

Alliance of
Natural History
Museums of Canada



Alliance des
musées d'histoire
naturelle du Canada

**ALLIANCE OF NATURAL HISTORY MUSEUMS OF CANADA/
ALLIANCE DES MUSÉES D'HISTOIRE NATURELLE DU CANADA**

BY-LAW NO. 1

Approved _____, 2010 / *Adopté le* _____ *October 2011*

**ALLIANCE OF NATURAL HISTORY MUSEUMS OF CANADA/
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BY-LAW NO. 1

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**ALLIANCE OF NATURAL HISTORY MUSEUMS OF CANADA/
ALLIANCE DES MUSÉES D'HISTOIRE NATURELLE DU CANADA**

BY-LAW NO. 1

ARTICLE 1 - INTERPRETATION

- 1.1 **Definitions.** In this by-law, unless the context otherwise requires:
- (a) “Act” means the *Canada Corporations Act*, as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in this by-law to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
 - (b) “by-law” means this By-law No. 1, as amended;
 - (c) “Corporation” means the Alliance of Natural History Museums of Canada/Alliance des musées d'histoire naturelle du Canada;
 - (d) “Letters Patent” means the Letters Patent of the Corporation as amended;
 - (e) “meeting of Members” includes an annual and a special meeting of members;
 - (f) “Member” means a person having a membership in the Corporation in good standing; and
 - (g) “person” includes a body corporate, corporation, company, partnership, syndicate, trust, an individual, unincorporated association, unincorporated division, unincorporated organization, unincorporated institution and unincorporated entity including, without limitation, unincorporated museums which are part of a governmental entity or ministry in Canada.
- 1.2 **Other Definitions.** Other terms are defined in the context in which they appear and shall have the meanings there indicated.
- 1.3 **Interpretation.** In this by-law, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*. Whenever the terms “include”, “includes” or “including” are found in this by-law, they shall be deemed to be followed by the words “without limitation”.

- 1.4 **Headings.** The headings used throughout the by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of this by-law or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- 1.5 **Conflict with By-laws.** To the extent of any conflict between the provisions of this by-law and the provisions of either the Act or the Letters Patent, the provisions of the Act, or the Letters Patent shall govern.
- 1.6 **Invalid Provisions.** The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

ARTICLE 2 - CORPORATE SEAL

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

ARTICLE 3 - MEMBERS

- 3.1 **Membership.** Membership in the Corporation shall be limited to one (1) category of persons, other than individual persons, interested in furthering the objects of the Corporation consisting of anyone whose application for admission as a Member has received the approval of the board of directors (the "Board") of the Corporation (the "Regular Members"). The Regular Members shall consist of those Canadian museums that are mandated through federal, provincial, municipal, university or other legislation or by-laws to carry out programs in natural history that include, but are not limited to, (i) the development and maintenance of collections of specimens, (ii) research leading to publication in peer reviewed journals; and (iii) educational programs directed at students and the general public, and which have applied for membership and been admitted as Regular Members. Regular Members shall be entitled to receive notice of, attend and vote at all meetings of the Members.
- 3.2 **Membership Fees.** There shall be no membership fees unless otherwise determined by resolution of the Board. When and if fixed by the Board, membership fees shall be payable annually in advance within thirty (30) days of the commencement of the then current fiscal year of the Corporation.
- 3.3 **Resignation.** Any Member may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the Secretary. The resignation of a Member shall not entitle the Member to a refund or rebate of membership fees previously paid. The resignation of a Member shall not reduce or extinguish the obligation of such Member to pay any membership fees then outstanding.
- 3.4 **Removal.** Any Member may be removed as a Member by a vote of at least sixty-six and two-thirds percent (66 2/3%) of the Members entitled to vote at a meeting of the Members, provided that the Member proposed for removal shall be granted an opportunity to be heard at such meeting.

3.5 **Membership Not Transferable.** The interest of a Member in the Corporation is not, directly or indirectly, transferable.

3.6 **Regular Member Appointee.** Each Regular Member shall be represented in the Corporation by the chief executive officer or director of the Regular Member or his or her designate (the "Appointee").

ARTICLE 4 - BOARD OF DIRECTORS

4.1 **Number and Qualification.** The property and business of the Corporation shall be managed by the Board which shall be composed of not less than three (3) and not more than nine (9) Directors. The number of Directors shall be fixed by the Regular Members from time to time. Directors shall be individuals, at least eighteen (18) years of age and have power under law to contract. A Director need not be a Member of the Corporation. Each Director shall also hold the separate office of Appointee of a Regular Member. Until this by-law is amended pursuant to its provisions, each Board elected by the Regular Members shall consist of:

- (a) one (1) Director from each of the following regions:
 - (i) British Columbia and the Yukon;
 - (ii) Saskatchewan, Alberta and the Northwest Territories;
 - (iii) Manitoba and Ontario;
 - (iv) Quebec, Nunavut and New Brunswick; and
 - (v) Nova Scotia, Prince Edward Island and Newfoundland and Labrador;
- (b) one (1) Director from the Canadian Museum of Nature; and
- (c) up to three (3) Directors being Appointees of the Regular Members at large.

4.2 **Term of Directors.** The Directors shall be elected at an annual meeting for a term of one (1) or two (2) years, as determined by the Regular Members, or until their successors are elected by the Regular Members. All Directors shall be eligible for re-election.

4.3 **Vacation of Office of Director.** The office of a Director shall be automatically vacated:

- (a) if the Director resigns from office by delivering a written resignation to the Secretary;
- (b) if the Director is found by a court to be of unsound mind;
- (c) if the Director becomes bankrupt or is unable to pay the Director's debts as they become due;

- (d) if at a special general meeting of the Members, a resolution is passed by at least sixty-six and two-thirds percent (66 2/3%) of the Regular Members present at such meeting that the Director be removed from office;
- (e) if the Director dies; or
- (f) if the Director ceases to be the Appointee of a Regular Member,

provided that if any vacancy shall occur for any reason contained in this Section 4.3, the Board by majority vote may fill the vacancy. If at a meeting of the Members the Regular Members fail to elect the number or minimum number of the Directors required by the Letters Patent or this by-law or if a vacancy occurs as a result of any of the foregoing reasons which is not filled by the Board, the Directors remaining in office may exercise all the powers of the Board provided that a quorum of Directors is elected or remains in office as the case may be.

- 4.4 **Resignation.** A retiring Director whose resignation stipulates that it is not to be effective until a certain meeting of the Board or Members shall remain in office until the dissolution or adjournment of the meeting at which the resignation is to be effective.
- 4.5 **Remuneration.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by the Director in the performance of the Director's duties.

ARTICLE 5 - POWERS OF BOARD OF DIRECTORS

- 5.1 **Management.** The Board shall 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, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Board shall have power to authorize expenditures on behalf of the Corporation from time to time.
- 5.2 **Finances.** 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, payments and donations of any kind whatsoever 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 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 determine.
- 5.3 **Employees.** The Board may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board. The Board may delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees.

- 5.4 **Remuneration.** The Board may fix a reasonable remuneration for all of the agents and employees of the Corporation. Each Director, Officer and committee member of the Corporation shall serve as such without remuneration and no Director, Officer or committee member shall directly or indirectly receive any profit from his/her position as such provided that a Director, Officer or committee member may be paid reasonable expenses incurred by them in the performance of their duties.
- 5.5 **Borrowing.** The Board may from time to time:
- (a) borrow money upon the credit of the Corporation;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue debentures or other securities of the Corporation;
 - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - (e) secure any such 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.

The Board may delegate such powers to the Officers or the Directors to such extent and in such manner as the Board may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

- 5.6 **Fiduciary Duty and Standard of Care.** Every Director and Officer of the Corporation, in exercising their powers and discharging their duties shall (i) act honestly and in good faith with a view to the best interests of the Corporation; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 6 - OFFICERS

- 6.1 **Officers.** The officers of the Corporation shall be a president (the “President”), a vice-president (the “Vice-President”), a secretary (the “Secretary”) and a treasurer (the “Treasurer”) and any other officers as the Board may by resolution determine (individually, an “Officer” and collectively, the “Officers”). Any two or more offices may be held by the same person provided that no person may hold the office of President and Vice-President simultaneously. The Officers shall be appointed from among the Directors.
- 6.2 **Appointment.** The Officers shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of the Members at which the Board is elected.

- 6.3 **Term.** The Officers shall hold office for a term of one (1) or two (2) years from the date of appointment, as determined by the Board, or until their successors are appointed. Any Officer may be removed by resolution of the Board at any time. All Officers shall be eligible for reappointment.

ARTICLE 7 - DUTIES OF OFFICERS

- 7.1 **President.** The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. The President shall have the general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as may be determined by the Board from time to time.
- 7.2 **Vice-President.** 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 may be determined by the Board from time to time.
- 7.3 **Treasurer.** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking or causing to be taken proper vouchers for such disbursements, and shall render to the President and Board at regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
- 7.4 **Secretary.** The Secretary shall carry on the affairs of the Corporation generally under the supervision of the other Officers, shall attend all meetings of the Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be specified by the Board or President. The Secretary shall be custodian of the seal of the Corporation.
- 7.5 **Other Officers.** The duties of all other Officers shall be such as the terms of their appointment require or as may be determined by the Board from time to time.

ARTICLE 8 - EXECUTIVE COMMITTEE

- 8.1 **Executive Committee.** There shall be an executive committee (the "Executive Committee") comprised of the President, the Vice-President, the Treasurer, the Secretary, and such number of other persons who are also Appointees of Regular Members as may be determined by resolution of the Board, from time to time. Subject to the provisions of the Act and subject to the power of the Board to restrict the powers of the Executive

Committee from time to time as the Board may determine, the Executive Committee shall possess and may exercise, during intervals between meetings of the Board, all of the powers of the Board in the administration of the affairs of the Corporation other than the power to repeal, vary, add to or amend the by-laws of the Corporation. Executive Committee members shall receive no remuneration for serving as such and no Executive Committee member shall directly or indirectly receive any profit from his/her position as such provided that Executive Committee members may be paid reasonable expenses incurred by them in the exercise of their duties. The members of the Executive Committee shall be subject to removal by resolution of the Board at any time.

- 8.2 **Meetings.** Meetings of the Executive Committee may be held at any time and place to be determined by the members of the Executive Committee, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member thereof. Provided further that, if notice of any such meeting is given by mail, such notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of members of the Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member thereof may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Sections 10.3 and 10.4 apply, *mutatis mutandis*, to meetings of the Executive Committee.

ARTICLE 9 - COMMITTEES

- 9.1 **Committees.** The Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board. Committee members shall receive no remuneration for serving as such and no committee member shall directly or indirectly receive any profit from his/her position as such provided that committee members may be paid reasonable expenses incurred by them in the exercise of their duties.

ARTICLE 10 - MEETINGS OF THE BOARD OF DIRECTORS

- 10.1 **Meetings - Number and Notice.** Meetings of the Board may be held at any time and place to be determined by the Board, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Provided further that, if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board 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. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The President may, and the Secretary shall upon written requisition

of not less than a majority of the Directors, call a meeting of the Board. There shall be at least two (2) meetings per year of the Board.

- 10.2 **Quorum.** A majority of the number of Directors fixed from time to time shall constitute a quorum at any meeting of the Board.
- 10.3 **Voting.** Each Director shall be entitled to exercise one (1) vote at each meeting of the Board on each issue which properly comes before the Board. Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Board, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 10.4 **Participation by Conference Telephone or other Electronic Means.** If all members of the Board consent thereto in advance, generally or in respect of a particular meeting, and all members have equal access, a Director may participate in a meeting of the Board by means of such conference telephone or other electronic means as permit all persons participating in the meeting to communicate with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

ARTICLE 11 - MEETINGS OF THE MEMBERS

- 11.1 **Meetings.** Meetings of the Members shall be either an annual meeting or a special meeting. The annual or any special meeting of Members shall be held at the head office of the Corporation or at any place in Canada and on such date as the Board may determine. The Regular Members may resolve that a particular meeting of Members be held outside Canada.
- 11.2 **Quorum.** A majority consisting of fifty-one percent (51%) of the Regular Members present by Appointee at any meeting of the Members shall constitute a quorum at any such meeting.
- 11.3 **Business at Annual Meeting.** At every annual meeting of the Members, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business which the Members under applicable law are so authorized to transact, at any meeting of the Members.
- 11.4 **Special Meeting.** The Board shall have power to call, at any time, a special meeting of the Members. The Board shall call a special meeting of the Members on written requisition of ten (10) of the Regular Members.

- 11.5 **Notice.** Notice for every meeting of Members shall be in writing and shall be forwarded to each Member of the Corporation by regular mail or by other electronic means at least fourteen (14) days prior to the date of the meeting. Notice of any meeting shall contain sufficient information to permit the Regular Members to form a reasoned judgment on any matter to be considered at such meeting. Regular Members do not have the right to vote by proxy. No error or omission in giving notice of any meeting of Members or any adjourned meeting of Members, shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.
- 11.6 **Voting.** The Regular Members shall have the right to exercise one (1) vote on each matter which properly comes before the Regular Members at each meeting of the Members.
- 11.7 **Required Majority.** Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Members, every question shall be determined by a majority of votes cast by the Regular Members at the meeting. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 11.8 **Participation by Conference Telephone or other Electronic Means.** If all Regular Members consent thereto in advance, generally or in respect of a particular meeting, and all Regular Members have equal access, a Regular Member may participate in a meeting of Members by means of such conference telephone or other electronic means as permit all persons participating in the meeting to communicate with one another, and a Regular Member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Regular Members at the meeting. Each vote cast by a Regular Member participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

ARTICLE 12 - MINUTES OF BOARD AND EXECUTIVE COMMITTEE

- 12.1 **Minutes.** The minutes of meetings of the Board and the Executive Committee shall not be available to the Members of the Corporation, but shall be available to the Board and the Regular Members.

ARTICLE 13 - CORRESPONDENTS

- 13.1 **Correspondents.** The Correspondents shall consist of those persons from within or outside Canada who show a demonstrated interest in the objects of the Corporation and also are sponsored for such position by a Regular Member. Correspondents shall be admitted as such for a three (3) to five (5) year term, as determined by the Board, provided that all Correspondents shall be eligible to renew their relationship provided that they remain sponsored by a Regular Member. Correspondents are not Members of the Corporation and may not become Directors of the Corporation provided that they shall be entitled to receive notice of and to attend meetings of the Members of the Corporation as determined by the Board from time to time.
- 13.2 **Fees.** There shall be no Correspondent fees unless otherwise determined by resolution of the Board. When and if fixed by the Board, Correspondent fees shall be payable annually in advance within thirty (30) days of the commencement of the then current fiscal year of the Corporation.
- 13.3 **Resignation.** Any Correspondent may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the Secretary. The resignation of a Correspondent shall not entitle the Correspondent to a refund or rebate of fees previously paid. The resignation of a Correspondent shall not reduce or extinguish the obligation of such Correspondent to pay any fees then outstanding.
- 13.4 **Removal.** Any Correspondent may be removed as a Correspondent by resolution of the Board, provided that the Correspondent proposed for removal shall be granted an opportunity to be heard at such meeting.
- 13.5 **Interest Not Transferable.** The interest of a Correspondent in the Corporation is not, directly or indirectly, transferable.

ARTICLE 14 - NOTICE

- 14.1 **Address for Notice.** For the purpose of sending notice to a Member, Correspondent, Director or an Officer for any meeting or otherwise, the address of the Member, Correspondent, Director or Officer shall be the last address recorded on the books of the Corporation.

ARTICLE 15 - INDEMNITY AND INSURANCE

- 15.1 **Indemnification.** Every Director and Officer of the Corporation, and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time

and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,

- (a) all costs, charges and expenses whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such Director or Officer, in or about the execution of the duties of his or her office, and
- (b) all other costs, charges and expenses that such Director or Officer 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 wilful neglect or default.

15.2 **Directors' and Officers' Liability Insurance.** The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by resolution of the Board.

ARTICLE 16 - EXECUTION OF DOCUMENTS

16.1 **Execution of Contracts.** Contracts, documents or any other instruments in writing requiring the signature of the Corporation, may be signed by any two (2) of the Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any individual or individuals who shall be empowered on behalf of the Corporation to sign specific contracts, documents or instruments in writing or specific types of contracts, documents or instruments in writing. The Board 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 securities owned by the Corporation. The seal of the Corporation may be affixed to contracts, documents and instruments in writing to be signed by the Corporation by any Director, Officer or individual or individuals entitled to sign the same whether pursuant to this by-law or by resolution of the Board.

ARTICLE 17 - HEAD OFFICE

17.1 **Head Office.** The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

ARTICLE 18 - FINANCIAL YEAR

18.1 **Financial Year.** Unless otherwise determined by resolution of the Board, the fiscal year-end of the Corporation shall be March 31.

ARTICLE 19 - AMENDMENT OF BY-LAWS

19.1 **Amendment of By-laws.** The by-laws of the Corporation not embodied in the Letters Patent of the Corporation may be repealed or amended by by-law enacted by the Board and sanctioned by an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the

Regular 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.

ARTICLE 20 - AUDITORS

- 20.1 **Auditors.** The Regular 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 Board may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

ARTICLE 21 - BOOKS AND RECORDS

- 21.1 **Books and Records.** The Board shall ensure that all books and records of the Corporation required by this by-law or by applicable law, are regularly and properly kept.

ARTICLE 22 - RULES AND REGULATIONS

- 22.1 **Rules and Regulations.** The Board may by resolution prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem appropriate.

DATED at the City of Ottawa, in the Province of Ontario, this ____ day of _____, 2010.