

**GENERAL BY-LAWS
OF
THE CANADIAN-ITALIAN BUSINESS
& PROFESSIONAL ASSOCIATION INC.**



February 17, 1986

By-Laws Review Committee

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OF
THE CANADIAN-ITALIAN BUSINESS
& PROFESSIONAL ASSOCIATION INC.**

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1 INTERPRETATION.

1.01 DEFINITIONS AND INTERPRETATION. Unless there exists an express provision which contradicts the following definitions or unless the context clearly indicates otherwise, the following expressions shall mean:

- “Charter”** - the Memorandum of Agreements, the Letters Patent, the Supplementary Letters Patent of the Association, the by-laws adopted according to Sections 21 and 87 of the Act and the notices of Section 32;
- “Association”** - the Canadian-Italian Business & Professional Association Inc., also known as l’Association des gens d’affaires & professionnels italo-canadiens inc. in French, Associazione Gente d’Affari & Professionisti Italo-Canadesi Inc. in Italian and under the abbreviation of C.I.B.P.A.;
- “Board”** - the Board of directors of the Association;
- “Advisory Committee”** - the committee composed exclusively of Governors and Emeriti members of the Association;
- “Executive Committee”** - the President, the Executive Vice President and the other Vice Presidents appointed by the President according to the by-laws;
- “Act”** - the Companies Act, R.S.Q. 1977 c. C-38, as amended by An Act to amend the Companies Act and other legislation, S.Q. 1979 c. 31, An Act to amend the Companies Act and the Companies and Partnerships Declaration Act, S.Q. 1980, c. 28 and An Act respecting the Inspector General of Financial Institutions and amending various legislations, S.Q. 1982, c. 52 and all subsequent amendments;
- “officer”** - the President, the Executive Vice President and the other Vice Presidents and any officer appointed according to the by-laws;
- “by-laws”** - The present by-laws as well as any other by-law of the Association then in force and includes any amendments to the said by-laws;

“representative” -

Any person other than the President, officers and Directors, appointed by the Board to represent the Association or to carry out within the Association the functions determined by the Board;

“majority vote” -

Fifty percent plus one vote cast at a meeting;

- 1.02** **DEFINITIONS OF THE ACT.** Except for the preceding definitions, words and expressions defined in the Act have the same meaning in the by-laws;
- 1.03** **RULES OF INTERPRETATION.** The terms used in the singular include the plural and vice-versa, those used in the masculine gender include the feminine gender and vice-versa and those applying to physical persons also include corporate bodies and all other groups, such as partnerships, which are not incorporated;
- 1.04** **LANGUAGE.** In case of inconsistency, the French version of the by-laws shall prevail over any other version.
- 1.05** **DISCRETION.** Whenever the by-laws confer a discretionary power to the members of the Board, they may exercise this power as and when they deem it appropriate in the best interests of the Association.
- 1.06** **PRIORITY.** In case of contradiction between the Act, the Charter or the by-laws, the Act shall have priority over the Charter and the by-laws, and the Charter shall have priority over the by-laws;
- 1.07** **HEADINGS.** The headings used in the by-laws are only for reference purposes and they shall not affect the interpretation of terms or provisions of the by-laws;
- 1.08** **NOTICES.** All notices, motions or any other written communication required by the by-laws must be forwarded by mail, by messenger or in any other convenient manner to the addressee at his last known address or, in the case of the Association, at its head office.
- 2** **PURPOSE AND OBJECTIVES OF THE ASSOCIATION.** The purpose and objectives of the Association are those set forth in the Charter, in the Letters Patent and in the Supplementary Letters Patent.
- 3** **POLITICAL INDEPENDENCE.** The Association is an apolitical group and consequently it shall remain completely free from any and all ties with any political parties or groups.
- 4** **HEAD OFFICE.** The head office of the Association shall be located at the place indicated in the Charter and at the address determined by the Board.

5 SEAL OF THE ASSOCIATION

5.01 FORM AND CONTENT. The Directors may determine the form and content of the corporate seal of the Association.

5.02 SAFEKEEPING AND USE. The corporate seal shall be kept at the head office of the Association and only an authorized officer may affix it to documents emanating from the Association.

6 PRESIDENT AND DIRECTORS

In the present article, unless otherwise provided, the President is deemed to be a Director.

6.01 COMPOSITION. The Association is administered by a Board composed of the President and sixteen Directors. The Board may be referred to under any other name in any publication of the Association.

6.02 ELIGIBILITY. Only members in good standing who have been members for at least one full year at any time prior to the date of their taking office may be Directors. In order to be elected as President, the candidate must have been a member of the Executive Committee during at least one full year at any time prior to the date of his taking office and he must not have been suspended as a member of the Board or of the Executive Committee within the five years preceding such date of taking office. A director who, without just cause, has not attended at least one-half of the regular meetings of the Board during his term, cannot be re-elected within three years of the expiry of his term. The reasons to justify such absences must be accepted by a majority vote of the Board.

6.03 ELECTION. Unless otherwise provided in the Charter, the Directors are elected by a majority vote cast in accordance with the by-laws.

6.04 TERM OF OFFICE. Each director remains in office for a period of two years. His term ends on the date of the annual general meeting unless it is terminated before. The director whose term ends is eligible for re-election. However, at the first election following the adoption of the present by-laws, eight of the sixteen Directors shall be elected for a term of one year and the other eight directors and the President shall be elected for a two-year term.

6.05 RESIGNATION. Any director may at any time resign by forwarding to the Association a written notice to that effect. Such resignation takes effect on the date of mailing of the notice of resignation or on such later date as indicated by such director.

6.06 VACANCY. The office of a director becomes vacant by reason of his death, resignation, destitution or ipso facto if he no longer has the required qualifications to be a director or if he misses three consecutive meetings of the Board without just cause acceptable to the Board. The Board must decide to either accept or reject the reasons for the absences and their validity. Such decisions must be recorded in the minutes of the meeting of the Board.

6.07 DISMISSAL. Unless otherwise provided in the Charter, any director may be dismissed from his office before the end of his term, with or without reason, by the members in good standing, by resolution adopted by a majority vote cast at a special general meeting called for that purpose as a result of a petition signed by at least 25% of the members having the right

to vote. The director affected by such resolution must be advised of the place, date and time of the meeting called for that purpose within the same delay as the delay provided for the calling of the meeting. He may be present and speak thereat or, by a written declaration read by the chairman of the meeting, put forward the reasons why he opposes such dismissal.

6.08 REPLACEMENT. Any director whose office has become vacant may be replaced by a resolution of the Board. In order to be eligible, the new director must have been a member of the Association for at least one full year at any time prior to his appointment. The director so appointed holds office for the remaining term of his predecessor.

6.09 REMUNERATION. The Directors shall not be remunerated with respect to their office.

6.10 INDEMNIFICATION. The Association may by resolution of the Board indemnify its representatives, present or past, for all expenses and costs incurred by them as a result of a civil, criminal or administrative proceeding being brought against them in their said quality, save in the case of gross fault, fraudulent act or gross negligence on their part.

6.11 CONFLICT OF INTEREST. Any director or representative who contracts both personally and in his quality of representative of the Association or who, directly or indirectly, has an interest in a contract with the Association, must reveal his interest to the Board and, if he is present at the time a decision is taken relative to such contract, he must abstain from voting thereon.

7 POWERS OF THE DIRECTORS

7.01 PRINCIPLE. The directors are endowed with all the powers of the Association except those expressly reserved to the members by the Act.

7.02 EXPENSES. The Directors may approve expenses in order to promote the objectives of the Association. They may also, by resolution, authorize one or more representatives of the Association to hire employees and to remunerate them.

7.03 DONATIONS. The Directors may take all necessary measures permitting the Association to solicit, accept or receive donations and legacies of any kind in order to promote its objectives.

8 MEETINGS OF THE BOARD

8.01 HOLDING OF MEETINGS. The meetings of the Board shall be held once a month, on the second Tuesday of each month unless the President decides otherwise. A special meeting of the Board may be called by notice given by the President. A special meeting must be called by the President if five members of the Board so request. At a special meeting of the Board, only those questions for which the meeting has been called may be discussed.

8.02 NOTICE. The notice calling a regular or special meeting must be sent by the Vice President Communications and must be received by the members at least three clear juridical days prior to the date fixed for the meeting.

- 8.03 ANNUAL MEETING.** Each year immediately following the annual general meeting of the members, a meeting of the Board having quorum may be held by order of the President, without a notice of convocation being required, in order to transact any matter submitted to the Board.
- 8.04 PLACE.** The meetings of the Board shall be held at the head office of the Association or at such other place on the Island of Montreal as designated by the President, or outside the Island of Montreal with the consent of three-quarters of the members of the Board.
- 8.05 QUORUM.** The quorum at meetings of the Board shall be the majority of its members.
- 8.06 VOTE.** Every member of the Board has the right to vote and all matters submitted to the Board shall be decided by a majority vote. The vote shall be taken by a show of hands unless the chairman of the meeting or another member of the Board requests a secret ballot. If the vote is to be taken by secret ballot, the secretary of the meeting shall act as scrutineer and shall count the votes. Voting by proxy is not permitted at a meeting of the Board. The chairman has a deciding vote in case of an equality of votes.
- 8.07 PARTICIPATION BY TELEPHONE.** A member of the Board may, with the consent of three-quarters of the other members present, participate at a meeting of the Board by various means, such as by telephone, permitting him to communicate with the other members of the Board present at the meeting. Such member is deemed to be present at the meeting.
- 8.08 WAIVER OF NOTICE.** Every member of the Board may waive in writing his right to the notice of convocation of a meeting of the Board or to any change to the notice or even to the holding of such meeting; such renunciation may be validly given either before, during or after the holding of such meeting. His attendance at such meeting constitutes such a waiver except if he is present for the express purpose of opposing the holding of the meeting on the basis that such meeting has been irregularly called.
- 8.09 RESOLUTION IN LIEU OF MEETINGS.** Written resolutions signed by all the members of the Board having the right to vote on such resolutions at meetings of the Board have the same validity as though they had been passed at such meetings. A copy of such resolutions shall be kept with the minutes of the meetings of the Board.
- 8.10 ADJOURNMENT.** The chairman may with the consent of the members of the Board present at a meeting, adjourn such meeting until such date and at such place determined by him without the necessity of giving a new notice of convocation. The Board may, at the time when the adjourned meeting is continued, validly deliberate in accordance with the conditions established at the time of adjournment, provided there is a quorum. It is not necessary that such a quorum be composed of the same members of the Board who formed the quorum at the initial meeting. If there is no quorum when the meeting is continued, the meeting is deemed to have terminated at the time of adjournment of the initial meeting.
- 8.11 ACCESS TO THE MINUTES.** The minutes of the meetings of the Board may be consulted at all times by the members of the Board. They may be consulted by any member of the Association with the express authorization of the Board.

9 OFFICERS AND REPRESENTATIVES

- 9.01 NOMINATION OR ELECTION.** The President shall appoint amongst the members of the Board, the Executive Vice President and a minimum of two (2) and a maximum of four (4) Vice Presidents. The Board may also appoint any other officer of the Association as it deems appropriate. The Board may also create other posts and appoint representatives at such posts.
- 9.02 TERM OF OFFICE.** The President shall be elected for a term of two years. The other officers shall be appointed for a term of one year or until their successors are chosen, subject to the right of the President or of the Board, as the case may be, to destitute them during their term.
- 9.03 RESIGNATION AND DISMISSAL.** A representative may resign by sending to the Association a letter of resignation. The Board may dismiss any representative and may proceed to the nomination of his replacement. The dismissal of a representative however is subject to any employment contract existing between the latter and the Association.
- 9.04 REMUNERATION.** The remuneration of the representatives shall be determined by the Board.
- 9.05 POWERS AND DUTIES.** Subject to the Charter, the Board shall determine the powers of the officers and representatives other than the Executive Vice President and the other Vice Presidents. The Board may delegate its powers to the officers or the representatives, except those which must necessarily be exercised by the Board or those that require the approval of the members of the Association. The officers also have the powers that derive from the Act or their functions as defined by the by-laws. In case of absence, incapacity, refusal or omission to act or for any other reason which it may deem sufficient, the Board shall delegate, exceptionally and for a pre-determined period of time, the powers of an office to any other officer or representative.
- 9.06 PRESIDENT.** The President of the Association shall be elected by universal vote of the members. He presides over all the Board meetings as well as those of the members of the Association. The President is the chief executive officer of the Association and, under the control of the Board, he supervises, administers and generally manages all the activities of the Association. The President moreover exercises all the other powers and duties determined by the Board. He is ex officio a member, with voting rights, of all committees except the Advisory Committee and the Election Committee.
- 9.07 EXECUTIVE VICE PRESIDENT AND OTHER VICE PRESIDENTS.** The Executive Vice President and the other Vice Presidents exercise the powers and duties which may from time to time be determined by the Board or the President according to the objectives of the Association. Amongst the powers and duties which must be assigned to the Executive Vice President and the other Vice Presidents there shall be in particular the responsibility for the finances and the administration of the Association as well as the responsibility for communications. It is not compulsory that all powers and duties falling under any of these responsibilities be assigned to the same person.
- 9.08 NOT APPLICABLE.**
- 9.09 RESPONSIBILITY FOR FINANCES AND ADMINISTRATION.** The responsibility for the finances and the administration shall be assumed by the member or the members of the

Executive Committee appointed by the President for that purpose. Without restricting the generality of this rule, such responsibility shall include the following duties:

- a) to assume the general responsibility over the finances of the Association;
- b) to deposit the monies and other securities of the Association in the name and to the credit of the Association in the bank or financial institution that the Board may designate;
- c) each time he is required to do so, to render an account to the President or to the Board as to the financial situation of the Association and as to all the transactions made under his responsibility over finances;
- d) to report at each Board meeting on the financial situation of the Association, giving details of the revenues and disbursements;
- e) to submit all accounts payable by the Association;
- f) to organize, maintain and keep or see to the safekeeping of adequate accounting books and registers;
- g) to permit the authorized persons to examine the books and accounts of the Association;
- h) to sign all contracts, documents or other instruments which require his signature;
- i) to exercise all the powers and perform all the duties which the Board may entrust him with or which are inherent to such responsibilities.

9.10 RESPONSIBILITY FOR COMMUNICATIONS. The custody of the documents and the corporate books of the Association shall be assigned to the member of the Executive Committee appointed by the President for that purpose. He acts as secretary at the Board meetings and at the meetings of the members. He shall give, or cause to be given, notice of all Board meetings and of all meetings of the members. He shall keep in a register the minutes of all the meetings of the Board and of the members. He is in charge of the safekeeping of the seal of the Association. He is in charge of the archives of the Association, the members of the Association, copies of all reports made by the Association and copies of any other register or document which the Board may determine as being under his custody. He shall carry out the mandates given to him by the President or the Board.

9.11 ABSENCE OR OMISSION TO ACT. In case of absence, incapacity, refusal or omission to act by the President or any other member of the Executive Committee, the powers and duties of the defaulting member shall be exercised by one of the Vice Presidents according to the following order: the Executive Vice President, then the other Vice Presidents according to their seniority as members in good standing of the Association.

9.12 IMMEDIATE PAST PRESIDENT. Upon leaving the presidency upon the expiry of one complete term, the immediate past president is appointed governor by resolution of the Board and acts as liaison between the latter and the Advisory Committee. During the year following the end of his term of office or for as long as his successor remains president, the immediate past president has the right to attend all meetings of the Board or of the Executive Committee

and to participate in the discussions. However, he may not propose, second or vote at such meetings.

- 9.13 LEGAL ADVISORS.** The Board, at its first regular meeting following the annual general meeting, and whenever it may deem it appropriate thereafter, shall appoint amongst the members of the Association exercising the profession of Advocate or Notary, a minimum of one and a maximum of three legal advisors. The legal advisors have the right to attend all meetings of the Board. However they may not propose, second or vote at such meetings.

10 EXECUTIVE COMMITTEE

- 10.01 COMPOSITION AND DISMISSAL.** The Executive Committee is composed of the President, the Executive Vice President and the other Vice Presidents appointed according to the by-laws. The President may dismiss, with or without cause, any member of the Executive Committee.

- 10.02 ELIGIBILITY.** Only those members who have been members of the Board for at least one complete year at any time prior to their nomination may be members of the Executive Committee.

- 10.03 VACANCY.** The President may choose amongst the members of the Board a replacement to fill any vacancy occurring in the Executive Committee.

- 10.04 MEETINGS.** The President or any other person designated by him shall call the meetings of the Executive Committee according to the procedure established for the convening of the meetings of the Board. The meetings of the Executive Committee are presided by the President of the Association or, failing which, by a chairman chosen by the members present amongst themselves. The Vice President having the general responsibility for communications of the Association acts as secretary of the Executive Committee, unless the Executive Committee decides otherwise. Written resolutions signed by all its members have the same validity as if they had been adopted at a meeting of the Executive Committee.

- 10.05 QUORUM.** The quorum of the meetings of the Executive Committee is established at the majority of its members.

- 10.06 POWERS.** The Executive Committee has all the powers of the Board except those which by virtue of the Act must be exercised by the Board, those which require the approval of the members as well as all those which the Board may expressly, by a by-law, reserve for itself. The Executive Committee must account for its activities at each meeting of the Board and the latter may confirm, quash or modify the decisions taken by the Executive Committee, subject to the rights of third parties and members in good faith.

- 10.07 REMUNERATION.** The members of the Executive Committee shall not be remunerated for their services.

- 10.08 PROCEDURE.** The procedure governing the meetings of the Board shall apply, with the required modifications, to the meetings of the Executive Committee.

11 MEMBERS

11.01 CATEGORIES. The Association has nine categories of members, namely:

- Regular members
- Student members
- Corporate members
- Honorary members
- Emeriti members
- Founding members
- Governors
- Associate members
- Life members

11.02 REGULAR MEMBERS. Any individual may become a regular member by submitting an application to the Association duly nominated and seconded by two members in good standing subject to the following conditions:

- a) That he is at least eighteen years of age and a resident of Canada;
- b) That he is of Italian origin or descent; that is to mean that at least one of his ascendants, either maternal or paternal, was born in Italy;
- c) That he practices a profession, is a proprietor, officer, representative of a business or a merchant;
- d) That he pays the admission fee and the annual dues, as the case may be; and
- e) That his application for membership be accepted by the Board.

11.03 STUDENT MEMBERS. Members of any age who are attending a recognized educational institution as full time students and who can establish their status as such with the appropriate certification from the said institution.

11.04 STUDENT MEMBERS. Notwithstanding anything contained in the General By-laws, Student members shall not be entitled to vote for any purposes described within the General By-laws nor shall they be entitled to hold the position of president, officer or representative as described in the General By-laws, nor to hold a position on any committee of the CIBPA. Student members may be invited from time to time to sit on special committees by the Board.

11.05 CORPORATE MEMBERS. Any corporation duly constituted by law may be granted the status of a corporate member by submitting to the Association an application duly nominated and seconded by two members in good standing subject to the following conditions:

- a) That said corporation appoints as its delegate one or more individuals who each meet all the conditions required to become a regular member;
- b) That said corporation pays the admission fee and the annual dues, as the case may be; and
- c) That its application for membership be accepted by the Board.

Only one vote will be granted to each corporate member and only one delegate may be elected to the Board notwithstanding that it may have named more than one delegate. The conditions for eligibility to become a director, a member of the Executive Committee or President which apply to the members shall equally apply, with the required modifications, to each delegate. Corporate members shall at all times be represented by at least one delegate, failing which its membership shall be suspended until reinstatement by the Board.

- 11.06 HONORARY MEMBERS.** The Board may grant an honorary membership to any individual. Such a membership does not, however, confer the right to be elected to the Board or to be present or vote at any meetings of members. Said honorary membership may be revoked by the Board upon recommendation of the Advisory Committee for any reason deemed sufficient.
- 11.07 EMERITI MEMBERS.** The Board may grant an emeritus membership to any regular member who has rendered exceptional services to the Association. An emeritus member is a member of the Advisory Committee, with all the rights and privileges appertaining thereto, as long as he continues to meet the conditions required to become a regular member. Such emeritus membership may be revoked by the Board upon recommendation of the Advisory Committee for any reason deemed sufficient.
- 11.08 FOUNDING MEMBERS.** The Board may designate as a founding member any regular member who participated either at the founding or incorporation of the Association. A founding member enjoys the rights and privileges of a regular member as long as he continues to meet the conditions required to become a regular member. The designation as a founding member cannot be revoked.
- 11.09 GOVERNORS.** The Board may name as a governor any regular member who has occupied the office of president of the Association. A governor shall be a member of the Advisory Committee, with all the rights and privileges appertaining thereto, as long as he continues to meet the conditions required to become a regular member. The designation as a governor may be revoked by the Board upon recommendation of the Advisory Committee for any reason deemed sufficient.
- 11.10 ASSOCIATE MEMBERS.** Any individual who is not of Italian origin but who has demonstrated an interest in the Italian-Canadian business and professional community of Quebec. An Associate member shall possess all the rights and privileges of regular except the right to vote and to hold office on the Board of Directors. The number of Associate members should not exceed 10% of CIBPA regular membership.
- 11.11 LIFE MEMBERS.** The board may designate as a life member any regular member who fulfils the following criteria:
- a) has reached the age of 65 or older;
 - b) is a member in good standing for a period of at least 25 consecutive years; and
 - c) is ex-officio.

A life member enjoys the rights and privileges of a regular member. A life member is exempt from paying annual dues to the Association. The designation of a life member may be revoked by the Board upon recommendation of the Advisory Committee for any reason deemed sufficient.

11.12 ADMISSION FEE AND DUES. The Board may fix or vary the admission fee and the dues for any members at its discretion. All members shall pay in full and in advance their admission fee and dues, which are not reimbursable, not later than April 30th of each year. Any member, sixty-five years of age or older who has been a regular member for ten years, shall have the privilege of having his annual dues reduced to fifty percent of the amount payable by regular members. Honorary members are exempt from paying the admission fee and annual dues.

Notwithstanding the foregoing, the admission fees and dues of Student members who are full time students as defined in Article 11.03 shall be free of charge. The admission fees and dues of the Student members may be varied by the Board at its discretion.

11.13 SUSPENSION FOR FAILURE TO PAY DUES. The Board may adopt a resolution suspending any member who is in default of paying any dues. The suspended member may remedy his default by paying his dues in full within thirty days of the mailing of a notice informing him of such suspension.

11.14 SUSPENSION OR EXPULSION FOR OTHER GROUNDS. The Board may, by resolution adopted by not less than three-quarters of its members present at a special meeting called for this purpose suspend or expel any member who has not respected the by-laws of the Association or has acted contrary to the interests of the Association. Any member so suspended or expelled may, within thirty days following the mailing of the notice of the suspension or expulsion, appeal the decision of the Board by filing a written petition to this effect with the Vice President having the general responsibility for communications. The latter shall immediately forward said petition to the Advisory Committee which shall then uphold or reject the appeal. The decision of the Advisory Committee, forwarded by the latter to both the appellant and the Board, shall be final and without appeal.

11.15 RESIGNATION. A member may resign by forwarding a letter to this effect to the Association. Such resignation shall be effective upon the acceptance by the Board or sixty days following its mailing, whichever event occurs first. Such resignation does not however release the resigning member from the payment of any and all dues owing to the Association prior to the effective date of his resignation.

12 MEETINGS OF MEMBERS

12.01 ANNUAL MEETING. The annual meeting of the Association shall be held within sixty days following the end of its financial year. Such meeting shall be held at the head office of the Association or at any other place in the Province of Quebec, on the date and at the time determined by a resolution of the Board. This meeting shall be held for the purpose of taking cognizance of and ratifying the annual financial statements and auditor's report, appointing an auditor, taking cognizance of the results of the elections, take cognizance and decide on any subject matter duly put forward. Furthermore, any such annual meeting may, subject to the requirements set forth in the by-laws, constitute a special meeting duly qualified to decide on any subject matter that may be decided at a special meeting.

12.02 SPECIAL MEETING. A special meeting of members may be called by the Board or by the President, either at the head office of the Association or at any other place in the Province of

Quebec determined by the Board or the President. At such special meeting, only those questions for which the meeting has been called may be discussed.

- 12.03 CALLING OF MEETING AT REQUEST OF MEMBERS.** A special meeting of members must be called if so required by no less than thirty-five members in good standing of the Association. This petition shall indicate in general terms the purpose of the calling of such meeting, be signed by the said members and filed at the head office of the Association. The petition shall be accompanied by an amount, as determined by the President or the Executive Committee, sufficient to cover the costs of calling and holding such meeting. Upon receipt of such petition and amount, the President or the Vice President having the general responsibility for communications shall call a special meeting of the members as provided by the by-laws. Failure to act accordingly, such meeting may be called by any director or by the members themselves, as provided by the Act.
- 12.04 NOTICE OF MEETING.** A notice of meeting of the annual meeting and any special meeting shall be sent to the members in good standing having the right to attend. The notice shall be not less than thirty days for the annual meeting and not less than seven days for any special meeting.
- 12.05 CONTENT OF NOTICE.** The notice of meeting shall indicate the place, date and time of the meeting. The notice for the annual meeting need not indicate the purpose of such meeting unless to adopt, amend or repeal a by-law or to consider any subject matter which must be dealt with at a special general meeting. The notice of any special meeting shall indicate in general terms the purpose of the meeting.
- 12.06 WAIVER OF NOTICE.** A member may waive the notice of a meeting. His attendance at a meeting constitutes a waiver of notice unless he so attends to specifically invoke the irregularity of the calling of the meeting.
- 12.07 IRREGULARITIES.** Irregularities with respect to the notice of meeting, its sending, the involuntary omission to give such notice or the fact that such notice is not received by a member do not affect the validity of the meeting.
- 12.08 CHAIRMAN OF MEETING.** The President of the Association or, failing which, one of the Vice Presidents, according to the order prevailing in case of absence or omission to act, shall preside over the meetings of the members, failing which a chairman shall be elected amongst and by the members in good standing present at the meeting. The chairman of any meeting of the members has the right to vote unless otherwise provided for by the Act or the Charter. The chairman has a deciding vote in case of an equality of votes.
- 12.09 QUORUM.** Unless otherwise required by the Act or the Charter, the quorum for a general meeting of the members is established at thirty-five members in good standing. When quorum is reached at the opening of a meeting, the members present may proceed to the discussion of any subject of the meeting, notwithstanding the fact that quorum is not maintained throughout the meeting.
- 12.10 ADJOURNMENT.** If there is no quorum at a general meeting of members, the members in good standing present may adjourn the meeting until such time as quorum is reached. The meeting so adjourned may take place without a notice of calling of such meeting when quorum is reached. The members in good standing may then proceed to the discussion of any subject for which the meeting was originally called.

12.11 VOTE. All questions submitted to the meeting shall be voted on by the members by a show of hands, unless a secret ballot is specifically required by the members, or another mode of voting is presented by the chairman. If the vote is to be taken by secret ballot, the secretary of the meeting shall act as scrutineer and shall count the votes. At all meetings of the members, the statement by the chairman that a motion has been carried or defeated unanimously or by a majority vote, constitutes sufficient proof thereof without it being necessary to prove the number or percentage of votes cast in favour or against the motion. Voting by proxy is not permitted at meetings of the members.

12.12 VOTE BY SECRET BALLOT. Vote is taken by secret ballot if requested by the chairman or at least ten percent of the members in good standing present at the meeting.

13 ELECTION OF PRESIDENT AND DIRECTORS.

The election of the President and the directors shall be held as hereinafter set forth. Only members in good standing as of March 31st preceding this election shall have the right to vote thereat.

13.01 ELECTION COMMITTEE. At least sixty days prior to the annual meeting of members, the Board shall appoint an Election Committee. This Committee shall be composed of the immediate past president, two members of the Advisory Committee, one director and three regular members.

All members of the Committee must be in good standing and, upon their appointment, shall choose amongst themselves a chairman. The Committee shall oversee the holding of the elections for the President and the directors.

Members of the Committee have the right to vote at the elections.

13.02 NOMINATIONS. All nominations must be submitted in the prescribed form available at the head office of the Association. All nomination forms must be signed by at least five members in good standing supporting the candidate together with his written acceptance. A notice of nomination and the date of election shall be sent to the members in good standing by the Vice President having the general responsibility for communications at least forty-five days prior to the annual meeting. All nomination forms must be returned to the head office no less than thirty days prior to the annual general meeting. The Election Committee shall prepare the list of candidates. It may propose one or more candidates to the extent necessary to complete the Board. If there are no more candidates than required, the Committee declares them elected by acclamation.

13.03 ELECTIONS. If voting is necessary, the Vice President having the general responsibility for communications shall, at least fifteen days prior to the annual meeting, forward to all members in good standing, a voting ballot enumerating in alphabetical order the list of candidates for the presidency on one hand and the list of candidates for the office of directors on the other hand.

In order to be valid, each ballot must be initialed by the chairman of the Election Committee. With each ballot the Vice President having the general responsibility for communications also forwards to the members in good standing a plain envelope in which is to be enclosed

the ballot together with a self-addressed envelope to the Election Committee for the purpose of identifying the member.

For the office of directors, the Committee shall determine the minimum and maximum numbers of candidates for whom the members shall vote. After having voted, the members insert the ballot into a plain envelope which they then seal and insert inside the self-addressed envelope which they return to the Vice President having the general responsibility for communications.

The ballots so received at the head office of the Association are then deposited within the ballot box. The voting ends at noon time the day prior to the annual meeting.

The chairman of the Committee acts as chairman of the election and the other committee members act as scrutineers.

If two or more candidates for the office of President receive an equal amount of votes, the Election Committee calls immediately for a new election for that purpose. Such election shall be held within thirty days and the Election Committee remains in office in order to preside over this election.

If two or more candidates for the office of directors receive an equal amount of votes, all such candidates are declared elected unless same has as a consequence to exceed the maximum required of sixteen directors. In such a case, the Committee shall designate amongst the candidates having received an equal amount of votes those who are elected as directors.

At the annual general meeting, the chairman of the Election Committee announces the election results. The ballots are thereafter destroyed.

13.04 TRANSITIONAL MEASURES. The Election Committee shall adopt all necessary transitional measures necessary, more particularly as regards the duration of the President's and directors' term or office.

14 FINANCIAL YEAR AND AUDITOR

14.01 FINANCIAL YEAR. The financial year of the Association shall end on the thirty-first (31st) day of March of each year.

14.02 AUDITOR. The auditor shall be appointed each year by the members at the annual meeting. If the auditor ceases to exercise his duties for any reason whatsoever before the expiration of his term, the Board may appoint a replacement who will continue until the expiration of the term of his predecessor.

15 CONTRACTS, LETTERS OF EXCHANGE AND BANKING

15.01 CONTRACTS. Unless otherwise decided by the Board, all agreements, contracts, securities, loans and other documents requiring the signature of the Association may be signed by two (2) members of the Executive Committee, one of whom must be either the President, the Executive Vice President or the Vice-President in charge of finances. The Board may,

however, authorize in general or specific terms any other individual to sign any and all documents on behalf of the Association.

15.02 LETTERS OF EXCHANGE. Cheques or any other letters of exchange drawn, accepted, or endorsed on behalf of the Association shall be signed by any officer duly authorized by the Board. Any such officer shall have the right to endorse any letters of exchange on behalf of the Association, to deposit to the account of the Association or to collect in its name through its bankers. Any such officer shall have the right to discuss, settle, obtain an account balance, certify at the bank of the Association and in its name any passbook. Such officer shall also have the right to receive all cancelled cheques and supporting documents and to sign any and all forms to settle the balance, as well as any release or bank confirmation.

15.03 DEPOSITS. The funds of the Association must be deposited to its credit in one or more banks or financial institutions situated within or outside of Canada and designated by the Board.

16 DECLARATIONS

The President, any officer or other person authorized by the President are respectively authorized to appear and to answer for the Association with respect to all writs, orders, interrogatories upon articulated facts issued by any court; to answer on behalf of the Association regarding any seizure by garnishment in which the Association is garnishee and to make any affidavit or sworn declaration relating to such seizure or to any proceeding to which the Association is made a party; to make demands of assignments or petitions for winding up or for a receiving order against any debtor of the Association, to attend and vote at any meeting of the creditors of debtors of the Association; to grant powers of attorney and to take, with respect to such proceedings, any action they may deem necessary in the best interests of the Association.

17 AMENDMENTS TO BY-LAWS

The by-laws may be amended at a special meeting of the members duly called by resolution of the Board. The notice of meeting shall reproduce the text of the proposed amendments.

18 EFFECTIVE DATE

The by-laws shall come into force upon their ratification at a meeting of members.