

**The Society for the Study of Egyptian Antiquities
Société pour l'étude de l'Égypte ancienne**

Amended and Restated By-Law #1

Approved: •

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Amended and Restated By-law #1

A By-law relating to the transaction of the activities and affairs of **The Society of the Study of Egyptian Antiquities** (the "Society").

Be it enacted as a By-law of the Society as follows:

Section 1: Interpretation

1.1 Definitions

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

- a. "**Act**" means the Not-for-Profit Corporations Act, 2010 (Ontario) including any regulations made pursuant to the Act, and any statute or regulations that may be substituted therefore, and as from time to time amended;
- b. "**Articles**" means any instrument or document that incorporates the Society or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, letters patent, and supplementary letters patent;
- c. "**Board**" means the board of Trustees of the Society.
- d. "**By-laws**" means this by-law (including the schedules to this by-law) and all other by-laws of the Society as amended and which are, from time to time, in force and effect.
- e. "**Chair**" means the chair of the Board and the president of the Corporation.
- f. "**Member**" means a member of the Society.
- g. "**Members**" means the collective membership of the Society.
- h. "**Officer**" means an officer of the Society.
- i. "**Person**" means an individual.
- j. "**Society**" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act.

- k. "Trustee" means an individual occupying the position of Director of the Society.

1.2 Interpretation

- a) In this By-law and in all other by-laws of the Society, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and words importing one gender shall include the opposite.
- b) Other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*.
- c) The division of this By-law into sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Agreement.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two of its Officers or Trustees. In addition, the Board may from time to time direct the manner in which the person by whom a particular document or type of document shall be executed. Any Trustee or Officer may certify a copy of any instrument, resolution, By-law or other document of the Society to be a true copy thereof.

1.5 Registered Name

The name of this Society is and shall be known as the Society for the Study of Egyptian Antiquities / La Société pour l'Etude de l'Egypte Ancienne, hereinafter referred to as the Society, or the SSEA/SEEA.

Section 2 – Trustees

2.1 Composition of Board

The Trustees shall be elected by the members. There shall be a minimum of 3 Trustees and a maximum of 19.

2.2 Election and Term

The candidates for election to be Trustees shall be chosen by a nominating committee of the Board. Prospective candidates should make themselves known to the committee by a date determined by the committee. All candidates must be Members in good standing of the Society and must submit a willingness to serve document to the nominating committee. The Members shall elect the Trustees for a one-year term. Trustees are eligible to be re-elected.

2.3 Vacancies

The office of a Trustee shall be vacated immediately:

- a) if the Trustee resigns from office by written notice to the Society, which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later;
- b) if the Trustee dies;
- c) if the Trustee becomes bankrupt;
- d) if the Trustee is found to be incapable by a court or incapable of managing property under Ontario law; or
- e) if, at a meeting of the Members, the Members by ordinary resolution remove the Trustee before the expiration of the Trustee's term of office.

2.4 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Trustee appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the vacating Trustee: If the remainder of the unexpired term exceeds one year, the incoming Trustee's appointment must be confirmed by the Members at the next annual meeting of the Members.

- a) a quorum of Trustees may fill a vacancy among the Trustees;
- b) if there is not a quorum of Trustees or there has been a failure to elect the minimum number of Trustees set out in the Articles, the Trustees in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if the vacancy occurs as a result of the Members removing a Trustee, the Members may fill the vacancy by a majority vote and any Trustee elected to fill the vacancy shall hold office for the remainder of the removed Trustee's term; and

- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Trustee. After that, the appointee shall be eligible to be elected as a Trustee.

2.5 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Trustee or a committee of Trustees and may delegate to the managing Trustee or committee any of the powers of the Trustees except those powers set out in the Act that are not permitted to be delegated;
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and,
- c) The Standing committees are: Publications, Education, Research, Nominating

2.6 Remuneration of Trustees

No Trustee shall directly or indirectly receive any profit from occupying the position of Trustee or from providing services to the Society in another capacity. However, Trustees may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 3 - Board Meetings

3.1 Calling of Meetings

Meetings of the Trustees may be called by the Chair or any two Trustees at any time and any place on notice as required by this By-law,

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Trustee, and no other notice shall be required for any such meetings.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Trustee of the Society not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Trustees are present, and none objects to the holding of the meeting, or if those absent

have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Trustees is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Society.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Trustees present shall choose one of their number to act as the Chair.

3.5 Voting

Each Trustee has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. If there is no majority, the motion fails.

3.6 Participation by Telephonic or Electronic Means

A Trustee may participate in a meeting of the Board or of a committee of Trustees by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Trustee participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Society shall be placed for safekeeping.

4.2 Financial Year

The financial year of the Society ends August 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.3 Banking Arrangements

The banking business of the Society or any part thereof, shall be transacted with such chartered bank in Canada, trust company or other firm or corporation carrying on a banking business as the Board 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 Society's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Society's accounts; the making, signing drawing, accepting, endorsing, negotiating, 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 Society; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorization of any Officer of such banker to do any act or thing on the Society's behalf to facilitate such banking business.

4.4 Deposit of Securities for Safekeeping

The securities of the Society shall be deposited for safekeeping with one or more chartered bank in Canada, trust company or other financial institution to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such Officer or Officers, agent or agents of the Society and in the manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

4.5 Transfer of Securities

The Chair or a Vice-President together with the Secretary or the Treasurer are authorized and empowered to sell, assign and transfer shares, bonds, stocks, debentures, debenture stocks and other securities on behalf of the Society with full power to appoint an attorney or attorneys (with full power of substitution) for the purpose of completing any such sale, transfer, assignment or acceptance on the records.

4.6 Execution of Instruments

Deeds, transfers, assignments, contracts and obligations on behalf of the Society may be signed by the Chair or a Vice-President and by the Secretary or the Treasurer. In addition, the Board 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 obligation of the Society or any class thereof may or shall be signed.

4.7 Signing Officers

- (a) The Treasurer, and a minimum of three other Trustees shall be appointed as signing officers to act on behalf of the Board. Two signatures shall be required on each cheque.
- (b) No signing officer is authorized to sign a cheque in which he is named as beneficiary or from which he appears to benefit in any way.

- (c) No cheque is to be signed by any signing officer in the absence of accompanying documentation in the form of an invoice, a receipt, or signed written explanation of the expenditure.
- (d) Cheques for a sum greater than two thousand dollars shall require prior authorization from the Board or the signed agreement of four Trustees.

Section 5 - Officers

5.1 Chair

The Board shall appoint from among the Trustees a Chair who shall perform the duties described in sections 3.04 and 9.06 and such other duties as may be required by law or as the Board may determine from time to time.

5.2 Officers

Members may elect a President, and may also elect from among the Trustees a Treasurer, a Secretary and one or more Vice-Presidents or any other Officers as the Board deems necessary. To serve as an Officer of the Board of Trustees, a candidate must have served as a Trustee of the Society for at least one year immediately prior to the nomination and must submit a willingness to serve document to the nominating committee in a prescribed form as determined by the Board from time to time. No individual may fill more than one of these offices simultaneously. No one shall hold the same office on both the Board of Trustees and a chapter executive committee.

5.3 Elections

The list of candidates for these positions shall be prepared in advance by the Nominating Committee. Nominations from the floor will not be accepted. The election shall take place at the Annual General Meeting of the Members.

5.4 Term

Each Officer thus elected shall hold office at the pleasure of the Board. His or her term of office shall expire in any event if and when they cease to be Trustee. A vacancy occurring from time to time in any office may be filled by the Board from among its Members.

5.5 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,

- (b) the Officer's resignation, or
- (c) such Officer's death.

5.6 Duties

Officers shall be responsible for the duties assigned to them by the Board and they may delegate to others the performance of any or all of such duties.

Section 6 - Conflict of Interest

6.1 Declaration of Conflict

- a) Any Trustee or Officer who:
 - i. is a party to a material contract or transaction, or proposed material contract or transaction with the Society; or
 - ii. is a director or officer of, or has a material interest in, any person or corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Society;

shall disclose to the Society the nature and extent of his or her interest at the time and in the manner provided by the *Act*.

- b) Except as permitted by the *Act*, a Trustee referred to in sub-article 6.1(a) shall not attend any part of a meeting of the Trustees during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- c) For the purposes of sub-article 6.1(a), a general notice to the Trustees by a Trustee declaring that the person is a Trustee or Officer of, or has a material interest in, a person or corporation, and is to be regarded as interested in any contract or transaction entered into with that person or corporation is sufficient declaration of interest in relation to any contract or transaction so made.
- d) The provisions of this article are in addition to any conflict of interest policy adopted by the Board from time to time.

6.2 Avoidance Standards

- a) A contract or transaction for which disclosure is required by article 6.1 or the *Act* is not void or voidable, and the Trustee and Officer is not accountable to the Association or its Members for any profit or gain realized from the contract or transaction if:
 - i. the disclosure of the interest was made in accordance with this By-law and the *Act*;
 - ii. the Trustees approved the contract or transaction; and,
 - iii. the contract or transaction was reasonable and fair to the Association when it was approved.

- b) A Trustee or Officer acting honestly and in good faith is not accountable to the Association or its Members for any profit or gain realized from any such contract or transaction by reason only of their holding the office of Trustee or Officer and the contract or transaction, if it was reasonable and fair to the Association at the time it was approved, is not by reason only of the Trustee's or Officer's interests therein void or voidable where the contract or transaction is:
 - i. Confirmed or approved by Special Resolution at a meeting of the Members duly called for that purpose; and,
 - ii. The nature and extent of the Trustee's or Officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

Section 7 - Protection of Trustees and Others

7.1 Standard of Care

Every Trustee and Officer of the Society in exercising his powers and discharging his duties shall, act lawfully, honestly and in good faith with a view to the best interests of the Society; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Trustee and Officer of the Society shall comply with the Act, the regulations, Articles, Bylaw, board policies and any decisions made at a duly called meeting of the Members.

7.2 Trustees Liability

Any Trustee or Officer or committee member of the Society shall not be liable for any act, receipt, neglect or default of any other Trustee, Officer, committee member or employee or for any loss, damage or expense happening to the Society through any insufficiency or deficiency of title to any property acquired by the Society or for any insufficiency or deficiency of any security upon which any moneys of the Society shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune which may happen in the execution of the duties of such Trustee's or Officer's or committee member's respective office unless such occurrence is as a result of such Trustee's or Officer's own willful neglect or default.

7.3 Indemnities to Trustees and Others

- a) Every Trustee or Officer or former Trustee or Officer of the Society or an individual who acts or acted at the request of the Society as a Trustee or Officer, or in a similar capacity of another entity, shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal or administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Society or other entity.
- b) The Society shall not indemnify an individual under sub-article 7.3(a) unless:
 - i. the individual acted honestly and in good faith with a view to the best interests of the Society or other entity, as the case may be; and
 - ii. if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful

7.4 Insurance for Trustees and Officers

The Society may purchase and maintain insurance for the benefit of current and former trustees or officers of the Society, against any liability incurred by him in his capacity as a trustee or officer of

the Society, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society

The Society may purchase and maintain insurance for the benefit of current and former trustees or officers of the Society, against any liability incurred by him in his capacity as a trustee or officer of the Society, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society.

Section 8 - Members

8.1 Members

A Member shall be any Person who:

- a) has applied to be a Member and has been granted Membership in the Corporation;
- b) is an individual; and,
- c) has paid the annual Membership fee as determined by the Board from time to time.

8.2 Classes of Membership

Membership in the Society shall consist of one class of Membership

8.3 Membership

A membership in the Society is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.4 Disciplinary Act or Termination of Membership for Cause

- a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
- b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Trustees; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Society of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.2 Special Meetings

The Trustees may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(8)(a)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)). Notice of each meeting must remind the Member of the right to vote by proxy (Section 65).

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is 10% of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5 Participation by Electronic Means

A Member may participate in a meeting of the Society by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting

9.6 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Trustee as chair and if no Trustee is present or if all of the Trustees present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.7 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member shall be entitled to one vote at any meeting.
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting shall have a vote. This includes voting by electronic means.
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost

and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.8 Proxy Votes

Every member entitled to vote at meetings of members may by instrument in writing appoint another member as a proxy 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. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney, authorized in writing. Proxies must appoint a named individual. No proxy appointing an individual by office will be accepted. The instrument appointing a proxy may be in such form as the Board may from time to time prescribe and shall be deposited with the Secretary of the meeting before any vote is cast under its authority.

9.9 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.10 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Trustees, the auditor of the Society (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act or the articles or the by-laws of the Society to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.1 Service

Any notice required to be sent to any Member or Trustee or to the auditor or person who has been appointed to conduct a review engagement of the Society shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Society; and to such Trustee at his or her latest address as shown in the records of the Society or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for

giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a Membership or to change the method of voting by Members not in attendance at a meeting of Members

Section 12 – Chapters

Each chapter as defined by the Policies and Procedures and duly authorized and recognized by the Board shall be a chapter and shall elect officers and otherwise govern its members and conduct the chapters business and affairs in accordance with the Society's By-laws and the purposes and mission of the Society.

Enacted on the __ day of _____, 20__.

Chair

Secretary

