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Consolidated by-laws relating generally to
the transaction of the business and affairs of

CANADIAN ANTHROPOLOGY SOCIETY
SOCIETE CANADIENNE D'ANTHROPOLOGIE

BE IT ENACTED and it is hereby enacted as a by-law of CANADIAN ANTHROPOLOGY SOCIETY / SOCIETE CANADIENNE D'ANTHROPOLOGIE (hereinafter called the "Corporation") as follows:

INTERPRETATION

1. (a) "Executive Committee" means the Board of Directors of CANADIAN ANTHROPOLOGY SOCIETY / SOCIETE CANADIENNE D'ANTHROPOLOGIE.

(b) "Corporation" means the CANADIAN ANTHROPOLOGY SOCIETY / SOCIETE CANADIENNE D'ANTHROPOLOGIE.

(c) "Committee Member" means a Member of the Board of Directors.

(d) "Letters Patent" means the Letters Patent issued to the Corporation and shall include Supplementary Letters Patent.

(e) "Member" means a Member of CANADIAN ANTHROPOLOGY SOCIETY / SOCIETE CANADIENNE D'ANTHROPOLOGIE.

(f) "The Canada Corporations Act" shall mean The Canada Corporations Act as amended from time to time or any Act that may hereafter be substituted therefore.

(g) In this By-law, all other By-laws and all Special Resolutions of the Corporation:

(i) "herein", "hereof", "hereby", "thereunder", "hereto", "hereinafter", and similar expressions refer to the By-laws of the Corporation and not to anything in the subject matter or context inconsistent therewith;

(ii) words importing the singular number only shall include the plural, and vice versa, with appropriate grammatical changes unless the context otherwise requires;

(iii) words importing the masculine gender shall include the feminine and neuter genders, and vice versa, with appropriate grammatical changes unless the context otherwise requires;

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(iv) words importing persons shall include companies, corporations, firms, associations and any number or aggregate of persons, with appropriate grammatical changes unless the context otherwise requires.

- (h) The objects of the Corporation area as follows:
 - (i) To educate members of the profession of anthropology, preprofessionals of the profession of anthropology or students of anthropology.
 - (ii) To promote the profession of anthropology in the following ways:
 - (a) to hold an annual conference for the presentation of educative papers relating to anthropology;
 - (b) to assist and support members of the profession, preprofessionals or students of anthropology and scholarly research relating to the profession of anthropology;
 - (c) to assist and support Aboriginal and other groups through the diffusion of anthropological understanding and practices by providing educative information.

HEAD OFFICE

2. The Head Office of the Corporation shall be in the City of Hamilton, in the Province of Ontario, and at such a place therein as the Executive Committee may from time to time determine.

SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

MEMBERSHIP

4. (a) The membership of the Corporation shall consist of the applicants for the incorporation of the Corporation and such other individuals and associations and such corporations, partnerships and other legal entities who are interested in the objectives of the Corporation and who make application for membership and pay the requisite members fees provided that no one shall gain admittance as a member of the Corporation until their application for membership is received by the Corporation and the request membership fee is paid. Memberships may be terminated by resignation, withdrawal, expulsion or otherwise.

- (b) Members may be expelled by Resolution of the Executive Committee.

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(c) Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the Executive Committee.

(d) Unless otherwise provided by the provisions of the By-laws of the Corporation and subject to the provisions if any, contained in the Letters Patent of the Corporation, each Member in good standing shall be entitled to one (1) vote on each question arising at any special or general meeting of the Members, and they may vote by proxy,

Such proxy need not themselves be a Member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from their constituent or constituents.

No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.

(e) Membership in the Corporation is not transferable.

(f) Membership in the Corporation shall lapse and cease to exist upon:

- (i) The death of a Member
- (ii) The resignation of a Member

(g) There shall be only one category of Membership.

(h) The fee for Membership shall be fixed by resolution of the Executive Committee from time to time and shall be payable annually. Membership fees will become due on January 1st of each and every year. Members may pay their fees for the current calendar year or the calendar year designated by the member. Members will be eligible to receive one volume of THE JOURNAL OF THE SOCIETY for each year they are paid-up members.

(i) The Executive Committee may terminate the Membership of any Member for non-payment of fees.

ANNUAL MEETINGS OF MEMBERS

5. (a) The rules contained in Robert's Rules of Order (Pyramid Edition 1967) shall govern the society in all cases to which they are applicable and in which they are not inconsistent with the By-laws of this society.

(b) Members of the Corporation shall meet annually at such time and place as may be determined by the Executive Committee.

(c) Seventy-five (75) of voting members of the Corporation or twenty per cent (20%) of the voting members of the corporation, whichever is the lesser number, shall constitute a quorum and a majority vote of such voting members in attendance shall govern.

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NOTICE OF MEETINGS OF MEMBERS

6. No public notice or advertisement of Members meetings, annual or general, shall be required, but notice of the time and place of any meeting of Members shall be given to each Member by sending the notice BY MAIL OR SUCH OTHER MANNER AS THE EXECUTIVE COMMITTEE MAY DECIDE at least one (1) month before the times fixed for the holding of such a meeting; provided that any meeting of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat or represented by proxy duly appointed, and at such a meeting any business may be transacted which the Corporation at annual or general meetings may transact, or unless otherwise provided by the provisions of the Letters Patent, Supplementary Letters Patent and By-laws of the Corporation. Notice of the Annual Meeting of Members shall contain a copy of preliminary agenda to be followed at such meeting of members, which may be modified up to one month before such a meeting.

DETERMINATION OF QUESTIONS AT MEETINGS OF MEMBERS

7. At all meetings of Members of the Corporation, every question shall be decided by a majority of the votes of the Members present in person or represented by proxy duly cast unless otherwise required by the provisions of the By-laws of the Corporation, its Letters Patent or Supplementary Letters Patent, or by-law.

METHOD OF VOTING AT MEETINGS OF MEMBERS

8. (a) Every question shall be decided in the first instance by a show of hands unless a poll thereon be required or demanded by any Member.

(b) Upon a show of hands, every Member who is present and entitled to vote shall have one vote.

(c) Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be 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 admissible in evidence as prima facie proof 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 Corporation in annual or special meeting, as the case may be, upon the question.

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- (d) The Executive may wish to present resolutions by ballot to the entire membership, in which case if it is passed, it would be deemed to be “approved by the majority of the membership.”

POLLS AT MEETINGS OF MEMBERS

- 9. (a) The demand for a poll may be withdrawn, but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person or by proxy.
- (b) A poll so required or demanded shall be taken in such a manner as the Chair shall direct.
- (c) Upon a poll, each Member who is 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 Corporation in annual or special meeting, as the case may be, upon the question.

EQUALITY OF VOTES AT MEETING OF MEMBERS

- 10. In case of 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 a second or casting vote.

AGENDA OF ANNUAL MEETINGS

- 11. The agenda of the annual meeting shall include:
 - (a) A report of the work of the Executive Committee during the year prior to the meeting.
 - (b) The Secretary’s and Treasurer’s reports, including the annual financial statement of the Corporation.
 - (c) Reports of the Corporation Standing Committees.
 - (d) Report of the results of the elections for the Executive Committee.
 - (e) Such other matters as required by law.

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EXECUTIVE COMMITTEE

12. (a) The affairs of the Corporation shall be managed by an Executive Committee of seven (7) individuals.

The Secretary will publish a call in a manner as the Executive committee may decide for nominations of individuals for positions on the Executive Committee which shall need to be filled for the following year. The Secretary will submit to the Membership in a manner as the Executive Committee may decide a ballot and a list of individuals who were nominated, and who agreed to stand, for a position on the Executive Committee. This list shall include those nominated by members and those nominated by the Vice-President (President Elect) in consultation with the Executive Committee. The results of the balloting shall be announced at the Annual Meeting of Members, and those elected shall assume their offices at the end of that Meeting.

(b) The Executive Committee of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and so all such other acts and things as the Corporation is by its Letters Patent, Supplementary Letters Patent, or otherwise or by law authorized to exercise and do.

(c) Without in any way derogating from the foregoing, the Executive Committee may purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands buildings and other property, movable or immovable, real or personal, or any right interest therein owned by the Corporation only with the approval of the Members in general or special meeting and for such consideration and upon such terms and conditions as may be deemed advisable.

QUALIFICATIONS OF COMMITTEE MEMBERS

13. (a) Each Committee Member at the time of their election or appointment within ten (10) days thereafter, and throughout their term of office, shall be a Member of the Corporation in good standing.

(b) Each Committee Member shall be a resident of the Dominion of Canada within the meaning of that term as defined by The Income Tax Act of Canada or shall become a resident of Canada within ten (10) days of their election as a Committee Member, failing which their election to the Executive Committee shall become null and void.

(c) The Secretary of the Annual Meeting of Members shall when circulating the notice of the individuals nominated for the election of Committee Members advise the members of the

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corporation that it is in the best interests of the corporation that its Executive Committee be representative of the two official languages of Canada.

VACANCIES IN THE EXECUTIVE COMMITTEE

14. (a) Vacancies on the Executive Committee, however caused, may, so long as a quorum of the Executive Committee remains in office, be filled for the remainder of their terms of office by the Executive Committee from among qualified members of the Corporation, if they shall see fit to do so, or by the Members of the Corporation at a general meeting called for the purpose, otherwise such vacancy shall be filled at the next annual balloting, or at the next annual meeting of the Members at which the Executive Committee Members for the ensuing year are elected, but if there is not a quorum of Executive Committee Members, the remaining Executive Committee Members shall forthwith call a meeting of the Members to fill the vacancy.

(b) If the number of the Executive Committee is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided

CALLING OF MEETINGS OF THE EXECUTIVE COMMITTEE

15. Meetings of the Executive Committee shall be held from time to time at the call of the Executive Committee, the President, or by written petition of four (4) Members of the Executive Committee at a place and time to be determined by the call for such Executive Committee Meeting.

NOTICE OF MEETINGS OF THE EXECUTIVE COMMITTEE

16. (a) The Executive Committee may consider and transact any business, either annual, special or general without any notice thereof.

(b) Notice of every meeting so called shall be given to each Executive Committee Member:
(i) Not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is mailed and it shall be by prepaid mail; and
(ii) Not less than twenty-four (24) hours before the time when the meeting is to be held if the notice is delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation, or if sent by any means of wire or wireless communication; save that no notice of a meeting shall be necessary if all the Executive Committee Members are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

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- (c) The Statutory Declaration of the President or Secretary that notice has been given pursuant to the provisions of the By-laws of the Corporation shall be sufficient and conclusive notice of the giving of such notice.

ORGANIZATION MEETINGS OF THE EXECUTIVE COMMITTEE

17. Provided a quorum of the Executive Committee be present, each newly elected Executive Committee may without notice hold its first meeting immediately following the meeting of Members of the Corporation at which such Executive Committee is announced.

REGULAR MEETINGS OF THE EXECUTIVE COMMITTEE

18. The Executive Committee may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Executive Committee shall be sent to each Committee Member forthwith after each subsequent Committee Member is elected or appointed, but no other notice shall be required for any such regular meeting.

PLACE OF MEETINGS OF THE EXECUTIVE COMMITTEE

19. Meetings of the Executive Committee may be held at the Head Office of the Corporation or any other place permissible by law.

CHAIR OF MEETINGS OF THE EXECUTIVE COMMITTEE

20. The President, or in the absence of the President, the Vice-President (President Elect) shall be Chair of any meeting of the Executive Committee; and if neither of the said officers be present, the Committee Members present shall choose one of their number to be Chair.

QUORUM AT MEETINGS OF THE EXECUTIVE COMMITTEE

21. The Quorum for any meeting of the Executive Committee shall be four (4) Committee Members.

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DETERMINATION OF QUESTIONS AT MEETINGS OF THE EXECUTIVE COMMITTEE

22. (a) At all meetings of the Executive Committee, 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.

(b) All votes at any such meeting shall be taken by ballot if so demanded by any Executive Committee Member present, but, if no demand is made the vote shall be taken in the usual way by assent or dissent.

(c) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

REMUNERATION OF COMMITTEE MEMBERS AND OFFICERS

23. The Committee Members and Officers shall receive no remuneration for acting as such, but shall be entitled for reimbursement for their reasonable expenses incurred by serving as an Executive Committee Member of the Corporation.

INTEREST OF COMMUNITY MEMBERS IN CONTRACT

24. (a) No Committee Member 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 Committee Member or in which any Committee Member is in any way interested be liable to be voided, nor shall any Committee Member so contracting or being so interested be liable to account to the Corporation for any profit realized from any such contract or arrangement by reason of such Committee Member holding that office or the fiduciary relationship thereby established.

(b) No Committee Member or their family shall enter into any business arrangement with the Corporation in which they are interested directly or indirectly, except:

- (i) on a written and competitive seal quotation basis, and
- (ii) until such a Committee Member has declared such interest to the extent, in the manner and at the time required by the Corporation or by law and has refrained from voting in respect of the contract or arrangement or proposed contract or arrangement.

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PROTECTION OF COMMITTEE MEMBERS AND OFFICERS

25. No Committee Member or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Committee Member or Officer, or for joining any receipt or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee 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 occasioned by error of judgment or oversight on their part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto unless the same shall happen through their own dishonesty.

INDEMNITY OF COMMITTEE MEMBERS AND OFFICERS

26. Every Committee Member or Officer of the Corporation and their heirs, executors, and administrators and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) All costs, charges and expenses whatsoever which such Committee Member or Officer sustains or incurs in or about any action, suit or proceeding which 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 thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

OFFICERS OF THE CORPORATION

27. The Officers of the Corporation shall consist of a President, two Vice-Presidents (President-Elect, Past-President), Secretary, and Treasurer and two (2) Members-at-large. The terms of office shall be:

President	1 year
Vice-President (Past President)	1 year
Vice-President (President Elect)	1 year
Secretary	2 years
Treasurer	2 years
Member-at-large	2 years
Member-at-large	2 years

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OTHER OFFICERS OF THE CORPORATION

28. (a) The Executive Committee shall at the first meeting of the Executive Committee after the annual election of such Executive Committee appoint officers in charge of special portfolios, including: Anglophone and Francophone Editors of THE JOURNAL OF THE SOCIETY, Principal Organizers of Annual Conferences, Members of the Richard F. Salisbury Prize Committee, and other Member(s) invited by the Executive Committee to be responsible for a special task related to the activities of the Society.

(b) The Presidents of any Affiliated Associations shall be Ex-officio voting members of the Executive Committee.

DUTIES OF PRESIDENT OF THE CORPORATION

29. (a) The President, shall, when present, preside at all meetings of the Corporation and of the Executive Committee.

(b) The President shall be charged with and shall have the general management, direction and supervision, subject to the authority of the Executive Committee, of the business, affairs and operations of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed directly by the Executive Committee and to settle the terms of their unemployment and remuneration, if any, unless the said power to appoint and remove is subsequently delegated by properly enacted resolution to a chief administrative officer of the Corporation.

(c) The President together with the Secretary or other Officer appointed by the Executive Committee for the purpose shall sign all By-laws.

DUTIES OF THE VICE-PRESIDENTS OF THE CORPORATION

30. (a) Vice-Presidents shall perform such duties and exercise such powers as the President may from time to time delegate to them or the Executive Committee may prescribe.

(b) During the absence or inability of the President, their duties may be performed and their powers may be exercised by the Vice-President (President-Elect) or such other Officer as the Executive Committee shall appoint.

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(c) If the Vice-President (President-Elect) or such other Officer as the Executive Committee may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

31. (a) The Secretary shall be ex officio clerk of the Executive Committee.

(b) The Secretary shall attend all meetings of the Executive Committee, the Members and Committees and shall enter, record or cause to be entered or recorded in books for that purpose all facts and minutes of all proceedings.

(c) The Secretary shall give or cause to be given all notices required to be given to Members, auditors, Committee Members and to members of Committees.

(d) The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all its corporate books, papers, records, documents, correspondence, contracts and other instruments belonging to the Corporation, which they shall deliver up only when authorized by a resolution of the Executive Committee to do so and to such person or persons as may be named in the resolution.

(e) The Secretary with the President or other Officer appointed by the Executive Committee for the purpose shall sign all By-laws and Membership Certificates.

(f) The Secretary shall perform such other duties as may from time to time be determined by the Executive Committee.

DUTIES OF THE TREASURER OF THE CORPORATION

32. (a) The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Executive Committee, shall deposit and shall control the deposit of all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Executive Committee, the safekeeping and the disbursement of the funds of the Corporation.

(b) The Treasurer shall disburse the funds of the Corporation under the direction of the Executive Committee, taking proper vouchers therefor.

(c) The Treasurer shall render to the Executive Committee at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation.

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(d) The Treasurer shall also perform such other duties as may from time to time be determined or prescribed by the Executive Committee.

DUTIES OF OTHER OFFICERS OF THE CORPORATION

33. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Executive Committee requires of them.

VARIATION OF DUTIES OF OFFICERS OF THE CORPORATION

34. (a) From time to time, the Executive Committee may vary, add to or limit the powers and duties of any Officer.

(b) Any of the powers and duties of and Officer to whom an assistant has been appointed may be exercised and performed by such an assistant, unless the Executive Committee otherwise directs.

APPOINTMENT OF AGENTS AND ATTORNEYS

35. The Executive Committee shall have power from time to time to appoint agents or attorneys for the Corporation in any province with such powers of management or otherwise as may be thought fit.

CHIEF ADMINISTRATIVE OFFICER OF THE CORPORATION

36. (a) The Executive Committee may by resolution duly enacted appoint a Chief Administrative Officer and establish an administrative office to serve the needs of the Corporation.

(b) Such Chief Administrative Officer shall:

(i) be responsible to the Executive Committee for the general administration, organization and management of the Corporation in accordance with the policies established by the Corporation through its Executive Committee;

(ii) attend all meetings of the Executive Committee and of its Committees;

(iii) employ, control and direct all employees of the Corporation, including senior staff;

(iv) be responsible for the payment by cheque of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Executive Committee;

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- (v) report to the executive Committee any matter about which it should have knowledge; and
- (vi) such other duties as may be from time to time assigned by the Executive Committee.

SPECIAL DUTIES OF THE EXECUTIVE COMMITTEE

37.1. (a) The Executive Committee may at any meeting appoint any Special Committee and name the Chair and Assistant Chair thereof;

(b) For any Special Committee appointed under Subsection (a), the Executive Committee shall prescribe terms of reference.

(c) The Executive Committee may by resolution properly enacted dissolve any Special Committee at any time.

2. The Chair and, in the Chair's absence, the Assistant Chair of a Committee shall attend each meeting of the Executive Committee, whereat a recommendation or report of his Committee is to be considered, and shall be afforded every opportunity to enter into discussion thereof when it is being considered.

FINANCIAL YEAR OF THE CORPORATION

38. The fiscal year of the Corporation shall end on the 31st day of December in each year.

CONTROL OF EXPENDITURES

39. (a) Funds will be administered by the Treasurer.

(b) Cheques shall be co-signed by any two of the Officers of the Corporation, or by such other person or persons authorized by the officers of the corporation.

BANKING ARRANGEMENTS FOR THE CORPORATION

40. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on business as the Executive Committee may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Executive Committee may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the

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generality of the foregoing, the operation of the Corporation's account; the making, signing, drawing, accepting, endorsing, negotiation, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

DEPOSIT OF SECURITIES FOR SAFEKEEPING BY THE CORPORATION

41. (a) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive Committee.

(b) Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officers or officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Executive Committee and such authority may be general or confined to specific instances.

(c) The institutions which may be so selected as custodians of the Executive Committee shall be fully protected in acting in accordance with the directions of the Executive Committee and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

EXECUTION OF INSTRUMENTS ON BEHALF OF THE CORPORATION

42. Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the President and by the Secretary or the Treasurer. In addition, the Executive Committee may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligations of the Corporation or any class thereof may or shall be signed. The Corporate Seal shall be affixed to such instruments as require the same, and the signing officers are hereby authorized to affix same thereto.

BOOKS AND RECORDS OF THE CORPORATION

43. (a) The Executive Committee shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

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(b) Appropriate minutes shall be kept of each meeting of Members compiled in such a way as to be retained on permanent record.

(c) Appropriate minutes shall be kept of each meeting of the Executive Committee compiled in such a way as to be retained on permanent record.

(d) Appropriate minutes shall be kept of each meeting of each Committee of the Executive Committee compiled in such a way as to be retained on permanent record.

AUDITOR OF THE CORPORATION

44. (a) The Members of the Corporation shall at the annual meeting of the Corporation appoint an auditor or accountant to hold office until the next annual meeting of the Members of the Corporation.

(b) The Auditor shall not be a Member of the Executive Committee or an Officer or employee of the Corporation, or a partner or employee of any such persons.

(c) The auditor shall be duly licensed under the provisions of The Public Accountancy Act.

(d) The auditor shall have all the rights and privileges set forth in The Canada Corporations Act and shall perform the audit function prescribed therein.

(e) In addition to making his report at the annual meeting of the Members of the Corporation, the auditor shall from time to time report to the Executive Committee on his work, making any recommendations he considers necessary.

METHOD OF GIVING NOTICES

45. (a) Any notice, communication or other document to be given by the Corporation pursuant to any provision of the Letters Patent, Supplementary Letters patent or the By-Laws of the Corporation or of The Corporations Act to a Member, Director, Officer or auditor of the Corporation shall be sufficiently given if:

(i) delivered personally to the person to whom it is to be given, or

(ii) delivered to their last address as recorded in the books of the Corporation, or

(iii) mailed by prepaid ordinary or air mail, unless otherwise provided by the provisions of the Letters Patent, Supplementary Letters Patent or By-laws of the Corporation, in a sealed envelope addressed to them at their last address as recorded in the books of the Corporation, or

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(iv) sent by any means of wire or wireless or any other form of transmitted or recorded communication.

(b) The Secretary may change the address on the books of the Corporation of any Member in accordance with any information believed by the Secretary to be reliable.

(c) A notice, communication or document so delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when

delivered to the appropriate communication company or agency or its representative for dispatch.

COMPUTATION OF TIME

46. In computing the date by when notice must be given under any Provision of Letters Patent, Supplementary Letters Patent or By-laws of the Corporation requiring a specified number of days notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

OMISSIONS AND ERRORS

47. The accidental omission to give or error in giving any notice to any Member, Committee Member, Officer or auditor or the non-receipt of any notice by any Member, Committee Member, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate such meeting or invalidate or make void any proceedings or action taken or had at any meeting held pursuant to such notice or otherwise founded thereon, and any meeting held pursuant to such notice or otherwise founded thereon, and any Member, Committee Member, Officer or auditor may at any time waive notice of any such meeting and/or may ratify and approve of any or all proceedings taken or had threat.

WAIVER OF NOTICE

48. Any Member (or his duly appointed proxy), Committee Member, Officer or auditor may waive any notice required to be given under any provision of Letters Patent, Supplementary Letters Patent or By-laws of the Corporation or of The Corporation Act, 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.

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PROCEDURE AT MEETINGS

49. Any questions of procedure at or for any meetings of the Members of the Corporation, of the Executive Committee, ancillary association or any Committee which has not been provided for in these By-laws or by The Corporation Act shall be determined by the Chairman in accordance with parliamentary procedure as practiced in the Legislature of Canada.

ADJOURNMENT OF MEETINGS

50. (a) Any meetings of the Corporation or of the Committee Members or of Committees may, with the consent of the meeting and subject to such conditions as the meeting may decide, be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

(b) No notice shall be required of any such adjournment.

(c) Such adjournment may be made notwithstanding that no quorum is present.

BY-LAWS OF THE CORPORATION

51. (a) Subject to the provision of The Canada Corporations Act, amendments to the By-laws of the Corporation shall be made by the Executive Committee but shall not be effective until confirmed by a majority of two-thirds (2/3) of the votes cast by a mail ballot sent to all Members, or at a special general meeting of Members call for the purpose of considering an amendment or amendments to the By-laws of the Corporation in which case the said two-thirds (2/3) majority of the votes cast made by the Members either present in person or by a properly constituted proxy, provided that the enactment, repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate affairs has been Obtained.

(b) All new By-laws of the Corporation dealing with the affairs of the corporation not yet governed by any By-law shall be made by the Executive Committee and shall be effective forthwith, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained, until a mail ballot sent to all members, or until the next annual meeting of Members, when they shall be confirmed by a two-thirds (2/3) majority of votes cast, and in the case of a meeting votes may be cast by the Members either present in person or by their properly constituted proxy, but in the absence of such confirmation shall become null and void and of no consequence whatsoever.

May 8, 2004

LANGUAGES OF THE CORPORATION

52. The Corporation shall have both French and English as its official language. All official communications of the Corporation shall be published in both languages. Papers delivered at the annual meeting of Members may be given in either language. Any papers published in *the journal of the society* will be printed in the language of the Corporation in which it is submitted, with an abstract in the other language of the Corporation.

REMOVAL OF DIRECTORS

53. The office of director shall be automatically vacated:

- (a) If a Director shall resign their office by delivering a written resignation to the Secretary of the Corporation.
- (b) If they are found to be a lunatic or becomes of unsound mind.
- (c) If at a special general meeting of members a Resolution is passed by three-quarters (3/4) of the members present at the meeting that they be removed from office.
- (d) On death.

Dated this day of May8, 2004.

President

Secretary