

A by-law relating generally to the conduct of the affairs of
ALUMNI ASSOCIATION OF THE UNIVERSITY OF ENGINEERING & TECHNOLOGY
LAHORE AND ITS AFFILIATES (the "**Corporation**")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Alumni" All graduates and faculty members of The University of Engineering & Technology (UET) Lahore And Its Affiliates which are/were affiliated with the UET Lahore will also be regarded as Alumni;

"Corporation" means Alumni Association of The University of Engineering & Technology Lahore And Its Affiliates, hereinafter called and referred to as UET Alumni of Canada (UETAC);

"member" means Alumni who submits a completed application to the Corporation and pays a non-refundable onetime fee, as determined by the board;

"fellow" means member who pays a non-refundable fee annually, or a lump sum amount, as determined by the board;

"board" means the board of directors of the Corporation, which will consist of maximum of twelve (12) directors of the Corporation;

"director" means an elected member of the board who is a fellow of the Corporation and permanent resident of Canada;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting or a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"**officer**" means a fellow of the Corporation designated by the board and is a permanent resident of Canada;

"**Executive Body**" means a group of elected officers of the Corporation, which will constitute minimum of four officers; President, Vice President, Secretary, and Secretary Finance

"**term**" means a period of two years of the Executive Body;

"**GTA**" means Greater Toronto Area.

2. Purposes

The main purposes of the Corporation are to:

- i. provide a forum to Alumni for providing assistance to UET and its students in meeting or enhancing their academic and professional goals. This assistance may be in the form of funds for student scholarships, technical literature or consultation on specific tasks or projects;

- ii. serve as a resource center for the UET in meeting its technological needs identified by maintaining regular contact with its faculty and students;
- iii. organize seminars or lectures in conjunction with the UET in subject areas that will contribute to the overall progress of engineering and technology in Pakistan.
- iv. serve as a vehicle for organizing and maintaining social interaction among Alumni.

The secondary purposes of the Corporation are to:

- a. guide and assist Alumni living in Canada, especially in the GTA, to attain professional and soft skills, acquire jobs in their relevant fields and assist them to integrate into the Canadian work environment. In collaboration with other Alumni and Professional Associations, UETAC shall hold informational and technical seminars on skill development, networking, and codes of practice in Canada as well as introduction to various design codes;
- b. provide a platform to network among members for advanced professional activities, such as sharing and supporting ideas, new solutions to old/new problems, engineering services and product related entrepreneurship;
- c. coordinate and maintain professional interactions between UETAC and other provincial organizations/Bodies/Universities in Eastern Canada, such as PEO, OAA, IOQ, APENS, PEGNL, APEGNB, Engineers PEI, in order to enhance the participation and image of the Corporation.

3. Interpretation

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

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

4. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by two third (2/3) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

6. Financial Year

The financial year end of the Corporation shall be on August 31st of each calendar year.

7. Banking Arrangements, Gifts and Audits

SECTION 1: Bank Account

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Secretary Finance of the Corporation and one officer of the Corporation as the board of directors may by resolution from time to time designate, direct or authorize.

SECTION 2: Gifts

The officers may accept on behalf of the Corporation any contributions, gifts or bequest for the general purposes or for any specific purpose of the UET Alumni of Canada.

SECTION 3: Funds

Corporation shall raise funds for its activities by the Membership dues, contribution by members and Non members through sponsorship.

SECTION 4: Annual Audits

An annual audit of the Corporation's books shall be performed by a qualified accountant and presented to the officers no later than the end of December each year.

8. Borrowing Powers

The directors of the Corporation on a special resolution may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

9. Annual Financial Statements

The Corporation shall provide to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may provide a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The

Corporation is not required to provide the documents or a summary to a member who, in writing, declines to receive such documents.

10. Affiliations

SECTION 1: Affiliations

The Corporation shall be affiliated with UET Lahore Alumni Association, Pakistan, and UET Alumni Association, North America, registered in the state of Maryland, USA. The Corporation will be governed by the general principles laid out in the by-laws of the Corporation and shall not affiliate with any political or government organization in Pakistan, Canada or anywhere else, nor will it support any political cause, activity or candidate for political office in Pakistan, Canada or anywhere else.

SECTION 2: Regional/Local Chapters

The Corporation may form local chapters to complement its activities.

SECTION 3: Principal Office

The principal office of the Corporation shall be located in the Province of Ontario.

11. Membership Conditions

SECTION 1: Eligibility

The membership of the Corporation is open to the Alumni and , current and past faculty members of the University of Engineering and Technology, Lahore, Pakistan resident in Canada. All graduates and faculty members of institutions which are/were affiliated with the UET-Lahore will also be regarded as Alumni. There will be two levels of memberships, namely; member and fellow. Voting will be restricted to members and fellow only. Membership to the Corporation will be granted to Alumni after his/her application is reviewed and recommended by the Executive body or its designate.

Membership will be revoked automatically if a member is found involved in any illegal and unethical practices and failed to follow the spirit of Professional Engineers of Ontario (PEO) ethics.

SECTION 2: Membership Fees

A non-refundable fee for a member or an annual non-refundable fee for a fellow will need to be paid, the amount for which will be determined by the board. All fees are due on or before January 31st of the year for which the membership is sought. Alumni joining the Corporation after September 30th will not be required to pay the dues until Jan 31st of the following year. A fellow shall be required to pay non-refundable renewal fee on the due date and, if not paid within thirty (30) days after the due date, the fellow in default shall automatically become a member of the Corporation.

SECTION 3: Voting

In the election of officers and other matters or transaction of such other business as may come before the members of the Corporation, each member shall be entitled to one vote. Voting by proxy shall be permitted.

SECTION 4: Voting Rights and Interests

The voting power and interest of the members in the Corporation shall be equal.

SECTION 5: Rights to Property

No member or officer of the Corporation shall have any right, title or interest whatsoever in or to any property or assets, which the Corporation may have or hereafter acquire. In the event of or upon the dissolution or winding up of this Corporation, the officers or persons in charge of the liquidation shall distribute any assets remaining, after payment or the discharge of all the Corporation's duties or obligations, to the University of Engineering and Technology, Lahore, Pakistan's student scholarship fund.

SECTION 6: Honorary Member

The Corporation may grant an honorary membership to a person in recognition of outstanding services and support provided to the Corporation and/or University of Engineering and Technology, Lahore, Pakistan.

SECTION 7: Member Access to by-laws

Upon induction into the Corporation, each new member can have access to the By-laws of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

12. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

13. Notice of Members Meeting

SECTION 1: Annual General Meeting

Annual general meeting of the Corporation shall be held every year for the transaction of any business as may properly come before the meeting.

SECTION 2: Meeting Notice

A written notice for the annual general meeting or a special meeting shall be given by the Secretary of the Corporation and e-mailed to the members at least thirty (30) days before the date of the meeting. A statement of the written notice given by the Secretary shall be entered in the minutes of the following board meeting; and the said minutes upon being read and approved at the next board meeting shall be conclusive.

SECTION 3: Quorum

Twenty percent (20%) of the members of the Corporation eligible to vote shall constitute a quorum for all purposes at annual general meeting of the Corporation. In case, 20% turn out is not achieved in the annual general meeting for the general election, or for the transaction of any business, the decision will be made based on the votes casted in the subsequent special meeting. A majority vote shall constitute an official and valid act of the Corporation.

SECTION 4: Attendance

Members will be expected to attend annual general meetings, which will be held at intervals not less than eleven (11) months as determined by the officers of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

14. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 10% of the voting rights. If the board do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

15. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,

- iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
 - f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make

any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

16. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

17. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

18. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

19. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than -three (3) members entitled to vote at the meeting at which the proposal is to be presented.

20. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

21. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

22. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

23. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their member to chair the meeting.

24. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

25. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on

the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

27. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

28. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting Corporation the minimum number of directors may not be fewer than three (3)

29. Term of Office of Directors

At the first election of Directors following the approval of this by-law, one-half (1/2) directors shall be elected for a four-year term and one-half (1/2) directors shall be elected for a two-year term. Thereafter, except when an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for four-year (4) terms.

Only those fellow members could contest election who have been members of the Corporation for a period of at least 15 continuous months. This requirement is exempted for the first election of the officers of the Corporation.

30. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any 1/3 of the directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

31. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 10 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

32. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such 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 meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

33. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question by showing hands. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

34. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body having at least one board member, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see 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 of directors.

35. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers for two years, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

SECTION 1: Officers

The officers of the UET Alumni of Canada shall include (see definition of executive body) a President, a Vice President, a Secretary, and a Secretary Finance and shall be appointed from the fellow members during the general members meeting of the UET Alumni of Canada. If the appointment of officers does not take place at such a meeting, then such appointment shall be held in a subsequent special meeting as soon thereafter as possible.

SECTION 2: Assumption of Office

Officers shall assume office immediately after their appointments or at a later date as advised by the board. Officers shall hold the office for a term of two years and until their successors are appointed and duly qualified or until their earlier resignation, removal or departure from the office. An officer can't hold same office position for more than two consecutive terms (4 years) in a period of 10 calendar years.

36. Description of Officers

The officers of the Corporation shall exercise all lawful powers of the Corporation, except as constrained by these by-laws or provided in the Articles of Incorporation.

SECTION 1: President

- a. Lead executive body of the UET Alumni of Canada (UETAC) and ensure that intent of the UETAC by-laws is followed in all activities carried out on behalf of the Corporation;
- b. Perform all duties incidental to the Office of the President as per by-laws, and any such duties requested by the board;
- c. Preside UETAC meetings of and make final decisions on the discussion points and suggestions from the executive body members and/or board members;
- d. Assign duties and responsibilities to the fellow executive body members in addition to their regular responsibilities/duties stipulated in the UETAC by-laws.

SECTION 2: Vice President

- a. Assist President in discharge of his/her duties;
- b. Perform all duties incidental to Vice President as per by-laws, and any such duties requested by the board;
- c. Act as President in absence of the President;

- d. If Vice President is unavailable for any reason, Secretary and Secretary Finance of UETAC shall jointly decide and appoint a temporary President from the board members;
- e. Develop, update and maintain UETAC website and its contents.

SECTION 3: Secretary

- a. Take minutes of meetings and keep custody of all UETAC records except financial records of the Corporation;
- b. Perform all duties incidental to Secretary as per by-laws, and any such duties requested by the board;
- c. Responsible for all communications with UETAC members;
- d. Maintain contact database for UET Alumni (members and non-members);
- e. Take regular backups of the Alumni database, at least quarterly.

SECTION 4: Secretary Finance

- a. Collect UETAC funds and keep custody of all financial records;
- b. Perform all duties incidental to Secretary Finance as per by-laws, and any such duties requested by the board;
- c. Maintain Books of UETAC Account;
- d. File Corporation's annual tax returns and liaise with tax authorities on behalf of UETAC;
- e. Disbursements and expenses in excess of CAD 2,500 must have approval of the board.

SECTION 5: Secretary, Community Liaison

- a. Coordinate with UET Lahore Faculty and its Administration;
- b. Coordinate and liaise with UET Alumni Association Lahore;

- c. Develop and maintain links with other Associations, Organizations, and Businesses around the Globe;
- d. Perform any special tasks assigned by the board or President from time to time.

SECTION 6: Secretary, Communication

- a. Responsible for media contacts, press releases, marketing or any communication with outside entities (other than UETAC members);
- b. Lead UETAC events and ensure their adequate media coverage;
- c. Look after issues and concerns of UETAC members;
- d. Perform any special tasks assigned by the board or President from time to time.

SECTION 7: Board Member

- a. Attend all board meetings;
- b. Actively participate in the decision making process of UETAC activities;
- c. Perform any special tasks assigned by the board from time to time;
- d. Should not miss more than 3 consecutive board meetings without legitimate reasons.

SECTION 7: Borrowing/Lending Funds

The officers shall have no power to borrow or lend money on behalf of the Corporation unless the same shall be approved and authorized by at least 30% of the members of the Corporation.

SECTION 8: Delegation

The officers may delegate, to the extent considered necessary, any portion of their authority to manage, control and conduct the Corporation's business to any standing or special committee of Corporation members. Notwithstanding such delegation, the

officers shall exercise general supervision and oversight of the committee(s) and their members.

37. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a fellow (if a necessary qualification of appointment) or
- d. such officer's death.

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

38. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the By-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice, The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

39. Invalidity of any Provisions of this By-law

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. Any invalid term of this by-law will be treated as severed from the remaining terms of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

40. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any

such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

41. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

42. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties.

- ii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- iii. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

43. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

44. Indemnification

- A. Indemnification of directors and officers:** The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his/her heirs and legal representatives to the extent permitted by the *Act*.
- B. Indemnity of others:** Except as otherwise required by the Act, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed activity, suit or proceeding, whether civil, criminal, administrative or investigative (other than an activity by or in the right of the Corporation) by reason of the fact that he or she is an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another body corporate, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him/her in connection with such activity, suit or proceeding if he/she acted honestly and in good faith with a view to the best interests of the Corporation and, with respect to anyis enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful. The termination of any activity, suit or proceeding by judgment, order, settlement or conviction shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative activity or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his/her conduct was lawful.
- C. Right of indemnity not exclusive:** The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other

rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors or otherwise, both as to activity in his/her official capacity and as to activity in another capacity, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

D. No liability of directors or officers for certain matters: To the extent permitted by the by-laws, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or body corporate with whom or which any moneys, securities or other assets belonging to the Corporation 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 that may happen in the execution of the duties of his/ her respective office or trust or in relation thereto unless the same shall happen by or through his/ her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

45. Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure

required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.