

BY-LAW NO. 11

A By-Law relating generally to the transaction of the affairs of the:

CANADIAN ROTARY COLLABORATION FOR INTERNATIONAL DEVELOPMENT, a multi-district activity as outlined in the Rotary Code of Policies section 16.040.

HEAD OFFICE

1. The Head Office of the Corporation (Canadian Rotary Collaboration for International Development, C.R.C.I.D.) shall be in the City of London, in the Province of Ontario, or such other place in Canada as the directors, from time to time, determine.

SEAL

2. a. The seal, an impression whereof is stamped on the margin hereof, shall be the corporate seal of the Corporation.
- b. All By-laws of the Corporation be and the same are hereby amended to replace "Chairman" with the title "Chairperson".

MEMBERSHIP

3. a. Membership shall consist of the following:
 - i. A Canadian Rotarian appointed by the District Governor who is either the incoming, current or immediate past World Community Service District Committee Chairperson or District Grants Committee Chair. In an international district, where a Canadian does not hold one of those positions, the District Governor shall appoint a Rotarian member of a Canadian Club who is experienced in World community Service;
 - ii. The Rotary International Director from Canada, or in the event that there is no current Rotary International Director from Canada, the most recent Rotary International Past Director from Canada who consents to be a member;
 - iii. The President of the Corporation; and
 - iv. Directors elected pursuant to Clause 8 (a).

- b. Members may resign by resignation in writing which resignation shall be effective upon acceptance thereof by the Board of Directors.
- c. Any member, other than the Chairperson, President, or Vice President may be required to resign by a vote of two-thirds (2/3) of the members at an annual meeting. Thereafter, the current District Governor shall be requested to appoint an alternate member.

DUES

- 4. a. There shall be no dues or fees payable by members except such, if any, as shall, from time to time, be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The member who is casting such vote does so as representative of the District Governor of the district from which he/she is appointed.

QUORUM OF MEMBERS

- 5. A quorum for the transaction of business at any present meeting of members shall consist of eleven (11) members present in person. In the event that a member may not attend such a meeting, he/she may, with the prior approval of his District Governor, appoint a proxy to represent him/her. A notice of meeting will contain a reminder of proxy and an appointed proxy form.

VOTING OF MEMBERS

- 6. a. Subject to the provision, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and may vote by proxy. Such proxy shall be deposited with the Secretary 7 days before the meeting.
- b. At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless

otherwise required by the by-laws of the Corporation. In the case of a tie vote at any general meeting, whether upon a show of hands or at a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

ANNUAL AND OTHER MEETINGS OF MEMBERS

7. a. The Annual General Meeting of the members shall be held at the head office of the Corporation or elsewhere in Canada as the Board of Directors may determine and on such day between April 01 and June 30 as such Directors shall appoint.

Any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint.

- b. At every annual meeting, in addition to any other business that may be transacted, the following shall be presented to the membership:
- Report of the President;
 - The financial statements;
 - Report of the auditors;
 - The report of the Executive Director;
 - The report of the Chairperson; and
 - The report of the secretariat to CIDA.

The following actions shall also take place:

- Election of the Board of directors; and
- Appointment of the auditors.

The members may consider and transact any business, either Special, or general without notice thereof at any meeting of the members. The Board of Directors or the Chairperson shall have the power to call at any time, a general meeting of the members of the Corporation.

- c. Fourteen (14) days prior written notice shall be given to each member of any

annual or special general meeting of members. Any notice of special business meeting shall contain enough information to allow the member to make a reasonable decision on issues being brought forward for consideration.

- d. Twenty-five (25%) per cent of the members shall have the right to request a meeting and the directors shall call the meeting.

BOARD OF DIRECTORS

8. a. i. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of the Chairperson, the President, a board appointed treasurer, and five (5) directors, each of whom shall be elected from one of the five (5) regions of Canada for a term of two (2) years, as defined by:

| REGION | DISTRICTS |
|---------------|------------------------------------|
| 1 | 5010, 5020, 5040, 5050, 5060, 5080 |
| 2 | 5360, 5550, 5580, 5370 |
| 3 | 6290, 6330, 6380, 6400, 7080, 7090 |
| 4 | 7010, 7040, 7070 |
| 5 | 7790, 7810, 7820, 7850 |

- ii. Districts included in each region may be adjusted periodically upon resolution of the Board of Directors and the by-laws shall be amended in accordance with Article 33 of these by-laws.
- iii. To be eligible for election to the Board of Directors, the past or sitting member must have completed not less than one full year of service as a member to CRCID before he/she assumes the position of Director. It

is desirable that the director so elected is a currently appointed member.

- iv. A Director from each of Regions 3, 4, and 5 shall be elected at the Annual General Meeting of members, or at a special meeting of members, held during each odd-numbered year (e.g. 2007, 2009, 2011). A Director from each of Regions 1 and 2 shall be elected at the Annual General Meeting of members, or at a special meeting of members held during each even-numbered year (2006, 2008, 2010). The effective date for assuming the office of Director shall be July 01 following the date of the meeting at which the member was elected. The expiration of each Director's term of office shall be June 30 following the election of his/her successor at the Annual General Meeting or special meeting of members. If otherwise qualified, each serving Director will continue in office from July 01 following his/her election until June 30 following the election of his/her successor. At the end of his/her term, each director shall retire but shall be eligible for re-election if otherwise qualified.
 - v. A treasurer shall be appointed by, and become a member of the Board of Directors.
 - vi. At no time can more than two Directors be related to each other, the Chairperson or the President.
- b. Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Directors, expenses of their attendance may be allowed for the attendance at each regular or special meeting of the directors. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable authorized expenses incurred by him in the performance of his duties; and provided further that

any director who is engaged in, or is a member of a firm engaged in any business or profession, may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation, provided that she/he does not vote on a resolution to engage him/her or his/her firm or on the resolution to pay for his/her or the firm's services.

- c. Any direct and indirect pecuniary conflicts of interest by Directors and or employees and volunteers of the Corporation are strictly prohibited. This includes but is not limited to the receiving of gifts from or an affiliation with an actual or potential supplier of goods and services. In event this might or does occur, full written disclosure is to be made to the Chairperson for adjudication.
- d. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected. A Director may hold office until the next annual meeting of members following his/her election or appointment.
- e. The Directors may appoint such agents and engage such employees as they 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 Directors at the time of such appointment. Such agents shall comprise the CRCID Secretariat.
- f. The remuneration of all agents and employees shall be fixed within the annual budget of the Corporation to be approved by the Directors by resolution.
- g. A Nominating Committee comprised of three (3) present or past officers/directors of the Corporation shall be appointed each year by the Board of Directors, preferably drawn from across Canada, with preference given to appointing current

officers/directors with CRCID experience and knowledge. The current Chairperson of CRCID, if able and willing to serve, shall be appointed Chairperson of the Nominating Committee.

In the event the current Chairperson of CRCID is unable or unwilling to serve, the most recent able and willing past-Chairperson of CRCID shall be appointed Chairperson of the Nominating Committee.

i. **Duties of the Nominating Committee**

- a. Identify those members who are eligible to be elected as a Director;
 - b. Contact each eligible candidate to confirm that he/she wishes to be considered for the position of Director;
 - c. Prepare a slate of candidates, consisting of one (1) from each of the regions listed in Paragraph 8 (a) above in accordance with the annual rotation referred to in paragraph 8(a)iv above; and,
 - d. Circulate the slate of candidates to members, at least 14 days prior to the Annual General Meeting.
- ii. Any eligible candidate, whose name does not appear on the slate of candidates, may be nominated, by a proposer and a seconder, to have his/her name added to the ballot.
- iii. A ballot will be prepared for the Annual General Meeting, listing all candidates by regions. At the commencement of the AGM, the Chairperson is to remind the members of the names of those nominated and the fact an election will be held later that afternoon and to consider nominations from the floor if they so wished.
- iv. An election will be held in the afternoon. All members of the Corporation will vote for all regions. For those regions with only one candidate, that person will be elected by acclamation. For those regions with more than one candidate, the candidate receiving the most votes, from all members, will be elected as the Director.

- v. All Directors are "Directors for Canada" and may assume some responsibilities for a region, when so requested by members for that region, or the Board of Directors of the Corporation. If the director is also member from the district, he/she shall also perform such duties as are required by that appointment.

VACANCIES, BOARD OF DIRECTORS

- 9. a. The office of director shall be automatically vacated if:
 - i. A Director shall resign his/her office by delivering a written resignation to the Secretary of the Corporation;
 - ii. She/he is found to be of unsound mind;
 - iii. She/he becomes bankrupt;
 - iv. At a special general meeting of members, a resolution is passed by two-thirds (2/3) of the members present, that she/he be removed from office; or
 - v. Membership is lost in his/her Rotary Club.

- b. Vacancies on the Board of Directors may be filled by the Directors, by majority vote, from among the qualified members of the Corporation from the region in which the vacancy occurs for the balance of the term. Alternatively, the Directors may request the Nominating Committee to nominate a replacement Director.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

- 10. a. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine, provided that fourteen (14) clear days notice of such meeting shall be sent in writing to each Director, provided there shall be at least one (1) meeting per year of the Directors. Notice of any meeting may be given by registered mail, facsimile, or electronic mail or other approved mode of communication provided that if given other than by registered mail, which

shall be deemed to reach the receiver four days after it is posted, it shall be deemed to reach the receiver one day after it is transmitted.

- b. A Director may, with the consent of all the Directors of the Corporation, participate at a meeting of Directors by means of a conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at each such meeting.
- c. The Board shall meet a minimum of two times annually during the fiscal year during which meetings there shall be a majority of Directors in attendance.

ERRORS IN NOTICE, BOARD OF DIRECTORS

- 11. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

POWERS

- 13.
 - a. 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 including the approving of policy statements and annual programs as the Corporation is by its charter or otherwise authorized to exercise and do.
 - b. The Directors shall have the power to authorize expenditures on behalf of the Corporation.
 - c. The President shall appoint the Chairperson and members of committees

which members will hold office at the will of the Directors. The duties of any Committee members appointed by the President shall be subject to the oversight of the Board.

- d. Committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Directors, expenses of their attendance may be allowed for the attendance at each regular or special meeting of the Committee. The committee members shall serve as such without remuneration and no committee member shall directly or indirectly receive any profit from his position as such; provided that a committee member may be paid reasonable authorized expenses incurred by him/her in the performance of his/her duties; and provided further that any committee member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation, provided that she/he does not vote on a resolution to engage him/her or his/her firm or on the resolution to pay for his/her or the firm's services.
- e. The Corporation shall oppose and shall not be a participant to any wrongdoing or financial impropriety in any of its activities. It shall take prompt and firm corrective action whenever and wherever wrongdoing of any kind has been committed by any one of its Directors of its Board of Directors, or by anyone of its employees or volunteers.
- f. The Corporation prohibits any unaudited transactions or loans to Board members and to staff.

MINUTES OF BOARD OF DIRECTORS

- 14. The minutes of the Board of Directors' meetings shall be circulated to the members as per article 21.

OFFICERS OF CORPORATION

15. a. There shall be a Chairperson, a President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board of Directors may determine by resolution from time to time. One person may hold more than one office except the offices of Chairperson and President.
- b. All officers, except the Secretary and Treasurer shall be members of the Corporation and they shall cease to be officers if they cease to be members or if they are removed by a majority of the members.

CHAIRPERSON

16. The Chairperson shall be the Rotary International Director from Canada, or in the event there is no Rotary International Director from Canada, the most immediate Rotary International Past Director from Canada who consents in writing to be chairperson. The Chairperson shall be an ex-officio member of all committees and the Board of Directors.

PRESIDENT

17. a. The President shall be appointed by the person who will be Chairperson on July 1st of that year and the President will take office on July 1st. The President shall be appointed for a term of one (1) year, but normally two (2) to a maximum of three (3) years, subject to satisfactory performance. The President shall be a Canadian Rotarian with extensive experience in international development assistance projects. The Chairperson and President shall not be appointed within ten (10) months of each other except when circumstances (e.g. doubtful health, resignation etc.) affecting the current President are such that such appointment of a replacement President is deemed appropriate by the Chairperson.

VICE-PRESIDENT

- b. After the directors have been determined for the incoming board, any one of these may advise the Chairperson of their nomination for Vice-President prior

to the incoming Board Meeting. At that meeting, the Chairperson shall prepare a slate of those nominated and call for any new nominations, and hold an election if required. A Vice-President shall be elected by the Board for a one-year term from among the directors at the first meeting following the Annual General Meeting. He/she will take office on July 1 of that year.

DUTIES OF CHAIRPERSON

18. The Chairperson shall appoint the President of the Corporation. Subject to article 19 a, the chairperson shall preside at all meetings of the members of the Corporation and of the Board of Directors unless she/he delegates this duty to another officer. The Chairperson shall be charged with the oversight of the affairs and operations of the Corporation. During the absence or inability of the Chairperson, his/her duties and powers may be exercised by the President, and if the President or such other Director as the Board may, from time to time, appoint for the purpose, exercises any such duty or power, the absence or inability of the Chairperson shall be presumed with reference thereto. In consultation with the board, the Chairperson shall develop annual operational guidelines, which are consistent with the requirements for multi-district activities and report annually to the general secretary of Rotary International.

DUTIES OF THE PRESIDENT

19. a. The President shall preside at all the regular meetings of the members of the Corporation including the annual general meeting. The President is charged with the general management and supervision of the affairs and operations of the Corporation. In consultation with the Chairperson, she/he shall establish the mandate and goals each year for the committees of the board. He/She shall appoint the chairpersons of all board committees and, in consultation with the committee chairpersons, appoint all members of the committees, on or before July 1st of each year which appointments are effective as of July 1st

for a period of service for one year. The President shall be an ex-officio member of all committees. The President shall recommend a training and appointment cycle to the board for all members and committees. Such a cycle shall take into consideration the need to make appointments sufficiently in advance of the Rotary Year beginning on July 1st to provide for the development and continuing education of all members with a view to the appointments being effective upon the appointment by the current district governor on July 1st.

- b. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President or such other Director as the Board may, from time to time, appoint for that purpose, and if the Vice-President or such other Director appointed for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
- c. In consultation with the board and Secretariat, the President shall develop tri-annual operational guidelines as are consistent with the strategic plan approved by the members, as required, which are consistent with the requirements for multi-district activities of Rotary International and the requirements of the agreement between CRCID and the Canadian International Development Agency and report as required to its program manager.

DUTIES OF THE VICE-PRESIDENT

- 20. The Vice-President shall assume the functions of the President either upon request of the President or Chairperson; or, when the President is unable to act.

DUTIES OF THE SECRETARY

- 21. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.

She/he shall circulate the minutes the meetings to all members and stakeholders of CRCID, excluding those edited portions that were recorded during in-camera sessions in accordance with the direction of the President. She/he shall give all notices required to be given to members and to directors. She/he shall be the custodian of the seal of the Corporation and of all the books, papers, records, correspondence, contracts and other documents belonging to the Corporation which she/he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and she/he shall perform such other duties as may, from time to time, be determined by the Board of Directors. Where appropriate, the secretary may be excused for those parts of the board meetings, which from time to time may be identified by the chairperson.

DUTIES OF THE TREASURER

22. a. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name, and to the credit of, the Corporation in such bank or banks as may, from time to time, be designated by the Board of Directors. She/he shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof, and shall render to the Board of Directors at the regular meetings thereof, or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. She/he shall also perform such other duties as may, from time to time, be determined by the Board of Directors.
- b. The Treasurer shall have financial experience and a professional accounting designation. The treasurer may delegate such daily duties to the Secretariat as he/she thinks prudent, but shall retain the responsibility for the duties as outlined in article 22.a.

- c. The treasurer shall ensure the Corporation does not have any funds that are not accounted for.

DUTIES OF OTHER OFFICERS

23. 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 them.

EXECUTIVE DIRECTOR

24.

The Executive Director is the chief administration officer of CRCID engaged by and responsible to the CRCID Board. The Executive Director must be a Rotarian in good standing. The Executive Director is responsible to the CRCID Board for the implementation of its policies and for management and administration, including the financial operation of CRCID. The Executive Director's annual report, upon approval of the board is to be submitted to the AGM. The term of appointment will be for a period of three years subject to an annual review of performance.

The Executive Director shall:

- 1) implement the policies of CRCID and the CRCID Board;
- 2) provide general supervision of all operations of the Secretariat, including but not limited to those functions related to finance, program, communications, planning, liaison with the Rotary Foundation, the Rotary Foundation Canada, CIDA and other NGOs;
- 3) assist the CRCID Board in long-range planning and policy formulation;
- 4) make decisions on behalf of the CRCID Board, as authorized including the execution of documents;
- 5) work in co-operation with the president in carrying out the responsibilities of the Executive Director's office;

CHIEF OPERATING OFFICER

- 25 Chief Operating Officer shall be hired by the Board of Directors to perform such duties as the terms of his/her engagement call for, or as the Board of Directors requires. The Chief Operating Officer must be a Rotarian in good standing. Unless the Board of directors appoints someone to the contrary, the Chief Operating Officer shall be the Secretary of the Corporation.

EXECUTIVE COMMITTEE

- 26 There shall be an Executive Committee composed of the Chairperson, President and Vice-President, which shall have the power to deal with matters that arise between meetings of the full Board of Directors. The Executive Committee shall exercise such other powers as are authorized by the Board of Directors. Any Executive Committee member, other than the Chairperson, 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. The Executive Director and Chief Operating Officer will attend all Executive Committee meetings at the request of the Board.

27. **MEMBERS OF THE CORPORATION**

CRCID MEMBER ROLE AND RESPONSIBILITY:

Title: Member of CRCID (A member of the Corporation)

Term of Office: One Year; Preferred Commitment: Three Years commencing effective on July 1st of the year following his/her appointment

- Responsible to: District Governor and reporting to the CRCID board of directors
- Definition: A CRCID Member is a representative/appointee of the Governor of a district with Canadian clubs. Each of the 23 Rotary Districts in Zone 22 is represented in this R.I. multi-district activity organization known as the Canadian Rotary Committee for International Development. Subject to the provision, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all general meetings of members, be entitled to one vote and he/she may vote by proxy.
- Qualifications: The person should be experienced in World Community Service, familiar with the matching Grant application process and sustainable development in the developing world. These By-Laws call for the appointee to be the World Community Service District Chairperson or District Grants Committee Chairperson, or the incoming World Community Service District Chairperson or incoming District Grants Committee Chairperson, or past World Community Service Chairperson or past District Grants committee Chairperson depending on the timing of the expected three year cycle. Where no World Community Service or District Grants Committee chairperson as outlined above is available to serve, an alternate may be appointed by the Governor. In an International district with Canadian clubs, he/she must be a member of a Canadian Rotary Club. No person can be refused membership or be excluded from participation in the Corporation, denied the benefits of membership in the Corporation, or be otherwise subjected to discrimination by the Corporation, on the basis of race, national or ethnic origin, colour, religion, gender, sexual orientation, age or mental or physical disability.

The member:

- Attends the CRCID Annual and General Meetings including an orientation and Development Education and information workshop (eligible expenses may be reimbursed by CRCID or the district) and any committee work to which he/she is appointed;
- May attend Zone22 Institute upon invitation. Meetings at which the member is required to attend shall be at the expense of CRCID or the district;
- Shall maintain within the district:
 - Project Resource Materials;
 - CRCID Users Guide: supplied by Secretariat;
 - A supply of CRCID Project/Program Application forms; and,
 - A library of TRF and CRCID resource materials on WCS.
- Receives copies of correspondence regarding all projects/programs in the District;
- Reviews and shares information from the Development Education (DEVED) Manual supplied by Secretariat;
- Assists Governor in conducting RBM Train the Trainers workshops in District;
- Organizes DEVED workshops within District;
- Presents WCS Club Programs for PETs, Assemblies, Conferences etc. at no cost to CRCID;
- Maintains records of all Development Education and Capacity Development sessions and contacts made with Canadian and overseas clubs and Rotarians in the Canadian District and reports to the Secretariat after every quarter (for submission to the board of directors and to CIDA);
- Prepares and trains a successor named by the incoming Governor;
- Acts as a resource person by providing advice and information on all WCS matters to clubs and Rotarians in the District;
- Reviews all project/program applications to be submitted by a club, district or Rotarian prior to submission to CRCID for completeness and accuracy of information;

- Presents plans for the year within the District to President of CRCID;
- Reports results/goals attained including DEVED statistics to CRCID secretariat;
- Follows up with Clubs on projects/programs as required;
- Disseminates information from CRCID to all the clubs in the District, including CRCID Newsletters throughout District, through District Governors Letter;
- Participates on one or more of the CRCID sub-committees;
- Attends committee meetings whenever required and provides input on all training materials and policy documents;
- Informs district clubs and Rotarians of the WCS Club Committees of new developments in TRF, CRCID and WCS.

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INDEMNITIES TO MEMBERS AND OTHERS

Every director or officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it 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 director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
- b. All other costs, charges and expenses which she/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/her own

willful neglect or default.

- c. The Secretariat will arrange for such insurance as will satisfy the requirements of coverage as called for in article 27 a. and b.

BOOKS AND RECORDS

- 29 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.

ERROR OR OMISSION IN NOTICE

- 30 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 any member, director or officer shall be his/her last address or email address recorded on the books of the Corporation.

ADJOURNMENT

31. Any meetings of the Corporation or of the Directors may be adjourned to any time and from any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

FINANCIAL YEAR

32. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

CHEQUES, ETC.

33. All cheques, bills of exchange or other orders for the payment of money,

notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed, may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

AMENDMENT TO BY-LAWS

34. The by-laws of the Corporation may be repealed or amended by by-law enacted by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of Consumer and Corporate Affairs, Canada has been obtained.

AUDITORS

35. a. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the officer may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Directors.
- b. The auditor shall ensure completion of an annual audited financial statement by a qualified independent accountant. Said statement shall comply with generally Accepted Accounting Principles and Requirements

according to the Canadian Institute of Chartered Accountants.

- c. The audited financial statement, full or summary, shall be provided to any inquirer upon written request within a reasonable time.

POLICIES AND PROCEDURES

- 36. The Directors may prescribe such policies and procedures consistent 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 the 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.

COMMUNICATIONS TO THE PUBLIC

- 37. a. Any and all communications to the public by the Corporation shall respect the dignity, values, history, religion and culture of the people supported by its programs. In particular, the Corporation shall avoid the following:
 - i. Messages that generalize and mask the diversity of situations;
 - ii. Messages that fuel prejudice;
 - iii. Messages that foster a sense of Northern superiority;
 - iv. Messages that show people as hopeless objects for our pity, rather than equal partners in action and development.
- b. The Corporation will encourage the participants of its partners in the formulation of communications to the public.
- c. The corporation shall not discredit another member organization of CCIC in its public communications; nor shall it give out misinformation about its affairs or those of other members.

REPEAL

38. Upon this by-law coming into force, By-Law No. 10 of the Corporation is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

INTERPRETATION

39. In this by-law and 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.
40. Whereas the Corporation conducts its affairs in the normal course in the English language, upon request and upon approval of the Board of Directors, the Corporation will communicate or provide documentation in either of Canada's official languages.

Approved: May 28, 2006