

Canadian Conference of the Arts • Conférence canadienne des arts
By-Law No 12

By-law No. 12 being a By-law relating generally to the transaction of the affairs of the Canadian Conference of the Arts/Conférence canadienne des arts (the "Corporation"), and being a consolidation of By-law No. 1 enacted the 26th day of April, 1978 as amended by By-laws Nos. 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 replacing the said By-law No. 1 as aforesaid, and amending it further.

BE IT ENACTED (together with such additions and amendments as the Minister of Industry Canada, Corporations Directorate may require) as a By-law of the Corporation as follows:

ARTICLE 1
HEAD OFFICE

1.01 Head Office. The head office of the Corporation shall be at the City of Ottawa, in the province of Ontario, Canada, and at such place therein as the Board of Governors may from time to time determine. The Corporation may establish such other local or regional offices or agencies elsewhere in Canada as the Board of Governors may by resolution determine.

ARTICLE 2
SEAL

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

ARTICLE 3
MEMBERSHIP

3.01 Membership. The members of the Corporation shall consist of those individuals, corporations, organizations and other entities who wish to be involved with the Corporation in the pursuit of its objects and goals and whose application for membership, together with a fee as set out from time to time, has been accepted by the Board of Governors of the Corporation or as the Board of Governors may delegate. All such members shall be enrolled in the records of the Corporation.

3.02 Honorary Life Members. Honorary Life Members of the Corporation shall be elected by the Board of Governors. These honorary members shall be individuals who have rendered distinguished service to the Corporation. The result of every such election of Honorary Life Members shall be announced at the next subsequent general meeting of the Corporation. At no time shall there be more than ten (10) Honorary Life Members. An Honorary Life Member shall have all the rights and privileges of a voting member of the

Corporation but shall not pay an annual membership fee. An Honorary Life Membership can be rescinded under exceptional circumstances by resolution of the Board.

3.03 Patron of Honour. A person or persons may be elected by the Board of Governors, from time to time, as Patron of Honour of the Corporation. A Patron of Honour shall have all the rights and privileges of a non-voting affiliate member of the Corporation but shall not be required to pay an annual membership fee.

3.04 Categories of Membership. The membership of the Corporation (other than Honorary Life Members) shall consist of two categories, voting membership and non-voting affiliate membership. All members, whether voting members or non-voting affiliate members, shall be entitled to receive notice of and to attend all general and special meetings of members held by the Corporation.

3.05 Voting Members. The following members shall be entitled to hold office and to vote at all general and special meetings of members held by the Corporation:

- (a) individuals who are Canadian residents;
- (b) individuals holding Canadian citizenship who are not Canadian resident;
- (c) corporations and other organizations constituted in Canada; and
- (d) Honorary Life Members.

3.06 Non-Voting Affiliate Members. The following members shall be affiliate members of the Corporation and shall not be entitled to hold office or to vote at general and special meetings of members held by the Corporation;

- (a) a Patron of Honour of the Corporation;
- (b) individuals who are not Canadian residents and are not citizens of Canada;
- (c) individuals who are Canadian citizens and who are Canadian residents and who choose to be a non-voting affiliate member of the Corporation;
- (d) corporations and other organizations not constituted in Canada;
- (e) federal, provincial, territorial and municipal governments, departments and agencies thereof; and

(f) staff of the Corporation.

3.07 Admission to Membership. Any applicant for membership in the Corporation shall apply in writing to the National Director who shall coordinate the approval of such applications by the Board of Governors.

3.08 Transfer and Termination of Membership. The interest of a member in the Corporation is not transferable.

The interest of a member in the Corporation lapses and ceases upon death of any individual, or upon the dissolution of a member corporation or other organization. Any member may resign from membership upon notice in writing to the National Director of the Corporation. No resignation or termination shall relieve any member or former member of their obligation to pay any dues or assessments then levied and outstanding or to repay to the Corporation any other amounts then owing and unpaid.

Any member who is in arrears of payment of any dues or assessments for a period of at least five months may be given written notice from the National Director of said arrears and if the same are not paid within thirty days of receipt of such notice, the National Director may declare the membership to be terminated, after which such member shall lose all rights of membership.

The membership of any member may be terminated by a resolution passed by the vote of three-quarters of the members voting at an annual or a special general meeting of members, provided that notice of such proposed resolution is given with the notice calling any such meeting.

ARTICLE 4 MEETING OF MEMBERS

4.01 Annual General Meeting. The annual general meeting of the members shall be held at any place within Canada at such time and on such day in each year as the Board shall by resolution determine. At each annual general meeting the following items of business shall be transacted:

- (a) receiving a report of the Board of Governors on the affairs of the Corporation for the previous year;
- (b) receiving a report of the chair of each standing committee and such other information or reports relating to the Corporation's affairs as the Board of Governors may determine;
- (c) receiving the annual financial statements and the

report of the auditors;

- (d) appointing of auditors;
- (e) voting on changes to the policies and procedures proposed by the Board of Governors since the previous annual general meeting; and
- (f) with the exception of amendments to the letters patent and by-laws, the members may also consider and transact any other business, either special or general, without prior notice thereof, which they consider pertinent to the welfare of the Corporation or the membership.

4.02 Special Meeting. Other meetings of members, designated "special meetings", shall be convened by the National Director on resolution of the Board of Governors or by written order of any two of the President, the Vice-president, the Secretary, the Treasurer and the National Director or by written requisition of not less than ten per cent (10%) of the voting members and shall be held at any date, time and place within Canada as the Board shall determine.

4.03 Notice. Sixty (60) days' written notice shall be given to the members of any annual general or special meeting of the members. Notice of any meeting shall contain sufficient information to permit the members to form a reasoned judgment on any matter to be considered at such meeting. Notice of each meeting must remind the voting member that the member has the right to vote by proxy in accordance with these by-laws. No error or omission in giving notice of any annual general or special meeting or any adjourned meeting, whether annual or special, shall invalidate such meeting or make void any proceedings taken thereat and the members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the National Director or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

4.04 Voting. Each voting member shall at all annual general or special meetings of members be entitled to one vote. Every question submitted to any meeting of members shall be decided by a majority of votes given by a show of hands of voting members unless otherwise specifically provided by the Canada Corporations Act or by this by-law. The Chair of the meeting shall not have a vote except in the case of an equality of votes in which event the Chair shall have a casting vote.

At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be

conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Any voting member may demand a poll on any question under consideration at the meeting, in which case the Chair shall forthwith take a poll in such manner as the Chair shall determine.

4.05 Quorum. Fifteen (15) voting members present in person or represented by proxy shall constitute a quorum for the transaction of business at any meeting of members of the Corporation.

4.06 Attendance at Meetings by Non-voting Affiliate Members. Non-voting affiliate members are entitled to receive notice of and to attend any meetings of the members of the Corporation and to take part in the deliberations and discussions but shall not be entitled to vote.

4.07 Voting by Proxy. Each voting member of the Corporation shall at all annual general and special meetings of the Corporation be entitled to vote by proxy. Such proxyholder must be a voting member of the Corporation and before voting shall produce and deposit with the Secretary sufficient notice of appointment as proxy in writing from the proxy's constituent or constituents and such proxy shall automatically expire at the end of the meeting for which it was presented.

4.08 Designated Representatives of Voting Members. Each member not an individual shall appoint, with notice in writing to the National Director, an individual to represent such member in the affairs of the Corporation and to attend at all meetings of members and to vote where the member is a voting member.

ARTICLE 5 FEES

5.01 Amount. Membership fees per annum shall be such amount as may be fixed by the Board of Governors from time to time.

5.02 Due Date. Annual membership fees shall be due and payable on the first day of the anniversary date of each member's original entry.

ARTICLE 6 GOVERNORS

6.01 Board of Governors. The Board of Governors shall oversee and supervise the affairs of the Corporation and ensure that the objects of the Corporation are properly carried out. The Board of the CCA is a governing Board, and as such, is responsible for the organization's highest level of decision-making and legal authority as

well as being responsible for excellence in governing. In particular, the Board will approve the Corporation's strategic plan, the annual budget and set the policy and advocacy priorities of the organization.

6.02 Number of Governors and Quorum The Board of Governors shall be comprised of a minimum of twelve (12) and a maximum of fourteen (14) voting members, including the Past President. The number of Governors within such range shall be established in accordance with section 6.04 of these by-laws. A majority of the number of elected and appointed Governors shall constitute the quorum at any point in time. Notwithstanding vacancies, the remaining voting Governors may exercise all the powers of the Board of Governors so long as a quorum of the voting Governors remains in office.

6.03 Qualification of Governors. During the full term of each Governor, each Governor must be a voting member of the Corporation. Governors shall not include the Prime Minister of Canada, any provincial or territorial premier, any federal or provincial or territorial cabinet minister, nor the deputy minister of the federal government department from which the Corporation receives the majority of its funds.

6.04 Election and Term.

- (a) The selection of the Governors, other than the Past President, shall be determined in accordance with the following by-law and with the policies and procedures of the Corporation as from time to time established:
 - (i) As to eight (8) Governors, such Governors shall be elected by the members from a slate of candidates prepared in the sole discretion of the Nominating Committee, such slate to consist of not less than twice the number of candidates for election as there are vacancies to be filled. In establishing the slate, the Nominating Committee must attempt to establish a balance that is reflective of the full range of artistic activity across Canada. The Nominating Committee shall determine the slated candidates based upon its own recommendations and suggestions provided by members. Such Governors shall not take office until the completion of all processes set out in this Section 6.04.
 - (ii) Of the candidates nominated by the Nominating Committee, the eight candidates receiving the largest number of votes shall comprise the elected members of the Board of Governors.
 - (iii) The Nominating Committee shall, after the election of the eight Governors as set out in 6.04(a)(i), recommend to the outgoing Board of

Governors the appointment of between three (3) to five (5) further Governors as the Nominating Committee determines to be necessary to ensure a balance on the Board that is reflective of the full range of artistic activity across Canada. The Nominating Committee shall provide to the Board of Governors a list of candidates not less than twice the number of candidates as there are appointments to be made and shall make recommendations as to appointments from that list.

- (iv) Upon confirmation by the existing Board of Governors of the Governors to be appointed pursuant to 6.04(a)(iii), all Governors, both elected and appointed, shall take office. In the event that the existing Board fails to confirm the Governors to be appointed under paragraph (a)(iii) hereof within sixty (60) days of the recommendation by the Nominating Committee, the Governors elected under paragraph (a)(i) shall take office and the recommendation for the appointment of between three (3) to five (5) further Governors shall be submitted to such new Board.
- (b) The election of the members of the Board of Governors from nominations pursuant to 6.04(a)(i) shall take place every three (3) years. The voting members shall submit their vote by letter mail or by electronic means as determined by the Board from time to time..
- (c) All elected voting members of the Board of Governors shall hold their positions for a term of three (3) years and not serve more than two (2) consecutive terms. Appointed Governors shall serve a term of up to two (2) years and cannot serve for more than three (3) consecutive terms.

6.05 Vacancies. In the event of any vacancy occurring in the Board of Governors, however caused, the remaining members of the Board of Governors shall, in accordance with 6.04 (a)(iii), request the Nominating Committee to submit a list of recommended names for the purpose of filling such vacancy. The Nominating Committee shall submit that number of names requested by the Board of Governors. The Board of Governors shall, from the list so submitted by the Nominating Committee, appoint an individual or individuals to fill the vacancy or vacancies, as the case may be. Any Governor so appointed shall hold office only until the next election of Governors but may be nominated in accordance with 6.04(a) for further terms of office in accordance with 6.04(c).

6.06 Vacation of Office. The office of a Governor of the Corporation shall be vacated if:

- (a) the Governor is declared bankrupt, makes a general assignment for the benefit of his/her creditors or is declared insolvent;
- (b) the Governor is found to be mentally incompetent or becomes of unsound mind;
- (c) by notice in writing to the National Director of the Corporation the Governor resigns his/her office; or
- (d) the membership of the Governor in the Corporation is for any reason terminated.

6.07 Removal of Governors. The Board of Governors shall be entitled to request the resignation of any Governor who fails to attend two (2) consecutive board meetings, having taken into account the circumstances of such absence. A Governor may be removed from office by a resolution passed by the vote of three-quarters of the members voting at an annual or special meeting of members, provided that notice of such proposed resolution is given with the notice calling any such meeting.

6.08 Remuneration of Governors. The Governors of the Corporation shall serve without remuneration and no Governor shall directly or indirectly receive any profit from the position as such provided that a Governor may be paid reasonable expenses incurred by the Governor in the performance of the Governor's duties.

If any Governor or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Governor or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of that individual's being a Governor or officer of the Corporation shall not disentitle such firm or company, as the case may be, from receiving proper remuneration for such services, providing the individual receives no fee or remuneration as a result of it. However, such terms of engagement shall be approved by the Board, and in continuity with article 7.03, the particular Board member shall absent himself/herself from the meeting when the issue is being considered.

6.09 Indemnity to Governors and Officers. Every Governor or Officer of the Corporation who has undertaken or is about to undertake any act or liability on behalf 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 Governor or Officer sustains or incurs in or about any action or suit menaced or prosecuted or in respect of any act, made, done or permitted by such Governor or Officer in or about the execution of the duties of the office; and
- (b) all other costs, charges and expenses which such Governor or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Governor's or Officer's own willful act, willful neglect or default.

6.10 Insurance. The Corporation shall have the power and shall be entitled, as determined by the Board of Governors, to purchase insurance for the protection of Governors and Officers, in the course of fulfilling their duties, such insurance to be in an amount as determined by the Board of Governors.

6.11 Protection of Governors and Officers. No Governor or officer shall be liable for the acts, neglects or defaults of any other Governor, officer or employee or for any loss, damage or liability whatsoever which may happen in the execution of the duties of his/her respective office or in relation thereto unless the same shall happen by or through such Governor's or Officer's willful act, willful neglect or default.

ARTICLE 7 MEETINGS OF THE BOARD OF GOVERNORS

7.01 Place of Meeting and Notice. There shall be at least two meetings of the Board of Governors annually. Meetings of the Board of Governors may be held either at the head office of the Corporation or at any place within Canada as the Board may from time to time determine. A meeting of the Board of Governors may be called at any time by the President, the Vice-president, the Secretary, the Treasurer, the National Director or by any two Governors. The National Director shall then convene a meeting of Governors.

Notice of any meeting of the Board of Governors shall be delivered or mailed to each Governor not less than fourteen (14) days before the meeting is to take place, provided always that meetings of the Board of Governors may be held at any time without formal notice if all the Governors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

The accidental omission to give notice of any meeting to or the failure to receive any notice by any Governor shall not invalidate any resolution passed or any proceedings

taken at any such meeting.

7.02 Voting. Questions arising at any meeting of the Board of Governors shall be decided by a majority of votes. The Chair of the meeting shall not have a vote except in the case of an equality of votes in which event the Chair shall have a casting vote.

7.03 Declaration of Interest. It shall be the duty of each Governor who is directly or indirectly interested in a contract or arrangement, or proposed contract or arrangement, with the Corporation to declare such interest, to absent himself or herself from any discussions on the matter and to refrain from voting in respect of such contract or arrangement or proposed contract or arrangement.

7.04 Teleconference or Electronic Meetings. If all members of the Board of Governors consent thereto in advance, generally or in respect of a particular meeting, a Governor may participate in a meeting of the Board of Governors by means of such conference telephone, video or other communications facilities as permit all persons participating in the meeting to hear and speak to each other, and a Governor participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted by the Secretary at the beginning of each particular meeting. Each vote cast by a Governor participating by such means shall be recorded in the minutes by the Secretary.

ARTICLE 8 OFFICERS

8.01 Officers. The Officers of the Corporation shall be the President, the Vice-president, the Secretary, the Treasurer and the National Director.

The President and the Vice-president, the Secretary and the Treasurer shall be elected by and from the membership of the new Board of Governors at the first meeting following the election of the Board. The President and the Vice-president shall be eligible for re-election provided that no Governor may serve more than two (2) consecutive terms as President, nor more than three (3) consecutive terms as any other Officer.

The Board of Governors may appoint such other Officers and agents as it shall deem necessary and such persons shall have such authority and perform such duties as may from time to time be prescribed by the Board of Governors. None of the said officers need be a member of the Board of Governors.

8.02 Remuneration and Removal of Officers. The Board of Governors may fix the remuneration (if any) to

be paid to officers of the Corporation who are not Governors and, subject to the provisions of any written employment contract, the Board of Governors may remove from office any Officer by a resolution passed by the vote of two-thirds (2/3) of the Governors voting at a meeting of the Board of Governors, provided that notice of such proposed resolution is given with the notice calling any such meeting.

8.03 Delegation of Duties of Officers. In case of the absence or inability to act of the President, the Vice-president or any other Officer of the Corporation or for any other reason that the Board of Governors may deem sufficient, the Board of Governors may delegate all or any of the powers of such Officer to any other Officer or Governor for the time being.

8.04 President. The President shall, when present, preside at all meetings of the Board of Governors and members. The President shall sign such contracts, documents or instruments in writing as require the signature of the President and shall have such other powers and duties as may from time to time be assigned to the President by the Board of Governors or as are incident to the office of the President.

Without limiting the generality of the foregoing, the President shall supervise the activities of the Corporation and ensure that the Corporation functions in accordance with the policies of the Board of Governors.

The President shall hold office for two years and may not serve more than two (2) consecutive terms.

8.05 Vice-president. The Vice-president shall be vested with all the powers and shall perform all the duties of the President in the President's absence or inability or refusal to act. The Vice-president shall sign such contracts, documents or instruments in writing as require the signature of the Vice-president and shall have such other powers and duties as may from time to time be assigned to the Vice-president by the Board of Governors.

8.06 Secretary. The Secretary shall, when present, act as secretary of all meetings of the Board of Governors and members and shall be responsible for the minute books of the Corporation, the corporate seal and the documents and registers referred to in the *Canada Corporations Act* and ensure they are in safe custody and the minutes are complete and up to date. The Secretary shall sign such contracts, documents or instruments in writing as require the Secretary's signature and shall have such other powers and duties as may from time to time be assigned to the Secretary by the Board of Governors or as are incident to the office of Secretary.

8.07 Treasurer. The Treasurer shall be responsible for oversight of the financial functions and monitor the financial situation and operating results of the Corporation. An ex-officio member of the Finance and Audit Committee, he or she shall report to the Board periodically on the financial affairs of the CCA, so as to keep the Board properly advised of its financial position and operating results, as well as any findings and recommendations arising from his/her oversight

8.08 National Director. The National Director shall be the principal administrative Officer of the Corporation and shall direct all the activities of the Corporation under the general supervision of the President and in accordance with the policies of the Board of Governors. The National Director shall supervise the activities of all Corporation employees.

The National Director shall be an ex-officio member of all committees of the Corporation and shall aid and assist all Committee Chairs in the performance of their duties and assignments. The National Director shall make such reports as requested by the Board of Governors or the President, and shall prepare the annual report of the Board of Governors to the members of the Corporation.

8.09 Vacancies. If the office of the President, the Vice-president, the Secretary, the Treasurer or the National Director shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board of Governors may elect or appoint a duly qualified

(i) member of the Board of Governors, in the case of the President or the Vice-president, to fill such vacancy for a period not to exceed the unexpired portion of the term of the office so vacated,

(ii) person, in the case of the Secretary or the Treasurer, to fill such vacancy for a period not to exceed the unexpired portion of the term of the office so vacated, or

(iii) person, in the case of the National Director, for an interim period during which the Board shall conduct a search for and finalize the appointment of a full-time replacement.

ARTICLE 9 COMMITTEES

9.01 General. The Corporation shall have four (4) Standing Committees and such other Advisory Committees, as it may from time to time determine, to perform such functions as the Board of Governors may set out.

9.02 Standing Committees. Standing Committees shall consist of:

(a) the Nominating Committee;

- (b) the Finance Committee and Audit Committee;
- (c) the Awards Committee; and
- (d) the Governance Committee.

Other Standing Committees may be constituted by the Board of Governors. Except for the Chair, the members of a Standing Committee need not be members of the Board of Governors but shall be selected from the membership of the Corporation by the Chair of that Committee in accordance with the policies and procedures of the Corporation. The composition of the Standing Committees is subject to the approval of the Board of Governors.

Except where stated in these by-laws, the mandates and functions of Standing Committees shall be determined by the Board of Governors.

9.03 Other Committees. The Board of Governors may from time to time constitute such other committees as it deems necessary and shall prescribe their membership and duties.

9.04 Remuneration and Removal of Members of Committees. The remuneration, if any, of all members of any Committee of the Corporation, shall be made in accordance with 6.08 by resolution and the Board of Governors may remove from office any member of such Committee by a resolution passed by the vote of two-thirds (2/3) of the Governors at a meeting of the Board of Governors, provided that notice of such proposed resolution is given with the notice calling any such meeting.

9.05 Chairs of Committees. The Chairs of all Standing Committees other than the Nominating Committee shall be appointed by the Board at its first meeting following the annual meeting of members. In the case of the Finance and Audit Committee, the Chair must be a Governor other than the Treasurer. Subject to the direction of the Board of Governors, the Chairs of all Committees shall determine the manner in which the affairs of their respective Committees are conducted.

(a)The Nominating Committee shall be constituted as follows:

- (i) the Past President (Chair) ;
- (ii) At least 2 current Governors (one of whom shall come from the Governance Committee)
- (iii) At least 2 voting members at large coming from the arts and cultural milieu, including past Governors, who have experience in the field and have a demonstrated

interest in cultural policy issues.

(b) To ensure continuity, members of the Nominating Committee should be appointed by the Board for staggered three-year terms. Their mandate shall be:

- (i)To actively prospect for suitable candidates and to prepare and constantly update a list of candidates for consideration by the Board;
- (ii)To call at least annually on all voting members to propose candidates who meet the Governor profile requirements as established from time to time by the Board;
- (iii)To propose to the Board a list of not less than twice the number of Board vacancies to be filled, with due consideration to the overall composition of the Board.

ARTICLE 10 FINANCE

10.01 Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of March in each year.

10.02 Auditor. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next annual meeting provided that the Board of Governors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be approved by the Board of Governors. The auditor shall make an annual report to the members and shall make such report and have such powers as the Canada Corporations Act provides.

10.03 The Budget. The Finance and Audit Committee shall review and recommend the auditor's submission to the Board of Governors the annual budget of the Corporation, and the Board of Governors shall consider and adopt the same with or without such variations as it deems appropriate.

10.04 Donations. The Corporation may receive donations from any source which shall form part of the general funds of the Corporation unless the use thereof is specified by the donor in which case the Board of Governors in its absolute discretion may accept or reject the donation but, if accepted, shall use the funds only in accordance with the directions of the donor.

10.05 Special Funds. The Governors shall have power to enter into trust or other arrangements with trust companies or other financial institutions for the purposes of creating trust, endowment or special funds in which the capital and interest may be made available on such terms and conditions as the Board of Governors may prescribe.

10.06 Banking Arrangements. The banking business of

the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Governors may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by an Officer or Officers and/or other persons (with or without power to sub-delegate) as the Board of Governors may by resolution from time to time designate, direct or authorize.

10.07 Borrowing. The Board of Governors may by resolution from time to time:

- (a) borrow money upon the credit of the Corporation in such an amount and upon such terms as the Corporation may deem expedient;
- (b) issue debentures or other securities of the Corporation in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Board of Governors may deem expedient;
- (c) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any other liability of the Corporation;
- (d) delegate to such one or more of the officers of the Corporation as may be designated by the Board of Governors all or any of the powers hereby conferred to such extent and in such manner as the Board of Governors shall determine at the time of each such delegation; and
- (e) give indemnities to any Officer or any person who is undertaking or is about to undertake any liability on behalf of the Corporation and securing such Officer or other person against loss by giving him by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the Corporation.

ARTICLE 11 CONTRACTS

11.01 Execution of Documents. All documents including deeds, transfers, assignments, contracts and obligations shall be executed on behalf of the Corporation (and, if required, under the corporate seal of the Corporation) by any two of its Officers, or may be executed in such manner and by such person as the Board of Governors may from time to time by resolution authorize.

ARTICLE 12 POLICIES AND PROCEDURES

12.01 Policies and Procedures. The Board of Governors may prescribe such policies and procedures not inconsistent with the by-laws relating to the management and operation of the Corporation as it deems expedient, provided that such policies and procedures shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

ARTICLE 13 AMENDMENTS

13.01 Amendments. The By-laws of the Corporation may be amended or repealed by means of a by-law enacted by a majority of the Governors at a meeting of the Board of Governors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members at a meeting of members duly called for the purpose of considering the said By-law, provided that the repeal or amendment shall not be in force or acted upon until the approval of the Minister of Industry Canada, Corporations Directorate has been obtained. Notice of the proposed amendment or repeal shall be sent to each member of the Corporation at least sixty (60) days before any meeting of members called to consider such amendment or repeal.

ARTICLE 14 INTERPRETATION

14.01 Interpretation. In this By-law the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine. Whenever reference is made in the By-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of the statute or section thereof, as the case may be. Any reference in this By-law to "Governors" shall be deemed to be a reference to the Board of Governors.

ARTICLE 15 DISSOLUTION

15.01 Dissolution of the Corporation. In the event of dissolution or winding up of the Corporation, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable cultural organizations in Canada.

PASSED AND ENACTED the _12_ day of _June_, 2008.
WITNESS the Corporate Seal of the Corporation.

President

Secretary