

**Bylaws of  
Family Supports Institute Ontario**

**November 2010**

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Family Supports Institute Ontario**

*FSIO By-Law  
November 17, 2010*

ARTICLE 1 - Interpretation	
1.01 Definitions .....	1
1.02 Interpretation .....	1
ARTICLE 2 – Corporate Seal	
2.01 Seal.....	1
ARTICLE 3 – Head Office	
3.01 Head Office .....	1
ARTICLE 4 – Purpose and Objects	
4.01 Objects.....	1
ARTICLE 5 – Conditions of Membership	
5.01 Members.....	1
5.02 Categories of Membership .....	2
5.03 Membership Fees.....	2
5.04 Resignation of Members .....,.....	2
ARTICLE 6 – Members’ Meetings	
6.01 Location of Meetings .....	2
6.02 Annual Meeting .....	2
6.03 General Meetings.....	2
6.04 Special Meetings.....	2
6.05 Quorum.....	2
6.06 Notice.....	2
6.07 Right to Vote.....	2-3
6.08 Votes to Govern.....	3
6.09 Telephone Participation.....	3
6.10 Meetings by Other Electronic Means.....	3
6.11 Errors or Omissions in Notice.....	3
ARTICLE 7 – Board of Directors	
7.01 Composition .....	3
7.02 Qualifications .....	3-4
7.03 Term .....	4
7.04 Removal or Vacation of Office .....	4
7.05 Remuneration of Directors .....	4
7.06 Vacancies .....	4
ARTICLE 8 – Power of Directors	
8.01 General .....	4
8.02 Responsibility .....	4
8.03 Powers of Individual Directors .....	5
8.04 Financial Management .....	5
8.05 Borrowing.....	5
8.06 Fundraising .....	5

8.07	Agents and Employees .....	5
ARTICLE 9 – Meetings of Directors		
9.01	Place Of Meetings .....	5
9.02	Notice .....	5-6
9.03	Regular Meetings .....	6
9.04	Quorum.....	6
9.05	Telephone Participation .....	6
9.06	Meetings by Other Electronic Means .....	6-7
9.07	Voting and Approval off resolutions.....	7
9.08	Errors or Omissions in Notice .....	7
ARTICLE 10 – Protection of Directors, Officers and Others		
10.01	Limitations of Liability .....	7
10.02	Indemnity .....	7-8
ARTICLE 11 – Officers and Duties		
11.01	General .....	8
11.02	President .....	8
11.03	Vice-President.....	8
11.04	Secretary .....	8-9
11.05	Treasurer .....	9
11.06	Executive Director .....	9
11.07	Executive Director an Officer.....	9
11.08	Removal of Officers .....	10
ARTICLE 12 – Committees		
12.01	Executive Committee .....	10
12.02	Other Committees .....	10
ARTICLE 13 – Execution of Documents		
13.01	General .....	10-11
13.02	Delegation .....	11
ARTICLE 14 – Minutes of Board of Directors and Executive Committee		
14.01	Minutes .....	11
ARTICLE 15 - Notices		
15.01	Service .....	11
15.02	Signature of Notices .....	11
15.03	Computation of Time .....	11-12
15.04	Proof of Service .....	12
ARTICLE 16 – Financial Year		
16.01	Financial Year .....	12
ARTICLE 17 – Amendment of By – Laws		
17.01	Amendment .....	12
17.01	Purpose and Objects .....	12

Article 18 – Auditors	
18.01 Auditors .....	12
ARTICLE 19 – Books and Records	
19.01 Books and Records .....	13
ARTICLE 20 – Rules and Regulations	
20.01 Rules and Regulations .....	13
Article 21 - Dissolution .....	13
Article 22 - Repeal .....	13

## ARTICLE 1 – INTERPRETATION

1.01 **Definitions.** In this By-Law, unless the context otherwise specifies or requires:

- (a) “Act” means the **Corporations Act of Ontario, R.S.O. 1990, c. C-38** as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Institute to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) “By-laws” means any By-law of the Institute from time to time in force and effect;
- (c) “Directors” means the directors elected by the Members pursuant to Article 7;
- (d) “Letters Patent” means the Letters Patent and any supplementary letters patent of the Institute;
- (e) “Member” means those **individuals and** organizations who are granted membership in the Institute pursuant to Article 5; and
- (f) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Institute to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.

1.02 **Interpretation.** In these By-laws and in all other By-laws of the Institute hereafter passed unless the context otherwise requires, 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, and references to persons shall include firms and corporations.

## ARTICLE 2 – CORPORATE SEAL

2.01 **Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Institute (was 2.01).

## ARTICLE 3 – HEAD OFFICE

3.01 **Head Office.** Until changed in accordance with the Act, the Head Office of the Institute shall be located **in the place in Ontario stipulated in the Letters Patent.**

## ARTICLE 4 PURPOSE AND OBJECTS

4.01 **Objects.** The Objects of the Institute are as stated in the Letters Patent, as amended from time to time.

## ARTICLE 5 CONDITIONS OF MEMBERSHIP

5.01 **Members.** At the discretion of the Board of Directors, membership may be granted to any individual or organization that supports the mission of the Institute upon payment of the applicable membership fees.

**5.02 Categories of Membership.** Categories of membership will be set, from time to time by the Board of Directors.

**5.03 Membership Fees.** Membership fees will be set by the Board of Directors **from time to time.**

**5.04 Resignation of Members.** Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and leaving a copy of same with the Secretary.

## **ARTICLE 6 MEMBERS' MEETINGS**

**6.01 Location of Meetings.** The annual or any other general meeting of the Members shall be held at the head office of the Institute or at any place in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

**6.01 Annual Meeting.** At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. Annual Meeting will occur within six (6) month of year end.

**6.03 General Meetings.** The Members may consider and transact any business either special or general at any meeting of the Members. The Chair of the Board of Directors or any two Members of the Board of Directors shall have power to call, at any time, a general meeting of the Members of the Institute.

**6.04 Special Meetings.** The Board of Directors shall call a special general meeting of Members on written requisition of Members carrying not less than 10% of the voting rights.

**6.05 Quorum.** 10% of Members present in person at a meeting will constitute a quorum.

**6.06 Notice.** Notice of any annual or special general meeting of Members shall be provided to Members of the Institute entitled thereto by any of the following means:

- a) by mail sent to each 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
- b) by electronic means such as e-mail or facsimile at least forty-eight (48) hours before the meeting; or
- c) by notice published in a regular newsletter of the Institute which is sent to each Member of the Institute individually.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member that the Members have the right to vote by mail.

**6.07 Right to Vote.** One member holds one vote. **The Board of Directors shall have the discretion to permit Members to cast votes by mail-in ballot. This discretion**

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may be exercised at such times and in relation to such questions as the Board of Directors may determine by ordinary resolution. Should the Board of Directors permit casting of votes by mail-in ballot in relation to questions to be raised at a particular meeting, then: (a) the Board shall adopt a procedure for casting votes by mail-in ballot; and (b) such procedure shall be included in the Notice of Meeting provided to each Member.

**6.08 Votes to Govern.** A majority of the votes cast by the Members present and carrying voting rights or by mail shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these By-laws. (8.06 part – amended “proxy” to “mail”)

**6.09 Telephone Participation.** The Members of the Institute may meet by teleconference provided that either a majority of the Members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Members at a meeting of the Members.

**6.10 Meetings by Other Electronic Means.** The Members of the Institute may meet by other electronic means that permits each Member to communicate adequately with each other, provided that:

- a) the Board of Directors has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- b) each Member has equal access to the specific means of communication to be used.

**6.11 Errors or Omissions in Notice.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Institute shall invalidate such meeting or make void any proceedings taken thereat. For the purpose sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be his or her last address recorded on the books of the Corporation.

## **ARTICLE 7 BOARD OF DIRECTORS**

### **7.01 Composition.**

- a) The property and business of the Institute shall be managed by a Board of Directors, comprised of a minimum of six (6) and a maximum of twelve (12) Directors. The number of Directors shall be **fixed** from time to time by **special resolution**.
- b) The Board shall be made up of representatives of 6 regions in the Province of Ontario and shall have no less than 50% of its Members from the Greater Toronto Area.

### **7.02 Qualifications**

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Each Director shall:

- Be at least 18 years of age,
- Have the power under law to contract.
- Be Members or become Members within ten (10) days after her/his election and remain so throughout her term of office (3.01 amended).
- Not have any conflict of interest with the Institute and the administration of its trust and must absent herself/himself from any discussions where conflict of interest exists

**7.03 Term** Each director shall be elected for a term of two (2) years. Directors may be re-elected up to a maximum of three consecutive terms

**7.04 Removal or Vacation of Office.** The office of Director shall be automatically vacated:

- a) if at a special general meeting of Members, a resolution is passed by two thirds of the Members present at the meeting that he/she be removed from office;
- b) if a Director has resigned his/her office by delivering a written resignation to the secretary of the Institute;
- c) if he/she is found by a court to be of unsound mind;
- d) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a qualified individual.

**7.05 Remuneration of Directors.** 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 him/her in the performance of his/her duties.

**7.06 Vacancies.** A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation/retirement is accepted.

## **ARTICLE 8 POWERS OF DIRECTORS**

**8.01 General.** The Directors of the Institute may administer the affairs of the Institute in all things and make or cause to be made for the Institute, in its name, any kind of contract which the Institute 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 Institute is by its Letters Patent or otherwise authorized to exercise and do.

**8.02 Responsibility.** Every Director of the Institute shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Institute, and in connection therewith shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.



**8.03 Powers of Individual Directors.** No individual Director shall have any authority to act on behalf of the Board with respect to the Institute except as provided in this By-law or by resolution of the Board.

**8.04 Financial Management.** The Directors shall have power to authorize expenditures on behalf of the Institute from time to time and may delegate by resolution to an officer or officers of the Institute the right to employ and pay salaries to employees. The Directors 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 Institute in accordance with such terms as the Board of Directors may prescribe.

**8.05 Borrowing.** The Board of Directors is hereby authorized, from time to time to:

- a) borrow money upon the credit of the corporation;
- b) limit or increase the amount to be borrowed;
- c) issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
- d) secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, 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.

**8.06 Fundraising.** The Board of Directors shall take such steps as they may deem requisite to enable the Institute 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 Institute.

**8.07 Agents and Employees.** The Board of Directors may appoint such agents and engage such employees 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 by the Board of Directors at the time of such appointment, except where the Board delegates this function to the Executive Director.

## **ARTICLE 9 MEETINGS OF DIRECTORS**

**9.01 Place of Meeting.** Meetings of the Board of Directors may be held either at the head office or at any place within or outside Ontario.

**9.02 Notice.**

- a) Subject to any other provision of this By-law, a meeting of Directors may be convened by the Chair of the Board, the Secretary, or any two (2) Directors at any time.
- b) Notice of any meeting that is provided electronically shall be served in the manner specified in section 6 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 the section 6 of this By-law 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.

- c) 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 or 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.
- d) 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.
- e) If the first meeting of the Board of Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Director's is present.

**9.03 Regular Meetings.** The Board of Directors may appoint a day or days in any month of months for regular meetings of the Board at the 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.

**9.04 Quorum.** In the absence of a special resolution providing otherwise, a majority of Directors in office shall constitute a quorum for meetings of the Board of Directors. However, in no case shall a quorum be less than two-fifths of the Board of Directors. Any meetings of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the By-laws of the Institute.

**9.05 Telephone Participation.** The Directors of the Institute may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Institute.

**9.06 Meetings by Other Electronic Means.** The Directors of the Institute may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- a) the Board of Directors of the Institute has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording

votes;

- b) each Director has equal access to the specific means of communication to be used;
- c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

**9.07 Voting and Approval of Resolutions.** Resolutions of the Board shall be adopted by consensus, defined as general acceptance by all Directors present and eligible to vote. **In each case of a resolution adopted by consensus, the minutes of the meeting shall clearly record that a consensus was reached.** The Chair will use his/her discretion as to when to call a vote. If a vote is required, each Director is authorized to exercise one (1) vote. Subject to the Act, questions arising at any meeting of Directs shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the meeting in addition to an original vote shall have a second or casting vote.

**9.08 Error or Omissions in 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.

## **ARTICLE 10 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **10.01 Limitation of Liability**

No director or officer 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 other act or conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, r for any other loss, damage or by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

### **10.02 Indemnity**

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporations is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate), and the heirs and legal representatives of such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or of such body corporate, if:

- a) such person acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.

## ARTICLE 11 OFFICERS AND DUTIES (4.01)

- 11.01 General.** The Board shall annually, or as often as may be required, elect a **President**, **Vice-President**, **Past-President**, Secretary, and the Treasurer from among the Directors. Every officer shall be appointed at the first meeting of the Board following the annual meeting of Members and shall hold office until his/her successor is appointed or his term expires or he is otherwise removed from the office pursuant to section **11.10**. The Board may specify the duties of any officers so appointed. The Board may also delegate to any officers so appointed the power to manage the business and affairs of the Institute, in accordance with this By-law and subject to the Act. One person may hold more than one office.
- 11.02 President.** The **President** shall be elected by the Board Members for a term of one year and shall not be eligible for re-election for more than two consecutive terms. The **President** shall, along with the Board, generally oversee and supervise the governance of the Institute. Specific responsibilities of the **President** include, but are not limited to:
- a) Chairing, when present, all meetings of the Institute and of the Board and its Executive Committee;
  - b) Managing and overseeing the work of the Board and its committees;
  - c) Signing all documents requiring his/her signature, including minutes, bylaws and special resolutions;
  - d) Serving, ex officio, as a Member of all committees of the Board and attending such meetings at his discretion;
  - e) Representing the Board within the Institute and publicly;
  - f) Such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.
- 11.03 Vice-President.** The **Vice-President** shall, in the absence of the **President**, preside over meetings of the Institute and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the **President**. The **Vice-President** shall have such other duties as the Board may, by resolution, assign. The Board, in the absence of the **President** and **Vice-President**, may appoint from among its numbers, an Acting **President**.
- 11.04 Secretary.** The Secretary shall, unless some other officer or agent has been appointed for any of these purposes, perform or ensure the performance of all secretarial functions for the Board and its Executive Committee including, but not limited to:
- a) Giving of all notices required to be given to Members, Directors and others;
  - b) Keeping or causing to be kept a correct record of the proceedings and transactions of all meetings of the Members, the Board and its Executive Committee, and signing of minutes;

- c) Serving as the custodian, and ensuring the safe-keeping, of the corporate seal and its use as authorized by the Board;
- d) Serving as the custodian, and ensuring the safe-keeping, of all books, papers, records, correspondence, documents and instruments belonging to the Institute;
- e) Such other duties as may from time to time be assigned by resolution of the Board.

The Treasurer or another officer, as determined by the Board, shall carry out the duties of the Secretary if a Secretary is not appointed.

**11.05 Treasurer.** The Treasurer shall, unless some other officer, agent or committee has been appointed for any of these purposes, perform or ensure the performance of all the following functions. The Treasurer shall co-operate with the auditors and the management of the Institute and generally ensure the proper transaction of the Institute's financial affairs, including but not limited to:

- a) Keeping, or ensuring the keeping of, full and accurate records of financial transactions of the Institute including accounts of all receipts and disbursements of the Institute in proper books of account;
- b) Depositing, or ensuring the deposit of, all monies or other valuable effects in the name and to the credit of the Institute in such banks, trust companies or other financial depositories as from time to time designated by the Board;
- c) Disbursing, or ensuring the disbursement of, the funds of the Institute necessary to the proper transaction of its affairs and taking proper vouchers therefore;
- d) Accounting or ensuring an accounting to the Board, whenever required, of all financial transactions and the financial position of the Institute.
- e) Recommending, to the Members, the appointment of auditors and ensuring the independence of the auditors from the management of the Institute;
- f) Such other duties as may from time to time be assigned by resolution of the Board.

The secretary or another officer, as determined by the Board, shall carry out the duties of the treasurer if a treasurer is not appointed

**11.06 Executive Director.** The Board may appoint an Executive Director to manage the affairs of the Institute under the general direction of the Board. The Executive Director shall hold office at the pleasure of the Board or until he or she resigns the office. He or she shall be accountable to the Board for the proper legal conduct of the business of the Institute according to the policies from time to time established by the Board. He/she shall be responsible for the organization of the work of the Institute and for the engagement, supervision direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Board.

**11.07 Executive Director an Officer.** The Executive Director shall, ex officio, also be an officer of the Institute and shall be entitled to receive notice of all meetings of its Board, committees and Members, and to attend all meetings of its Board, committees and Members, and to attend all meetings of its Board, committees and Members with exception of in-camera meetings dealing with the performance review and compensation of the Executive Director. The Executive Director shall now however have the right to vote at meetings of the Board or its committees.

**11.08 Removal of Officers.** The Board may by resolution, approved by a majority of the Director positions, regardless of whether they are then occupied by incumbents, remove an officer appointed or elected by the Board.

## **ARTICLE 12 COMMITTEES**

### **12.01 Executive Committee**

- a) The Board of Directors may establish an executive committee comprised of such Directors and individuals as the Board may from time to time appoint to the executive committee. The executive committee shall exercise such powers as are authorized by the Board of Directors.
- b) Reasonable notice of meetings of the executive committee shall be given in the manner provided in section 0. Subject to the Act, the provisions of section 9.02 hereof, shall apply to the executive committee. A quorum at any meeting of the executive committee shall be fifty percent (50%) plus one (1) of the executive meeting, provided that the majority present are Directors.
- c) Subject to the By – laws and any resolution of the Board of Directors, 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
- d) Executive committee Members shall be subject to removal by resolution of the Board of the Directors of the Institute
- e) Executive committee Members shall receive no remuneration for serving as such, but are entitled to reimbursement of reasonable expenses incurred in the exercise of their duty

**12.02 Other Committees.** The Board of Directors may from time to time appoint committees as it deems necessary or appropriate for such purposes and 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 the resolution of the Board of Directors

## **ARTICLE 13 EXECUTION OF DOCUMENTS**

**13.01 General.** Contracts, documents, or any instruments in writing requiring the signature of the Institute, shall be signed by any two officers and all contracts, documents, and instruments in the writing so signed shall be binding upon the Institute without any further authorization or formality.

**13.02 Delegation.** The Directors shall have power from time to time by resolution to appoint officers on behalf of the Institute to sign specific contracts, documents, and instruments in writing. The Directors may give the Institute's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of the Institute. The seal of Institute when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by officers appointed by resolution of the Board of Directors.

## **ARTICLE 14 MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

**14.01 Minutes.** The minutes of the Board of Directors and executive committee shall be available to the Members of the Institute upon request and to the Directors, each of whom shall receive a copy of such minutes.

## **ARTICLE 15 NOTICES**

**15.01 Service.** Subject to section **6.06** of this By-law regarding notices to Members of any annual or special general meetings of Members, any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any Member or Director or to the auditor shall be:

- a) delivered personally,
- b) sent by prepaid mail, or
- c) sent by electronic means such as e-mail or facsimile

at such person's latest address as shown in the records of the Institute and to the auditor at its business address, or of no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived, or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled

**15.02 Signature of Notices.** The signature of any Director or officer of the Institute to any notice to be given by the Institute may be written by hand, Institute written, stamped, typewritten or printed or partly written by hand, electronically written, stamped, typewritten or printed. **In addition, the Board of Directors may, by resolution, delineate any other documents which may be signed by the aforementioned means.**

**15.03 Computation of Time.** Unless its is otherwise provided, 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 Institute:

- a) the day of service or posting of the notice shall be counted in such number of days or other period; and
- b) the date for which the notice is given shall be counted in such number of days or other period.

**15.04 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 provided in the section 0 of this By-law and mailed at a Post Office or mailbox.

With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice to other document was sent electronically.

A certification of an officer of the Institute 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 Institute as the case may be.

## **ARTICLE 16 FINANCIAL YEAR**

**16.01 Financial Year.** Unless otherwise ordered by the Board of Directors, the fiscal year end of the institute shall be 31 March.

## **ARTICLE 17 AMENDMENT OF BY-LAWS**

**17.01 Amendment.** The By-laws of the Institute not embodied in the Letters Patent may be repealed or amended or a new by-law may be enacted by a majority of the Directors at a meeting of the Board of Directors and confirmed by the Members at a meeting duly called for the purpose of considering the said By-Law and ratified at an Annual Meeting during that year.

**17.02 Purpose and Objects.** Any amendment to section 4.01 Purpose and Objects will require a corresponding amendment to the Letters Patent.

## **ARTICLE 18 AUDITORS**

**18.01 Auditors.** Except for any year in which the Institute is exempt under the Act from the requirements of having an audit, the Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Institute for report to the Members at the next annual meeting. The auditor shall hold office under the next annual meeting provided 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 of Directors.

## **ARTICLE 19 BOOKS AND RECORDS**

**19.01 Books and Records.** The Directors shall see that all necessary books and records of the Institute required by the By-laws of the Institute or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 20 RULES AND REGULATIONS**



**20.01 Rules and Regulations.** The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Institute as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Institute when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have any force and effect.

## **ARTICLE 21 DISSOLUTION**

In the event of the dissolution of the Institute, after payment of the liabilities, the remaining assets shall be donated to one or more registered charitable organizations in Canada as provided under the Income Tax Act as shall be designated by the Board of Directors

## **ARTICLE 22 REPEAL**

All previous By-Laws of the Corporation are hereby repealed.

Enacted by the Board of Directors and sealed with the corporate seal this 17<sup>th</sup> day of November, 2010.

Chairperson

Secretary