BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

CANADIAN ALLIANCE OF WATER QUALITY PROFESSIONALS

(the "Corporation")

BE IT ENACTED as a By-law of the Corporation as follows:

GENERAL

1. The Corporation also operates under the name Canadian Association on Water Quality as indicated in its Constitution.
2. The Corporation shall prohibit the use of its name for any purpose other than the advancement of its objectives.
3. Presentations at the research symposia and papers for publication in the Water Quality Research Journal may be in English or French.

ACTIVITIES

4. The Corporation promotes its goals and objectives and those of the International Water Association (IWA) by:
    a. promoting Canadian memberships in the Corporation;
    b. publishing the Water Quality Research Journal;
    c. organizing and promoting regional and national symposia on water quality research and/or control in Canada;
    d. co-operating with other organizations which have similar objectives and interests;
    e. representing Canada through the Canadian National Committee-IWA (CNC-IWA), thereby presenting and promoting the goals of the Corporation to the IWA, presenting Canadian views on the policies and activities of the IWA, and participating in the activities of the IWA and undertaking various assignments related thereto;
    f. promoting Canadian memberships in the IWA;
    g. promoting IWA symposia in Canada;
    h. providing editorial services as required for IWA publications;
    i. providing competent reviewers for papers submitted to IWA symposia and publications; and
    j. providing moral and financial support for Canadian participants in IWA activities.

HEAD OFFICE

5. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent at such address as the board may, by resolution,

determine. Subject to the Act, the Corporation may by a By-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the By-law approved by two-thirds (2/3) of the votes cast in favour of the By-law shall be filed with the Minister.

CONDITIONS OF MEMBERSHIP

6. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.
7. Annual membership fees, as established from time to time by the Board of Directors, shall be assessed to each class of members. Fee payment schedules will be determined by the Board of Directors.
8. If a member does not pay membership fees according to the fee payment schedule and fails to indicate that immediate payment is forthcoming, that membership shall be terminated.
9. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
10. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.
11. All members shall have the right to receive all general communications issued by the Corporation, the Water Quality Research Journal, and reduced registration fees to attend any Corporation's sponsored symposium or other event.
12. All members shall have the right to attend general meetings of the Corporation.
13. All members, with the exception of student members, shall be entitled to one vote each on all motions of business of the Corporation and shall be eligible to stand for election or appointment as an Officer of the Corporation.
14. An individual may represent more than one organization but shall not be entitled to more than one vote.
15. The Corporation shall not assume any responsibility whatsoever for any unauthorized actions taken or opinions expressed by its members.

MEMBERSHIP CLASSES

16. Corporate Members
    a. Eligible corporate members shall include, but not be limited to, the following: (i) professional, scientific and learned societies; (ii) non-profit research institutes; (iii) universities and allied research groups, and (iv) industrial and commercial firms.
    b. Corporate member organizations shall appoint an individual to act on behalf of and represent the views of the organization including voting. In the absence of a nomination by corporate member organizations, they may be appointed by the Executive Committee. These representatives shall possess an adequate knowledge of water quality research and/or control.
17. Sustaining Members

Sustaining member organizations shall appoint an individual to act on behalf of and represent the views of the organization including voting. Such appointed representatives, as may be determined by the Board of Directors, shall possess an adequate knowledge of water quality research and/or control.

18. Individual Members

    An individual member is a person who possesses knowledge of or interest in water quality or the control or treatment of water contamination.

19. Retired Members

    A retired member is any person who has formally retired from employment and is not a full-time regular employee of any firm or other organization including self-employment status.

20. Student Members

    A student member is any person registered in a diploma, degree, or certificate program at any institution accredited in the country in which the institution resides. Student members are not entitled to a vote in the affairs of the Corporation.

21. Honorary Members

    Any two members in good standing may propose for honorary membership any individual who they consider has made outstanding contributions to research on water issues and to the furtherance of the objectives of the Corporation. If the nomination is accepted by the Executive Committee, honorary membership shall be conferred. Honorary members are lifetime members who will not pay dues.

MEMBERS'MEETINGS

22. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.

23. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Ten (10) members present in person [or represented by proxy] at a meeting will constitute a quorum.

24. Fourteen (14) days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.

    Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a

specific meeting of members in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation.

25. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

26. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation 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. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Corporation.

BOARD OF DIRECTORS

27. The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of three Directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly- called for the purpose of determining the number of Directors to be elected to the Board of Directors. Directors must be individuals, 18 years of age, with power under law to contract.

28. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.

    At the second meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the Letters Patent of the Corporation.

29. Directors shall be elected for a term of two years by the members at an annual meeting of members. The term of office of Directors shall start immediately after adjournment of the Annual Meeting held in odd-numbered years, and ending with adjournment of the Annual Meeting held in the subsequent odd-numbered year.

30. The office of Director shall be automatically vacated:

    a. if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the Director;

    b. if a Director has resigned his office by delivering a written resignation to the Secretary of the Corporation;

    c. if he is found by a court to be of unsound mind;

    d. if he becomes bankrupt or suspends payment or compounds with his creditors:

    e. on death;

    provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may by appointment, fill the vacancy with a member of the Corporation.

31. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid

reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the corporation as an Officer or in any other capacity and receiving compensation therefore.

32. 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.

POWERS OF DIRECTORS

33. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

34. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

    The Board of Directors is hereby authorized, from time to time

    a. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient:

    b. to limit or increase the amount to be borrowed;

    c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;

    d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Corporation, and the undertaking and rights of the Corporation.

35. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

36. The Board of Directors 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 as shall be prescribed by the Board of Directors at the time of such appointment.

37. Remuneration for all Officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

DIRECTORS' MEETINGS

38. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given by email, to each Director. Notice by email shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.

39. A majority of Directors in office, from time to time, but no less than two Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

40. Every Director 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 which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter of 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;

    b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except, such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS

41. The Officers of the Corporation shall be a President, and one Vice-President for each of the five regions (five (5) Vice-Presidents in total), Secretary and Treasurer and any such other Officers as the Board of Directors may by By-law determine. Any two offices may be held by the same person. Officers need not be Directors.

42. Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.

    a. The Officers of the Corporation shall hold office for two years from the date of appointment. The term of office of Officers shall start immediately after adjournment of the Annual Meeting held in odd-numbered years, and ending with adjournment of the Annual Meeting held in the subsequent odd-numbered year or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

    b. The President shall be elected for a two (2) year term and shall normally be eligible for re-election for only one further consecutive term. All other elected Officers shall be eligible for re-election. The appointed Officers shall serve for a two (2) year term and

be eligible for re-appointment for subsequent two (2) year terms at the pleasure of the Executive Committee.

ELIGIBILITY FOR OFFICE

43. All candidates for office on the Executive Committee and the CNC-IWA must be voting members of the Corporation and in good standing.

    a. President. To be eligible for the office of President of the Corporation, the candidate must have served at least one full term as an Officer of the Corporation.

    b. Appointed CNC-IWA members. The appointed CNC-IWA members shall be selected from the elected Officers or from the membership at large.

    c. Other Officers. All other Officers elected by the membership or appointed by the Executive Committee shall be drawn from the ranks of the outgoing Executive Committee or from the membership at large.

ELECTION OF OFFICERS

44. President-Elect. A Nominating Committee composed of at least three (3) members selected by the Executive Committee, shall submit to voting members, not later than eight (8) weeks prior to the Annual Meeting, twelve (12) months prior to the next term of office, at least one candidate for the office of President who shall be identified as President-Elect. Two (2) or more members may nominate additional eligible individuals by filing the name of the nominee in writing with the Secretary not later than four (4) weeks prior to the Annual Meeting. All nominees must have agreed in writing to serve if elected.

45. Executive Committee positions other than President. A Nominating Committee composed of at least three (3) members selected by the Executive Committee, shall submit to voting members, not later than eight (8) weeks prior to the Annual Meeting preceding the commencement of the next term of office, a list of candidates containing at least one nominee for each of the offices that are to be filled. Two or more members may nominate additional eligible individuals for any of the offices by filing the name of the nominee in writing with the Secretary not later than four (4) weeks prior to the Annual Meeting. All the nominees must have agreed in writing to serve if elected.

46. Vacancies. Vacancies occurring in any office shall be filled by vote of the Executive Committee for any non-expired portion of the term.

DUTIES OF OFFICERS

47. The President shall be the chief executive Officer of the corporation.

    a. The President shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.

    b. The President shall represent the interests of the Corporation on the CNC-IWA as one of its accredited official representatives (hereinafter designated as the "statutory" CNC-IWA member).

48. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

49. Each Vice-President shall have responsibilities as determined by the Executive Committee. The Vice-President shall (i) administer the affairs of their respective Committees; (ii) ensure that the responsibilities and duties of their respective Committees are discharged in an effective and efficient manner; (iii) present at each Annual Meeting of the Corporation a report on the activities of their Committees; and (iv) assist the President of the Corporation.

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

51. The Secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Corporation.

52. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

53. Appointed CNC-IWA Members. The appointed CNC-IWA members shall (i) represent the interests of the Corporation in CNC-IWA and on the IWA Board; (ii) provide a report to the Corporation Board of Directors on the proceedings and activities of the CNC-IWA; (iii) provide a report to the CNC-IWA and to the Corporation on the proceedings and activities of the IWA governing assembly; (iv) perform such additional duties as may be assigned from time to time by the President or the CNC-IWA.

    Together with the Executive Committee of the Corporation, the appointed CNC-IWA members shall consider and rule on all national matters which directly pertain to the activities of and relationship with CNC-IWA and IWA.

54. Appointed Regional Directors. The appointed Regional Directors shall perform such duties as may be assigned from time to time by the President of the Executive Committee.

55. The immediate Past-President of the Corporation will be an ex-officio Officer of the Corporation.

OTHER DIRECTORS

56. The Executive Committee shall appoint up to two (2) Regional Directors to represent each of the following regions of Canada: (i) Pacific (British Columbia), (ii) Western (Alberta, Saskatchewan, Manitoba), (iii) Central (Ontario), (iv) Eastern (Quebec), and (v) Atlantic (New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland & Labrador).

57. Special Directors shall be appointed by the Executive Committee from time to time as required.

COMMITTEES

58. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

59. Committee Heads may be selected from elected Officers or from the membership of the Corporation at large. An individual may be appointed Head of more than one Committee as deemed necessary or desirable by the Executive Committee.

    All Committee Heads shall submit a report to the Corporation on a timely basis.

60. Managers of Canadian Symposia on Water Quality Research and their committees shall organize symposia on a regular basis; distribute symposia announcements and calls for papers; receive, review, and select papers for presentation; and undertake all duties normally associated with the organization and administration of such scientific meetings.

61. Organizers of regional and specialized symposia of the IWA and their committees shall, as the Canadian initiator of such symposia, discharge the duties and responsibilities as defined in the IWA Operating Procedures for Regional and Specialized Symposia.

62. The Editor-in-Chief of the Water Quality Research Journal, with the assistance of Associate Editors and the Managing Editor, shall provide editorial services for the publication of this journal, including receiving papers for publications, distributing copies of the papers to referees for confidential critical review; resolving any differences of opinion among and between the author and the referees; and accepting, rejecting, or recommending modification of papers based on the critical reviews.

63. The Managing Editor of the Water Quality Research Journal shall arrange for and administer the publication of the journal.

EXECUTIVE COMMITTEE

64. There shall be an Executive Committee composed of eight (8) Directors consisting of the President, five Vice-Presidents, the Secretary and Treasurer, who shall be appointed by the Board of Directors. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

65. 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 by email, to each member of the committee. Notice by email shall

be given at least fourteen (14) days prior to the meeting. Two (2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation 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 or had thereat.

EXECUTIVE COMMITTEE POWERS AND DUTIES

66. The functions of the Executive Committee of the Corporation shall be (i) to manage the property and transact the business of the Corporation; (ii) to adopt amendments to the By-laws; (iii) to adjust as appropriate the membership fees, symposia registration fees, and journal subscription rates; (iv) to appoint CNC-IWA Members (Constitution Clause 4.3a), Regional Directors (Constitution Clause 4.3b), organizers of the Atlantic, Eastern, Central, Western, and Pacific Canadian Symposia on Water Quality Research; organizers of biennial, regional, and specialized symposia of the IWA to be held in Canada, Editor-in Chief of the Water Quality Research Journal, and Chairpersons of other appropriate Working Committees; (v) to appoint a Nominating Committee when required (By-laws Clauses 44 and 45); (vi) to request that a corporate or sustaining member replace its appointed representative on the Corporation when the representative is unacceptable to the majority of the Executive Committee; (vii) to make definitive final interpretations of any portion of the Constitution and By-laws; (viii) to be constituted and recognized as the Corporation's authority on the CNC of IWA in accordance with the IWA Constitution subject to Constitution Article 6); (ix) to approve all proposals for the organization of the Canadian Symposia on Water Quality Research and of biennial, regional, and specialized symposia of the IWA to be held in Canada; (x) to designate alternate Canadian member or members for the Corporation CNC-IWA to attend an IWA Board meeting; and (xi) to appoint individuals to act on behalf of the Corporation to further the activities of the IWA, subject to the Corporation's approval.

EXECUTION OF DOCUMENTS

67. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

68. The minutes of the Board of Directors (or the minutes of the Executive Committee) shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

69. The financial year of the Corporation shall be from January 1 to December 31.

AMENDMENT OF BY-LAWS

70. The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-law, or a new By-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act,* may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the By-law at a meeting of members duly called for the purpose of considering the said By-law, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

71. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

BOOKS AND RECORDS

72. The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

73. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

CNC-IWA BOARD

74. The term of office of the appointed CNC-IWA members shall be a nominal 2 years renewable at the pleasure of the Executive Committee.

75. The term of office of the statutory CNC-IWA member shall correspond to the term of office of the President of the Corporation.

76. In the event that a CNC-IWA member is unable to attend a CNC-IWA meeting or an IWA Board Meeting, the Executive Committee may designate an alternate with full power for the meeting.

EMAIL VOTES

77. Ordinary Business. If a vote of the Corporation is required but a meeting is not considered to be justified, a letter or email ballot may be authorized by the Executive Committee. The letter or email ballot shall state the issue, designate a date for return, and provide a means for the voting members to vote on the issue. A written ballot must be signed by the member and returned to the Secretary no later than the date designated for return. Any ballots received by the Secretary after the designated date, or which are not signed, shall be declared invalid. Email ballots must be submitted no later than the return date. Email ballots will be returned to the Secretary and copied to the President of the Corporation who will both ensure that no member has voted more than once.

78. Election Ballot. The official election ballot, if required, shall be emailed by the Secretary not later than fourteen (14) days prior to the Annual Meeting to all voting members who shall signify on it their choice for the Officers. If such a member is unable to attend the Annual Meeting, the completed ballot shall be returned to the Secretary so as to be received prior to the Annual Meeting. Members attending the Annual Meeting shall deposit their ballots with the Secretary at that time.

79. Decisions. A simple majority of votes shall be sufficient to decide ordinary business issues. Amendments to the Constitution shall require a two-thirds majority of the ballots cast, while amendments to the By-laws shall require a simple majority (Constitution Clauses 7.1 and 7.2).

INTERPRETATION

80. In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.