

BY-LAW No. 15 (being a revised general by-law which replaces by-laws no. 1 to 14 of the Ontario Crafts Council, as amended)

A by-law relating generally to the transaction of the business and affairs of Ontario Crafts Council, effective as of **June 2, 2010**.

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ARTICLE I – INTERPRETATION

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

"Act" means the *Corporations Act (Ontario)*, and any act that may hereafter be substituted therefor, as from time to time amended;

"Board" means the board of directors of the Corporation;

"Corporation" means Ontario Crafts Council, a corporation without share capital continued under the Act by letters patent of amalgamation dated August 5, 1976;

"letters patent" means the letters patent continuing the Corporation as from time to time amended and supplemented by supplementary letters patent;

"meeting of members" includes an annual meeting of members and a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members, as well as a special general meeting of members; and

words importing the singular number include the plural and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE II – BUSINESS OF THE CORPORATION

2.1 **HEAD OFFICE** Until changed in accordance with the Act the head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario.

2.2 **CORPORATE SEAL** The corporate seal of the Corporation shall be in the form impressed hereon.

2.3 **FINANCIAL YEAR** Until otherwise ordered by the Board, the financial year of the Corporation shall end on the last day of December in each year.

2.4 **EXECUTION OF INSTRUMENTS** When authorized by the Board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Corporation by any two directors or by a director and the Executive Director. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

2.5 **BANKING ARRANGEMENTS**

(a) The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board.

(b) The directors of the Corporation are hereby authorized from time to time,

(i) to borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;

(ii) to issue debentures or other securities of the Corporation;

(iii) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

(iv) to mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon, all or any of the property, real and personal, immoveable

and moveable, undertakings and rights of the Corporation, present and future, to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be borrowed for any obligation or liability of the Corporation, present or future;

- (v) to delegate to such officers or directors of the Corporation as the directors may designate all or any of the foregoing powers to such extent and in such manner as the directors may determine.

- 2.6 **EFFECT OF REPEAL** The provisions contained in Article 2.5 of this by-law shall remain in force and be binding upon the Corporation as regards any party acting on the faith thereof; until a copy, certified by the secretary of the Corporation under the Corporation's seal, of a by-law repealing or replacing the said provisions of this by-law shall have been received by such party and duly acknowledged in writing.

ARTICLE III – DIRECTORS

- 3.1 **NUMBER OF DIRECTORS AND QUORUM** The affairs of the Corporation shall be managed by its Board. The Board shall be composed of no fewer than ten (10) and no more than sixteen (16) directors, of which a simple majority of current members shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining directors may act if constituting a quorum.
- 3.2 **AUTHORITY OF DIRECTORS** The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by statute, the by-laws or special resolution expressly directed or required to be done by the Corporation at an annual or special meeting of the members.
- 3.3 **QUALIFICATION** No person shall be qualified as a director unless said person shall be eighteen or more years of age, a Canadian Citizen or Landed Immigrant, and a member of the Corporation.
- 3.4 **NOMINATING COMMITTEE** The purpose of the nominating committee shall be to nominate candidates to stand for election as directors.
- 3.5 **CALL FOR NOMINATIONS** On or before February 1st each year the chair of the nominating committee shall cause to be sent out to the members a call for nominations of candidates qualified and willing to stand for election as director. The call for nominations shall include the date of the annual meeting of members and notice to the effect that nominations for the office of director will be received from members in good standing up to and including March 1st. Additionally, the nominating committee may, at its discretion, identify candidates to be directors and may include such candidates in the list of qualified candidates referred to in Article 3.6.

- 3.6 **PRESENTATION OF NOMINATIONS** The nominating committee shall submit to the Board not later than twenty-five (25) days prior to the holding of the annual meeting of members a list of all qualified candidates so nominated or proposed to become directors. The Board shall vote upon the list of board-nominated directors to accompany the notice of the annual meeting of members, together with any additional nominees in good standing, as provided for in Article 7.4.
- 3.7 **CONSECUTIVE TERMS OF OFFICE** If no new directors are elected at the annual meeting of members the directors then in office shall continue-in office until their successors, are duly elected. Notwithstanding the terms of office as set out in the Supplementary Letters Patent, no director shall hold office for a consecutive period of more than six years following the director's election at the annual general meeting. Any director who has held office for this maximum consecutive period is not eligible for re-election to the Board for a period of two years. However, if the Board determines that it would be in the best interests of the Corporation for a particular director or directors to hold office for a longer period than that set out above, then that director or those directors shall be eligible to be elected for a further two-year term before becoming ineligible for further election as set out above. Any director appointed to fill a vacancy in midterm of a directorship shall be deemed for the purpose of this section to have held office from the time of the annual general meeting subsequent to the director's appointment. The appointment shall have effect until the completion of the term of office of the former incumbent, if there was one, or such term as the Board may determine.
- 3.8 **VACATION OF OFFICE** A director shall vacate the director's office upon the occurrence of any of the following events:
- (a) if a receiving order is made against the director or if the director makes an assignment under the *Bankruptcy Act*;
 - (b) if an order is made declaring the director to be a mentally incompetent person or incapable of managing the director's affairs;
 - (c) on death;
 - (d) if the director ceases to be a Canadian Citizen or Landed Immigrant;
 - (e) if by notice in writing to the secretary of the Corporation the director resigns the director's office;
 - (f) if, without leave of the Board, the director voluntarily fails to attend three board meetings in any one year.
- 3.9 **REMOVAL OF DIRECTORS** A director may be removed from office before the expiration of his or her term of office in the following circumstances:
- (a) The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members duly called for the purpose, remove any director and may, by majority vote, elect any duly qualified person in the director's stead for the remainder of the director's term.

- (b) The Board may, on motion passed by a simple majority, remove any director for cause, provided that such director has been given at least 10 days' advance written notice that such a vote is to be taken and identifying the reason for the proposed removal.
- 3.10 **VACANCIES** Vacancies in the Board may be filled for the remainder of the term by the directors if the directors constitute remaining a quorum.
- 3.11 **CALLING OF MEETINGS** Meetings of the Board shall be held from time to time at the call of the Board or the president or any four directors. Notice of the time and place of every meeting so called shall be given to each director not less than ten days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.
- 3.12 **FIRST MEETING OF NEW BOARD** Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.
- 3.13 **REGULAR MEETINGS** The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named.
- 3.14 **PLACE OF MEETING** Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario or as otherwise agreed by the board.
- 3.15 **CHAIR** The president or, in the president's absence, a vice-president shall be chair of any meeting of directors; and, if no such officer be present, the directors present shall choose one of their number to be chair.
- 3.16 **VOTES TO GOVERN** At all meetings of the Board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.
- 3.17 **INTEREST OF DIRECTORS IN CONTRACTS** No directors shall be disqualified by their office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.
- 3.18 **DECLARATION OF INTEREST** It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

- 3.19 **REMUNERATION** The directors shall receive -no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors shall be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the members or in the performance of business of the Corporation previously authorized by the Board. No confirmation by the members of any such payment shall be required
- 3.20 **IMMEDIATE PAST PRESIDENTS** The immediate past president of the Corporation shall be an honorary member of the Board in an ex-officio, voting capacity, eligible to receive notice of directors' meetings and to make up a quorum of directors, for the term of the president who succeeds the immediate past president. Each past president shall be admitted as a life member of the Corporation, without payment of a life membership fee.
- 3.21 **RULES OF ORDER** All meetings of the members, Board, and committees shall be governed by Roberts Rules of Order. Newly Revised.

ARTICLE IV – OFFICERS

- 4.1 **ELECTION AND APPOINTMENT OF OFFICERS** From time to time the Board shall elect a president, and shall appoint one or more vice-presidents, a secretary and a treasurer, all of whom must be directors, which officers shall not be entitled to receive any remuneration as such officers.
- 4.2 **APPOINTMENT OF OTHER OFFICERS** From time to time the Board shall appoint other officers as the Board may determine. The officers so appointed may but need not be directors and one person may hold more than one office, save that the president may not hold the office of secretary.
- 4.3 **TERM OF OFFICE** The Board may remove at its pleasure any officer of the Corporation; otherwise each officer elected or appointed by the Board shall hold office until their successor is elected or appointed, except that the terms of office of the officers shall expire if and when such officer ceases to be a director.
- 4.4 **PRESIDENT** The president shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the Board and to settle the terms of their employment and remuneration. The president shall have such other powers and duties as the board may prescribe.
- 4.5 **VICE-PRESIDENT** During the absence or incapacity of the president, the president's duties shall be performed, and powers exercised by the vice-president or, if there are more than one, by the vice-presidents in order of seniority. A vice-president shall have such other powers and duties as the Board or the president may prescribe.

- 4.6 **SECRETARY** The secretary shall either attend and be the secretary of all meetings of members and directors or shall ensure that a recording secretary is present at all such meetings and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members and directors. The secretary shall perform such other duties as the Board or the president may prescribe.
- 4.7 **TREASURER** The treasurer shall keep, or cause to be kept, full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities, and the disbursement of funds of the Corporation; shall render to the Board whenever required a complete account of all transactions and a full disclosure of the financial position of the Corporation; shall ensure that an audit of the books of account is conducted annually and audited Financial Statements are submitted to the annual meeting of members; and shall perform such other duties as the Board or president may prescribe.
- 4.8 **DUTIES OF OTHER OFFICERS** The duties of all other officers of the Corporation shall be such as the terms of their appointment call for or as the Board or the president may prescribe.
- 4.9 **AGENTS AND ATTORNEYS** The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 4.10 **FIDELITY BONDS** The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

ARTICLE V – PROTECTION OF DIRECTORS AND OFFICERS

- 5.1 **LIMITATION OF LIABILITY** No director or officer of the Corporation shall be liable for the acts, receipts, neglect or defaults of any other director or officer or employee, or for joining in any receipt or other 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 order of the Board 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on the director's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the director's office or in relation thereto unless the same shall happen through the director's own willful neglect or default.

- 5.2 **INDEMNITY** All directors and officers of the Corporation and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever that such directors or officers sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
 - (b) all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of the Corporation; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE VI – MEMBERSHIP

- 6.1 **MEMBERSHIP** The membership of the Corporation shall consist of such individuals, businesses, and organizations under the terms and conditions as established by the Board from time to time.
- 6.2 **MEMBERSHIP DUES** The annual membership categories and dues shall be fixed from time to time by the Board. Membership dues are payable upon application and annually on the anniversary date of admission. Members whose dues are in arrears shall be deemed not to be in good standing and shall not be entitled to vote at any meeting while such dues remain unpaid.
- 6.3 **NOTICES AND OTHER INFORMATION** Any notices, information, or publications available to or required to be sent to members shall be made available to or sent to all members regardless of their membership category.
- 6.4 **TERM OF MEMBERSHIP** The interest of a member in the Corporation is not transferable and lapses and ceases upon the death, dissolution, or winding-up, or, in accordance with these by-laws, the resignation or removal of the member.
- 6.5 **RESIGNATION** Resignation shall be submitted in writing to the secretary of the Corporation and shall become effective upon receipt thereof.
- 6.6 **REMOVAL** Membership may be revoked in the following circumstances:
- (a) After giving thirty (30) days notice in writing to any member whose membership dues are in arrears thirty (30) days or more, the Board, in its discretion, may strike the name of such member from the list of members; and
 - (b) the Board may, on motion passed by a simple majority, revoke for cause the membership of any member, such revocation to take immediate effect upon the refund to such member of any membership fees paid in the year of revocation. Prior to any such motion, said member shall be provided with two weeks advance notice in writing, identifying the grounds for such motion to remove and

permitting the member the opportunity to respond in writing. Any such response must be received by the Secretary or the General Manager at least one week in advance of the motion date.

ARTICLE VII – MEETINGS OF MEMBERS

- 7.1 **ANNUAL MEETING** The annual meeting of the members shall generally be held on a date in June at such time and on such day in each year as the Board or the president (if no date is set by the Board) may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing an auditor, and for the transaction of such other business as may properly be brought before the meeting.
- 7.2 **SPECIAL MEETINGS** The Board, the president, or any five directors, shall have power to call a special meeting of members at any time. Meetings of the members may also be convened by the requisition of not less than five per cent (5%) of the voting members.
- 7.3 **PLACE OF MEETING** Provided that every meeting of members at which directors are elected shall be held in Ontario, meetings of members shall be held:
- (a) at the head office of the Corporation; or
 - (b) at any other place that the Board shall determine; or
 - (c) any place pursuant to Article 7.5.
- 7.4 **NOTICE OF MEETINGS** Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than twenty days before the day on which the meeting is to be held to each member of record at the close of business the day before that on which the notice is given. Notice of a special meeting of members shall state the general nature of the business to be transacted at it and members shall have no less than ten days' notice. Notice of the Annual Meeting shall include the slate of directors proposed by the Board and any other nominees in good standing. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.
- 7.5 **MEETINGS WITHOUT NOTICE** A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy and waive notice of, or otherwise consent to, such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.
- 7.6 **CHAIR, SECRETARY AND SCRUTINEERS** The president or, in the president's absence, a vice-president, shall be chair of any meeting of members. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint a person, who need not be a member,

to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

- 7.7 **PERSONS ENTITLED TO BE PRESENT** The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be notified of or to be present at the meeting. Any other person may be admitted on the invitation of the chair or with the consent of the meeting.
- 7.8 **QUORUM** A quorum for the transaction of business at any meeting of members shall be thirty-five persons present in person or by proxy and each entitled to vote thereat.
- 7.9 **RIGHT TO VOTE** Every member who is registered as a life or regular member on the books of the Corporation as of the date of the mailing of any notice of meeting required to be sent and who is not in arrears of any membership fees as at that date, shall be entitled to vote at such meeting. Any such member may pay such arrears up to the time of commencement of the meeting and be entitled to vote thereat.
- 7.10 **PROXIES** At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy, the same voting rights that the member appointing the proxy would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting. The instrument appointing the proxy shall contain the date thereof and the name of the person so appointed, and may be in the form of a signed ballot, whether for or against the matters specified in the instrument of proxy or for the election of directors named therein. It may be revoked in writing signed by the member and deposited either with the secretary of the Corporation at any time up to and including the last business day preceding the day of the meeting at which the proxy is to be used, or with the chair of the meeting on the day of the meeting at any time prior to voting on the matters set forth in the instrument of proxy. Proxies may not be used to vote on any question which has been submitted to the membership for a decision by means of a mail ballot.
- 7.11 **VOTES TO GOVERN** At any meeting of members every question shall, unless otherwise required by the letter patent or by-laws of the Corporation or by law, be determined by the majority of votes duly cast on the question.
- 7.12 **SHOW OF HANDS** Except as may be otherwise expressly stipulated herein, any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and

an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

- 7.13 **POLLS** Except as may be otherwise expressly stipulated herein, after a show of hands has been taken on any question, the chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.
- 7.14 **CASTING VOTE** In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.
- 7.15 **ADJOURNMENT** The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE VIII – NOTICES

- 8.1 **METHOD OF GIVING NOTICES** Any notice of a meeting of members required shall be sufficiently given if printed in any publication of the Corporation which is distributed to all of the said members. A notice so given shall be deemed to have been given when said publication is deposited in the mail for delivery. Any other notices (which term includes any communication or document) to be given, sent, delivered, or served pursuant to the Act, the letters patent, the by-laws, or otherwise to a member, director, officer, or auditor shall be sufficiently given if:
- (a) delivered personally to the person to whom it is to be given; or
 - (b) mailed or delivered to that person's last known address, or address as recorded in the books of the Corporation; or
 - (c) mailed or delivered to that person by any means or form of transmitted or recorded communication, including email.
- 8.2 **CHANGE OF ADDRESS** The secretary may cause the address on the Corporation's books to be changed for any member, director, officer, or auditor in accordance with any information believed by the secretary to be reliable.
- 8.3 **COMPUTATION OF TIME** In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

- 8.4 **OMISSIONS AND ERRORS** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 8.5 **WAIVER OF NOTICE** Any member (or the member's duly appointed proxy or representative), director, officer or auditor may waive any notice required to be given to the member under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE IX – AUDITOR

- 9.1 **APPOINTMENT AND REMUNERATION** The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until 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.

ARTICLE X – COMMITTEES

- 10.1 **EXECUTIVE COMMITTEE** The Board shall elect from among themselves an executive committee consisting of a minimum of four (4) and a maximum of seven (7) members which shall include the president, the vice-president or the vice-presidents, the secretary, and the treasurer. Each member of the executive committee shall serve during the pleasure of the Board and in any event only so long as they shall be a director. The Board shall fill vacancies in the executive committee by election from among its number. If and whenever a vacancy shall exist in the executive committee, the remaining number of members may exercise all its powers so long as a quorum remains in office.
- 10.2 **DUTIES AND POWERS** During the intervals between the meetings of the Board, the executive committee shall possess and exercise (subject to any regulations which the directors may from time to time impose) all the powers of the Board in the management and direction of the affairs of the Corporation (save and except only such acts as must by law be performed by the directors themselves) in such manner as the executive committee shall deem best for the interest of the Corporation.
- 10.3 **RESOLUTIONS** Any resolution made by the executive committee is effective only until the next meeting of directors unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new resolution of the executive committee of the same or like substance has any effect until confirmed at a meeting of directors. The directors may at the next meeting of the directors subsequent to a resolution of the executive committee confirm, reject, amend, or otherwise deal with any resolution of the executive committee submitted to the meeting for confirmation, but no act done or right acquired under any such resolution of the executive committee is prejudicially affected by any such rejection, amendment, or other dealing.

- 10.4 **QUORUM** Subject to any regulations imposed from time to time by the Board, the executive committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time.
- 10.5 **MEETINGS** Meetings of the executive committee may be held at the head office of the Corporation or at such other places as the committee may determine, including by teleconference. The executive committee shall keep minutes of its meetings in which shall be recorded all actions taken by it which minutes shall be submitted as soon as possible to the Board.
- 10.6 **COMMITTEES AND SUB-COMMITTEES** The Board may by resolution at any meeting of the Board designate standing, ad hoc, and/or special committees of the board. The Board may appoint an advisory council and/or honorary groups. The terms of appointment and expectation of service of any committee, advisory, or honorary group shall be determined by the Board. The president of the Board shall appoint the chair of each committee and the chair of each committee shall appoint the other committee members in consultation with the president and appropriate management staff unless otherwise directed by the Board. Each such committee shall have power to the extent delegated to it by the Board and in accordance with the laws of the Province of Ontario. Each committee shall keep minutes of proceedings and report to the Board.

ARTICLE XI – BY-LAWS

- 11.1 **REPEAL AND AMENDMENT** The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board and approved by an affirmative vote of at least two-thirds of the members present at a members' meeting.
- 11.2 **DISSOLUTION OF CORPORATION** In the event of the dissolution or winding up of the Corporation, it is specially provided that all its remaining assets after payment of liabilities shall be distributed to one or more recognized charitable organizations in Canada, or organizations whose objects are similar to those of the Corporation.