



## **WFSJ BYLAWS**

This, being a bylaw relating generally to the transaction of the business and affairs of the **WORLD FEDERATION OF SCIENCE JOURNALISTS / FÉDÉRATION MONDIALE DES JOURNALISTES DES SCIENCES** ("Federation"), repeals and replaces in its entirety previous bylaws of the Federation.

### **GENERAL PROVISIONS**

#### **1.0 Interpretation**

- 1.1. "Act" means the Companies Act, R.S.Q., chapter C-38, under which the Federation is incorporated and all regulations thereunder and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefore, and in the case of such substitution the reference in the bylaws, resolutions and minutes of the Federation to non-existing acts or statutes shall be read as referring to the substituted provisions in the new acts or statutes;
- 1.2. "Appoint" includes "elect" and vice versa;
- 1.3. "Board" means the Board of Directors of the Federation;
- 1.4. "Bylaws" means the bylaws of the Federation from time to time in force or effect;
- 1.5. "Director" means a member of the Board;
- 1.6. "General Assembly" means the annual general meeting representing the voting members of the Federation, as defined in Article 9 of this Bylaw;
- 1.7. "Letters Patent" means the Letters Patent incorporating the Federation and all Supplementary Letters Patent thereafter issued as defined in the Act;
- 1.8. "Member" means those defined at 4.1 of this Bylaw;
- 1.9. "Organizations" shall include companies, partnerships, associations and any number of unincorporated groups of persons;
- 1.10. "Writing" and references to "in writing", "written" and similar expressions include material that is printed, handwritten, typewritten, faxed, emailed, or otherwise capable of being visually reproduced at the point of reception;
- 1.11. Headings used in these Bylaws are inserted to facilitate consultation and should not be considered in interpreting the terms and provisions thereof; and
- 1.12. Singular shall include the plural and the plural the singular.

## **2.0 Head Office**

2.1. The Registered Office of the Federation shall be in the City of Gatineau, in the Province of Québec and at such place therein as the Board of the Federation from time to time may determine by resolution.

## **3.0 Purpose**

The objectives of the Federation are to:

3.1. Establish, maintain, and operate a training centre in science journalism by delivering teaching and educational resources in this area, as well as organizing a mentoring program for students in this domain.

3.2. Educate the public by offering courses, seminars, conferences and workshops related to science, technology, and science journalism.

3.3. Contribute to the advancement of education by offering study scholarships, prizes, fellowships and any other type of financial support to the community of students in science journalism.

Subject to the Québec Act respecting Private education, RSQ, c E-9.1.

## **4.0 Membership Categories**

4.1. Membership shall be limited to those interested in furthering the purposes and activities of the Federation and whose application for admission as a member has received approval of the Board. There shall be three categories of members:

4.1.1. Full Members, who shall be entitled to receive notice, attend, speak and vote at meetings of the Members. Full Members are limited to those Organizations, in good standing with the Federation, which have paid the annual dues. One accredited representative of each Full Member, in good standing, may vote through a duly authorized proxy.

4.1.2. Associate Members, who shall be entitled to receive notice, attend and speak at meetings of the Members but will not have the right to vote thereat. Associate Members are those: (a) who would otherwise qualify as Full Members but are unable to pay the annual fees for Full Members in full; (b) Full Members who are in arrears with respect to annual membership fees; and (c) Organizations otherwise admitted by the Board as Associate Members.

4.1.3. Honorary Members, who shall be entitled to receive notice, attend and speak at meetings of the Members but will not have the right to vote thereat. Honorary Members are those Organizations and individuals that have rendered exemplary voluntary service or financial contribution to the Federation in support of the object of the Federation. Honorary members are not required to make contributions or pay annual dues.

## **5.0 Annual Membership Dues**

5.1. The Board may, if it thinks fit, determine the membership and amount of annual dues of Full Members as well as the when, where and how to make payment. The annual membership fees must be approved at the General Assembly.

## **6.0 Membership Cards**

6.1. The Board may, if it thinks fit, issue membership cards.

## **7.0 Resignation as a Member**

7.1. Any member may resign as such at any time by giving notice of withdrawal or resignation, preferably in writing to the Secretary of the Federation. Such withdrawal or resignation is effective on the date of receipt of such notice or the date specified in the said notice.

## **8.0 Terminate or Suspend Membership**

8.1. The Board shall have authority to terminate or suspend any membership of the Federation for any one or more of the following grounds:

8.1.1. violating any provision of the Letters Patent, Bylaws, or written rules and policies of the Federation;

8.1.2. carrying out any conduct which may be detrimental to the Federation as determined by the Board in its sole discretion; or

8.1.3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the Federation.

8.2. In the event that the Board determines that a Member should be terminated or suspended, the Executive Director, or such other Officer as may be designated by the Board, shall provide thirty (30) days' notice of proposed termination or suspension to the Member and shall provide reasons for the proposed termination or suspension. The Member may then make written submissions to the Executive Director, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the Executive Director, he or she, or such other Officer as may be designated by the Board, may proceed to notify the Member that Membership has been terminated or suspended in the Federation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

8.3. Any Membership may be terminated or suspended by a vote of seventy-five percent (75%) of the Members at a meeting of the Members provided that any such Member shall be provided prior notice and granted an opportunity to be heard at such a meeting.

8.4. Membership in the Federation is automatically terminated if the Member is declared bankrupt, dissolved or liquidated.

8.5. Upon any termination or suspension of Membership, the rights of the Member automatically cease to exist with regard to the Federation.

## **MEMBERS' MEETINGS**

### **9.0 General Assembly**

9.1. The Board may determine, and fix by resolution, the place, day and time of the General Assembly. The General Assembly, however, must be held on a date that does not exceed more than one hundred twenty (120) days after the end of the fiscal year of the Federation.

9.2. If deemed to be opportune, the Board may decide that the General Assembly and election of Directors will take place outside the Province of Québec.

9.3. Any General Assembly may also be a Special Meeting to dispose of any matter that may have commenced at a Special Meeting of the Members.

9.4. All Honorary Members and those members, in good standing, of the Full Members and Associate Members of the Federation may attend the General Assembly but can only exercise the right to speak at the time provided for this purpose by the President of the Federation.

9.5. The agenda of the General Assembly is determined by the Board and must contain at least the following items:

9.5.1. finding of quorum and calling the meeting to order;

9.5.2. adoption of the agenda;

9.5.3. consideration and adoption of the minutes of the last General Assembly and of any intervening Special Meetings;

9.5.4. presentation of the annual report of the Directors;

9.5.5. presentation of audited financial statements and report of the auditor;

9.5.6. discussion and, if thought fit, approval of the financial statements and report of the auditor;

9.5.7. appointment of the auditor, if applicable;

9.5.8. approval or confirmation of the enactment, repeal or amendment to Bylaws and adopted action of the Board and Officers from the last General Assembly, if applicable; and

9.5.9. election or re-election of Directors, if applicable.

9.6. At the request of two thirds (2/3) of the voting Members present, any issue can be discussed and added to the General Assembly agenda, without notice, except amendment to the Federation's rules, Bylaws, Letters Patent and the removal of a Director, Officer or a Member.

## **10.0 Special Meeting**

10.1. The Board may determine, and fix by resolution, the place (within or outside of Québec), day and time of any Special Meeting.

10.2. It belongs to the President or the Board to convene Special Meetings, when deemed necessary, for the proper administration of affairs of the Federation.

10.3. Upon receipt by the Secretary of a requisition, in writing, signed by at least ten percent (10%) of the Full Members, setting out the purpose of the proposed meeting, the Board, or, if there is not a quorum, the remaining directors, shall forthwith convene a Special Meeting for the transaction of the business stipulated in the requisition.

10.4. If the meeting is not called and held within twenty-one (21) days from the date upon which the requisition was delivered to the head office of the Federation, then those Members that are signatory to the requisition may themselves convene such a Special Meeting. (Art. 99 of the Act)

## **11.0 Notice**

11.1. Notice of all Members' meetings shall be delivered or sent by electronic means to each Member not less than thirty (30) days before the meeting is to take place or shall be mailed to each Member not less than forty-five (45) days before the meeting is to take place; provided that any meetings of Members may be held at any time and place without such notice if all the Members are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Federation at annual or special meetings may transact.

11.2. The statutory declaration of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice.

11.3. A notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived in any manner or by any Member, or the duly appointed proxy of any Member.

11.4. Notice of every meeting of Members at which special business is to be transacted shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

11.5. Notice of each meeting of Members must remind the Member of the right to vote by proxy.

11.6. No error or omission in giving notice of any meeting of the Members or any adjourned meeting of the Members of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **12.0 Attendance**

12.1. The only persons entitled to attend a meeting of Members shall be Members, Directors, Officers and auditors of the Federation. All individuals that are Members, in good standing, of a Member of the Federation may also attend a meeting of the Members but are not entitled to vote at the meeting. Any other person may be admitted only on the invitation of the Board, the Executive Director, the President or upon the consent of those at the meeting.

12.2. If the Board consents either generally or in respect of a particular meeting of the Members, any Full Member may participate by way of telephone or video conference or other electronic means of communication, and the Full Member shall be deemed to be present at the meeting. Should other communications facilities be used, security issues will be addressed by the chairperson of the meeting.

### **13.0 Quorum**

13.1. A quorum at any meeting of the Members (unless a greater number of members are required to be present by the Act) shall be 10 percent (10%) of the Full Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **14.0 Chairperson of the Meeting**

14.1. The President of the Federation, or if absent then the Vice-President, shall act as chairperson at the General Assembly or Special Meeting. In the event that the President and the Vice-President are absent, then Full Members, who are present at the meeting, shall choose any one of the Members of the Federation to act as the chairperson at the meeting.

### **15.0 Adjournment**

15.1. A meeting of the Members may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

15.2. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting of the Members.

15.3. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting of the Members.

### **16.0 Vote**

16.1. Unless otherwise required by the Act, Letters Patent or Bylaws of the Federation, at all meetings of Members every question shall be decided by the majority of the votes cast on the question.

16.2. Every question submitted to any meeting of Members may be decided by a show of hands or secret ballot, which may be done electronically, as determined by the chairperson. Every person present or represented by proxy and entitled to vote shall have one (1) vote but in the case of an equality of votes, the chairperson shall have a casting vote in addition to the vote which he may be entitled as a Member.

16.3. Before or after a vote by show of hands the chairperson may require, or any Member present or represented by proxy and entitled to vote, may demand a secret ballot, which may be done electronically.

16.4. Unless a secret ballot is required or demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority, or not carried, and any entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16.5. A demand for a secret ballot may be withdrawn at any time prior to the taking of the vote, electronically or otherwise.

16.6. Every Member entitled to a vote at a meeting of Members by instrument in writing may appoint a proxy holder, who need not be a Member or person who is entitled to vote at the meeting, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the Member were present at the meeting.

16.7. The instrument appointing a proxy holder shall be in writing executed by the appointer or by the appointer's attorney authorized in writing, or, if the appointer is a corporation, executed by an Officer or attorney duly authorized, and shall be valid only at the meeting(s) in respect of which it is given or any adjournment thereof.

16.8. An Organization, which is a Member, may by resolution of its Board or governing body authorize such a person as it thinks fit to act as its representative at any meeting of the Members of the Federation and a person so authorized is entitled to exercise the same powers on behalf of such Organization as that Organization could exercise if it were an individual Member.

16.9. Subject to the provisions of the Act, the instruments appointing a proxy holder and those evidencing the authorization of a representative of a Member may be in such form as the Board may from time to time prescribe or in such other form as the chairperson of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or subject to the Act at such earlier time, with such person and in such manner as the Board or the notice calling the meeting may prescribe.

## **BOARD OF DIRECTORS**

### **17.0 Qualifications and Composition**

17.1. The number of Directors on the Board shall be a minimum of seven (7). The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Full Members at a meeting duly called for the purpose of determining the number of Directors to be elected to the Board. (Art. 87 of the Act).

In addition to the number of Directors established by a vote of the Board and the Full Assembly (section 17.1) the Board may choose to appoint the immediate past president of the Board to serve an additional term of up to two (2) years.

The ex-officio Director has all the rights (attending, making motions, speaking in debate, and voting) but none of the duties of other directors (such as the duty to attend meetings).

As any other Director, the ex-officio Director will be held accountable for the duties of their position as stated in the by-laws.

The ex-officio Director will not be included in the count when determining the number needed for a quorum and will not be counted when determining if a quorum is present.

17.2. A Director must be, and remain, a designated representative of a Full Member that is in good standing with the Federation.

17.3. A Director must:

17.3.1. be eighteen (18) years of age or older;

17.3.2. have the power under law to contract;

17.3.3. not have been disqualified to act as Director by a court in Canada or in another country; and

17.3.4. not be an undischarged bankrupt.

17.4. At no time shall there be more than one (1) Director that is a permanent resident from the same country, other than Canada, on the Board.

17.5. A minimum of two (2) Directors, who are Canadian permanent residents, must be on the Board.

17.6. One Canadian Director will represent an entity that will help advance fundraising efforts and develop grant procurement for the WFSJ.

17.7. One Canadian Director must be designated by a Full Member from Canada that is in good standing with the Federation.

17.8. One Canadian Director shall be entitled to all the rights and privileges and shall have the same standing in every way as other members of the committee.

17.9. No candidate for election to be a Director can be a member of the nominating committee.

## **18.0 Term of Office**

18.1. A Director shall be elected by the Full Members for a term of up to two (2) years expiring no later than the close of the second General Assembly following election to the Board. Terms of office will be staggered to ensure continuity.

18.2. A Director may be re-elected for a further term of two (2) years, up to a maximum of six (6) consecutive years.

## **19.0 Election Procedure**

19.1. Each year the Board shall provide at least one hundred twenty (120) days prior notice to the nomination committee of the place, date and time of the General Assembly.

19.2. Not later than ninety (90) days before the General Assembly, the nomination committee shall send notice to Full Members stating that the Federation will accept written submissions from the designated Full Member representative to the Federation. Nominations for the election of Directors shall remain open for at least thirty (30) days from the date of notice. The nominating committee shall also publish on the Federation's website such notice for Director nominations.

19.3. At the conclusion of the nomination period, the nomination committee shall review the submissions received and, pursuant to Article 17, establish a single list of candidates to stand for election as Directors at the General Assembly. This list shall include the name of those individuals along with any other information deemed relevant by the nominating committee. This nomination list is then transmitted to the Full Members at least fifteen (15) days before the holding of the election.

19.4. In cases where there are no more candidates than the number of Directors to be elected, then the election will take place by acclamation.

19.5. In cases where there are more candidates than Director positions available, then the vote will be made by a show of hands or secret ballot, which may be done electronically, as determined by the chairperson. The candidates receiving the most votes will be elected to the Board.

19.6. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

19.7. One Canadian Director will be serving on the board "by reason of their office," rather than by being elected to the position.

## **20.0 Vacancy and Removal**

20.1. The office of a Director shall be automatically vacated if the Director:

20.1.1. no longer has the qualifications prescribed at Article 17 of this Bylaw;

20.1.2. has resigned, by way of written notice to the Federation, effective the date notice is received by the President or the date specified in such notice;

20.1.3. becomes bankrupt or suspends payment of his debts or compounds with his creditors or makes an authorized assignment or is declared insolvent;

20.1.4. ceases to be a designated representative of the Full Member;

20.1.5. ceases to be eligible to be a Director due to a change in his or her permanent residency;

20.1.6. is found to be a mentally incompetent person or a person of unsound mind;

20.1.7. is removed by way of a resolution, passed by a two-thirds (2/3) of the Full Members present at a Special Meeting called for that purpose; the notice calling for the Special Meeting for the removal of the Director must mention that such a person is liable to removal from office, as well as the main breach of duty being held against the Director; or

20.1.8. dies or is otherwise unable able to perform his or her duties;

20.2. If a simple majority of the Board elects to do so, then a vacancy on the Board can be filled for the unexpired Director's term of office. Wherever possible, the Board shall fill the vacancy in accordance with the characteristics and qualifications, as described in Article 17 of this Bylaw.

20.3. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

## **21.0 Attendance**

21.1. The presence of a Director is required at all Board meetings. All absences can be justified by a written notice sent to the President no later than the day of the Board meeting.

21.2. Any Director who misses three (3) consecutive Board meetings or fifty percent (50%) of Board meetings held during a fiscal year, without justification, may be removed from his post by the Board by way of a simple majority vote.

## **22.0 Remuneration**

22.1. A Director shall serve without remuneration and no Director shall directly or indirectly receive any pecuniary profit from his/her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. Nothing herein shall be construed to preclude any Director from serving the Federation as an Officer, or in any other capacity, and receiving compensation therefor.

## **23.0 Indemnification**

23.1. Each and every Director shall assume office on the express understanding, agreement and condition that every Director and his heirs, executors, administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the fund of the Federation from and against all costs, losses, charges, and expenses whatsoever which such Director sustains or incurs in or about and action, suit, or proceeding which is brought, commenced, or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, or in respect of any such liability, except costs, losses, charges or expenses as are occasioned by his own willful neglect or default.

23.2. No Director for the time being of the Federation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee of the Federation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired by order of the Board for and on behalf of the Federation or for insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Federation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or extra-contractual liability of any person, firm or corporation with whom or which and moneys, securities or effects of the Federation shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen to the Federation in the execution of the duties of his respective office of trust or in relation thereto unless the same shall happen by or through his own willful neglect or default.

## **24.0 Conflict of Interest**

24.1. A Director must, pursuant to the Act, disclose any direct or indirect interest in a contract or a proposed contract with the Federation; except where to the extent provided by law, the Director in question must refrain from deliberation and voting on a resolution approving such a contract. The declaration of conflict interest shall be noted in the minutes of the meeting.

## **25.0 Powers of Directors**

25.1. The Board of the Federation may/shall administer the affairs of the Federation in all things and make or cause to be made for the Federation, in its name, any kind of contract which the Federation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Federation is by its Letters Patent or otherwise authorized to exercise and do.

25.2. The Board shall determine the condition for admission of Members.

25.3. The Board ensures that the Bylaws are applied and that resolutions are implemented.

25.4. The Board has power to authorize expenditures on behalf of the Federation from time to time and may delegate by resolution to an Officer or Officers of the Federation the right to employ and pay salaries to employees.

25.5. The Board is hereby authorized, from time to time, to:

25.5.1. contract loans of money in the name of the legal person;

25.5.2. issue bonds or other securities from the legal person and give them as security or sell them at prices and amounts deemed appropriate; and

25.5.3. mortgage immovable and movable property, or otherwise put a lien on the movable property of the legal person.

25.6. The Board shall take such steps as it may deem requisite to enable the Federation to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the object of the Federation.

25.7. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties and shall be prescribed by the Board at the time of such appointment.

25.8. Remuneration for all Officers, agents and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of the Members, when such resolution shall be confirmed by resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such Officers, agents and committee members shall cease to be payable from the date of such meeting of Members.

## **26.0 Frequency, Place and Time of Board Meetings**

26.1. The Directors shall meet as often as necessary but at least once (1) annually.

26.2. Board meetings may be held at any place agreed upon by the Board.

## **27.0 Attendance**

27.1. No person shall be admitted to a Board meeting unless authorized by the Act or on the invitation of the chairperson of the meeting or on the consent of the Directors at the meeting.

27.2. The President attends meetings of the Board, without voting.

## **28.0 Notice of Meeting**

28.1. Notice of a Board meeting may be written or verbal. Notice may also be given by telegram, fax, email to the last know address of the Director. Without exception, the notice period is at least two (2) days before the meeting.

28.2. Any oral or telephone notice must be followed by a written waiver.

28.3. If all Directors met, they may, if all agreed, declare there had been an official Board meeting and that notice was not necessary; all Directors are then to sign a waiver to this effect to avoid doubts about the value of such a Board meeting.

28.4. The Board meeting held immediately after the General Assembly may be held without notice.

28.5. The presence of a Director at such a Board meeting covers any deficiency in notice to a Director.

## **29.0 Quorum**

29.1. A majority of Directors in office, from time to time, but no less than four (4) Directors, including two (2) Directors, who are Canadian permanent residents, shall constitute a quorum for meetings of the Board. The quorum must be maintained for the duration of the meeting. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bylaws. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment.

## **30.0 Electronic Meetings**

30.1. If a majority the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such telephone or video conference or other electronic means of communication as will permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Should other communications facilities be used, security issues will be addressed by the chairperson of the meeting.

## **31.0 Officers at Board Meeting**

31.1. The President, or if absent, then the Vice-President shall act as the chairperson of the Board meetings. The Secretary takes minutes and acts as secretary of Board meetings. In the event of default, Directors may choose from among themselves a chairperson and/or a secretary for a Board meeting.

## **32.0 Conduct and Agenda**

32.1. The chairperson of the Board meeting shall control the conduct of the Board and conduct proceedings in all respects. The chairperson submits the agenda and proposals to the Board on which a vote must be taken. The agenda of the Board meeting should be limited to matters mentioned in the notice.

## **33.0 Voting**

33.1. Each Director has one (1) vote and all matters may be decided by a show of hands or secret ballot, which may be done electronically, as determined by the chairperson. Every person present or represented by proxy and entitled to vote shall have one (1) vote but in the case of an equality of votes, the chairperson shall have a casting vote in addition to the vote which he may be entitled as a Member.

33.2. If the vote is taken by secret ballot, the Secretary shall act as scrutineer and count the ballots. The chairperson has a casting vote in case of a tie. If there is tie in a vote, the chairperson however may elect to defer to a decision until the next Board meeting, if deemed appropriate.

## **34.0 Signed Resolution**

34.1. A resolution signed by all Directors is considered valid and recorded in Minutes of the Board for the next meeting.

### **35.0 Minutes**

35.1. Only the Directors may view minutes of a Board meeting, unless the Board decides otherwise on a case-by-case basis.

### **36.0 Adjournment**

36.1. The chairperson of the meeting may, if necessary and with the consent of the Directors present, adjourn a meeting of the Board to a fixed date and place. The recommencement of the adjourned meeting is duly constituted as if held in accordance with conditions and adjournment if a quorum is reached.

### **37.0 Validity of Acts of Directors**

37.1. All acts done bona fide at any meeting of the Board of by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of the Board, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

### **38.0 Committees**

38.1. The Board may appoint committees whose members will hold their offices at the will of the Board. The Directors shall determine the duties of such committees and the members shall serve as such without remuneration, however, they may be paid reasonable expenses incurred by them in the performance of their duties.

### **39.0 Executive Committee**

39.1. The Board may elect from among its number an Executive Committee, which Committee shall exercise such powers as are authorized by the Board.

39.2. Each Executive Committee member shall serve at the pleasure of the Board, and in any event, only so long as he or she shall be a Director, and may be removed by a majority vote of the Board.

39.3. The Board may fill vacancies in the Executive Committee by election from among the Board members. If and whenever a vacancy shall exist on the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

39.4. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

39.5. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least ten (10) days prior to the meeting.

39.6. A majority of the number of members of such committee, which shall include a minimum of one (1) Canadian permanent resident, shall constitute a quorum.

39.7. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

39.8. During the intervals between meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Federation (save and except any such acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interests of the Federation in all cases in which specific direction shall not have been given by the Board.

39.9. Subject to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its own rules of procedure from time to time.

39.10. 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 practicable to the Board.

## **OFFICERS**

### **40.0 Designation**

40.1. The Officers of the Federation shall be an Executive Director, President, Vice-President, Secretary and Treasurer, and any such other Officers as the Board may determine in its sole discretion. Any two offices may be held by the same person.

### **41.0 Appointment**

41.1. The Officers need not be Directors or representatives of Members of the Federation. The Officers shall be appointed by resolution of the Board at a meeting of Directors held following the General Assembly by Members at which the Directors are elected.

### **42.0 Term**

42.1. The Officers of the Federation shall hold office for two (2) years from the date of appointment or until their successors are appointed in their stead.

### **43.0 Removal**

43.1. Officers shall be subject to removal by resolution of the Board at any time.

### **44.0 Remuneration**

44.1. Remuneration for all Officers shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of Members, when such resolution shall be confirmed by resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such Officers shall cease to be payable from the date of such meeting of Members.

### **45.0 Removing an Officer and Vacancy**

45.1. Any Officer may resign at any time by giving written notice to the President or Secretary or at a meeting of the Board. Any withdrawal or vacancy in an Officer's position can be filled at any time by the Board, pursuant to the provisions specified in Article 20 of these Bylaws; the Officer so appointed shall function for the unexpired term of the person replaces.

## **46.0 Powers and Duties of Officers**

46.1. The Officers have all the powers and duties usually inherent in their office, subject to the provisions of the Act or the Bylaws, and they have these additional powers and duties as the Board delegates to them. The powers of the Officers may be exercised by any other person specially appointed by the Board for this purpose, in the event of an Officer's inability to act.

## **47.0 Duties of the Executive Director**

47.1. The Executive Director shall be the chief executive officer of the Federation. It is the responsibility of the Executive Director to provide a copy of the Business Plan, Annual Report, and Quarterly Financial Reports to the Members. The Executive Director shall also have such other powers and duties as the Board may determine. In the absence, inability or refusal to act of the Executive Director a duly appointed Director shall exercise the powers of the Executive Director.

## **48.0 Duties of the President**

48.1. The President shall be the chief operating officer of the Federation. The President shall preside at all meetings of the Board and the General Assembly, and the President's decision on any matter or thing made in good faith, including, without limitation, the declaration that a resolution has been carried or lost by a particular majority, shall be conclusive and binding. The President shall have general supervision of all other Officers and their duties. The President shall have general active management of the business of the Federation and shall see that all orders and resolutions of the Board are carried into effect. The President shall have such other powers and duties as the Board may determine.

## **49.0 Duties of Secretary**

49.1. The Secretary shall issue all notices and call all meetings of the Board and Members and committees when directed to do so. The Secretary shall attend and act as Secretary of all meetings of the Directors and of the Members and shall keep the minutes of such meetings and shall perform such other duties as may be prescribed from time to time by the President or the Board and as are incidental to the office of Secretary.

## **50.0 Duties of Treasurer**

50.1. The Treasurer shall have the custody of the funds and securities of the Federation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Federation in the books belonging to the Federation, and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Federation in such chartered bank or trust company, or in the case of securities, with such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Federation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and the Directors, whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Federation. The Treasurer shall also have such powers and duties as may be assigned from time to time by the Board or by the President.

## **51.0 Duties of Other Officers**

51.1. The duties of all other Officers of the Federation shall be such as the terms of their engagement call for, or the Board requires of them.

## **52.0 Delegation and Variation of Duties**

52.1. In case of the absence or inability to act of any Officers of the Federation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being. From time to time the Board may vary, add to, or limit the powers and duties of any Officer.

## **OTHER PROVISIONS**

### **53.0 Fiscal Year**

53.1. The fiscal year of the Federation shall be determined by the Board.

### **54.0 Auditor**

54.1. The Full Members shall at each General Assembly appoint an auditor to audit the accounts and annual financial statements of the Federation for report to the Members at the next General Assembly. No Director or Officer of the Federation or any person who is a Member can be appointed auditor. The auditor shall hold office until the next General Assembly provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

### **55.0 Execution of Documents**

55.1. Contracts, documents or any instrument in writing requiring the signature of the Federation, shall be signed by the Executive Director, together with another Officer or Director, and all contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The Board may from time to time by resolution appoint an Officer or Officers or any person or persons on behalf of the Federation to sign specific contracts, documents and instruments in writing, which resolution may provide for signatures to be mechanically reproduced in facsimile. The Board may give the Federation's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of the Federation.

### **56.0 Books and Records**

56.1. The Directors shall see that all necessary books and records of the Federation, required by the Bylaws of the Federation, or by any applicable statute or law, are regularly and properly kept.

56.2. The minutes of the Board (or the minutes of the Executive Committee) shall not be available to the general Membership of the Federation, but shall be available to the Board, each of whom shall receive a copy of such minutes.

56.3. The Board may from time to time determine to what extent and at what time and place and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the Federation except as conferred by the Act or authorized by the Board.

### **57.0 Dissolution and Liquidation**

57.1. Notwithstanding the provisions of the Civil Code of Québec, the granting of a mortgage, even a blanket one, on a universality of properties, movable or immovable, present or future, corporeal or incorporeal, in compliance with Section 34 of the Act respecting the Special Powers of Legal Persons.

57.2. Should the legal person be wound-up or have its assets distributed, all belongings remaining after payment of all outstanding debts and liabilities, shall be devolved to one of the 'qualified donees' as defined in paragraph 149.1 of the Income Tax Act (Canada).

## **58.0 Amendment to Bylaws**

58.1. The Board has the power to repeal and amend any provision hereto, which shall enter into force upon adoption, until the next General Assembly. Pursuant to the Act, any repeal or amendment must subsequently be ratified by two thirds (2/3) of the Members present and entitled to vote at the General Assembly or at a Special Meeting of the Members called for that purpose.

58.2. The text of any amendment to the Letters Patent or Bylaws of the Federation must be sent with the notice calling the meeting of the Members at which such will be submitted to Members for ratification. If the repeal or amendment to the Bylaws is rejected or is not ratified at said meeting, it will cease to be in force.

## **59.0 Previous Bylaws**

59.1. All previous Bylaws of the Federation cease to be effective from the date of entry into force of this Bylaw. The repeal of all previous Bylaws have no effect on the previous operation and validity an act done, right or privilege acquired or an obligation or a liability assumed under such a Bylaw before its repeal.

## **60.0 Statement to the Québec Régistrare des Entreprises**

60.1. Statements to be produced for the Québec régistrare des entreprises according to the Act respecting the legal publicity of sole proprietorships, partnerships and Corporations are to be signed by the Executive Director, President, any Director of the Federation or any other person authorized to do so by resolution of Board. Any Director who vacated the post due to removal, resignation, or otherwise is authorized to sign on behalf of the Federation and produce an amending declaration to the effect that he or she has ceased to be a Director, effective fifteen (15) days after the date such termination occurred, unless he or she receives proof that the Federation has already produced such statement.

## **61.0 Signature of Notices**

61.1. The signature to any notice to be given by the Federation may be written, stamped, typewritten, or otherwise mechanically reproduced or partly written, stamped, typewritten or otherwise mechanically reproduced.

## **62.0 Computation of Time**

62.1. In the absence of provision to the contrary, where a given number of days or other period of notice is required to be given, the day of giving the notice shall be excluded and the day for which notice is given and statutory holidays and non-juridical days shall be included in such number of days.

## **63.0 Proof of Service**

63.1. A certificate of the Secretary or other duly authorized Officer of the Federation or of any agent of the Federation appointed by any Officer or by the Board, as to facts in relation to the mailing or delivery or sending or giving of any notice shall be conclusive evidence thereof and shall be binding on every person entitled to such notice.

## **64.0 Waiver**

64.1. Any Member, Director, auditor or person may in writing waive any notice or the sending of any notice required to be given under any provision of the Letters Patent, the Bylaws or the Act.

## **65.0 Rules and Regulations**

65.1. Subject to the Letters Patent and Bylaws of the Federation, the Board may adopt regulations to govern the procedure of any meeting of the Board. In the absence of procedural rules on a given point, the Le Code Morin applies to all meetings of bodies within the Federation.

## **66.0 Language**

66.1. It is the Federation's express desire that these Bylaws and all amendments thereto shall be drafted in both the English and French language. In the event of inconsistency or discrepancy between the English text and the French text of this Agreement then both versions are equally authoritative.

Updated and ratified at the Annual General Assembly in San Francisco on 28 October 2017.