President present who is a director, 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.

**59.** Adjournment.

The chairperson of any meeting of Associate Members 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 Associate 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.

**60.** Meetings by Teleconference.

If a majority of the Associate Members consents (either at a meeting of Associate Members by simple resolution or by consents in writing signed by or on behalf of a

majority of the Associate Members including a consent contained in an application for membership), a meeting of Associate Members may be held by teleconference.

**61. Meeting by Other Electronic Means.**

The Associate Members of the Corporation may meet by electronic means other than teleconference that permits each Associate Member to communicate adequately with each other, provided that:

- 61.1. the Board 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;
- 61.2. each Associate Member has equal access to the specific means of communication to be used;
- 61.3. each Associate Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

**62. Voting of Members.**

- 62.1. At all meetings of the Associate Members every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Corporate Governance Act or by the By-laws or a resolution referred to in paragraph 61.1. 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.
- 62.2. No Associate Member shall be entitled either in person or by proxy to vote at meetings of Associate Members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.
- 62.3. At any meeting of Associate Members 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.
- 62.4. A poll may be demanded either before or after a 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

**63. Proxies.**

Votes at meetings of the Associate Members may be given either personally or by proxy or, in the case of an Associate Member who is a body corporate or



association, by an individual authorised by a resolution of the board or governing body of the body corporate or association to represent it at meetings of Associate Members of the Corporation or designated as its representative in its application for membership. At every meeting at which an Associate Member is entitled to vote, every Associate Member and/or person appointed by proxy to represent one or more members and/or individual so authorised to represent an Associate Members 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 Associate Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorised shall have one vote and every person appointed by proxy shall have one vote for each Associate 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 authorised in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorised.

A person appointed by proxy must be an Associate Member.

A proxy may be in the following form:

The undersigned member of *Centre For Inquiry – Le Centre Pour l'Enquête* 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 Associate 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.

\_\_\_\_\_  
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 Associate Members is to be held. The chairperson of any meeting of Associate Members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic 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 electronic or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

## **CUSTODY AND VOTING SHARES AND SECURITIES**

### **64. Voting Shares and Securities.**

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board shall from time to time determine. The duly authorised signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

**65. Custody of Securities.**

All shares and securities owned by the Corporation shall be lodged with a chartered bank or a trust company or in a safety deposit box or, if so authorised by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

### **EXECUTION OF INSTRUMENTS**

**66. Execution of Instruments.**

Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by:

- 66.1. Any one of the Chairperson of the Board, the Vice-Chairperson of the Board, the President or a Vice-President together with any one of the Secretary or the Treasurer;
- 66.2. Any two directors; or
- 66.3. Any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorisation or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- 66.4. 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.

- 66.5. The seal of the Corporation, if it has one, may be affixed when required to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

### **CHEQUES, DRAFTS, NOTES, ETC.**

**67.** 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 such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

### **NOTICES**

**68.** Service.

Subject to paragraph 54 of this By-law regarding notices to Associate Members of any annual or special general meetings of Associate Members, any notice or other document required by the Corporate Governance Act, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be:

- 68.1. delivered personally,
- 68.2. sent by prepaid mail, or
- 68.3. sent by electronic means such as e-mail or facsimile

at such person's 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 auditor 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.

**69.** 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, printed or, if the document is in electronic form, affixed by electronic means.

**70.** 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 or 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.

71. Proof of Service.

With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 68 of this By-law and mailed at a post office or mail box. With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. 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 document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

### **RULES AND REGULATIONS**

72. Rules and Regulations.

The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Associate Members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of Associate Members shall at and from that time cease to have force and effect.

### **BY-LAWS**

73. By-laws.

The Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Associate Members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until all requisite approvals by the Minister of Industry have been obtained.

### **AUDITORS**

74. Auditors.

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to Associate 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 the auditor. The remuneration of the auditor shall be fixed by the Board.

**FINANCIAL YEAR**

**75. Financial Year.**

The financial year of the Corporation shall terminate on the 30<sup>th</sup> day of September in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this \_\_\_\_ day of \_\_\_\_\_, 2007

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary