BYLAWS OF THE SOCIETY FOR THE STUDY
OF EGYPTIAN ANTIQUITIES

BYLAW NO. 1
BE IT ENACTED AS A BYLAW OF THE
SOCIETY FOR THE STUDY OF EGYPTIAN
ANTiquITIES AS FOLLOwING:

ARTICLE I

NAME

Section 1. Name – The name of this corporation is and shall be known as the Society for the Study of Egyptian Antiquities / La Société pour l’Étude de l’Égypte Ancienne (hereinafter referred to as the Society).

Section 2. Head Office – The Head Office of the Society shall be situated in the Municipality of Metropolitan Toronto, in the County of York and at such place as the Trustees may from time to time determine.

Section 3. Corporate Seal – The corporate seal of the Society shall be in the form impressed herein.

ARTICLE II

MEMBERS

Section 1. Membership
(a) There shall be two general classes of membership in the Society, namely:

- Institutional Membership
- Individual Membership

There shall be five categories of Individual Membership, namely:

- Life Membership
- Full Membership
- Student Membership
- Associate Membership
- Honorary Membership
(b) The Institutional Members shall not be entitled to vote at, or be entitled to notice of, all meetings of the Society. The Membership may, at any general meeting of members, redefine the benefits associated with Institutional Membership.

(c) The Life Members have paid a one-time fee whose amount was determined as needed by a general meeting of members. Life Members shall not be required to pay any further fees or dues. At all meetings of the members of the Society, they shall be entitled to one vote. The Membership may, at any general meeting of members, redefine the benefits associated with Life Membership. Current Life Members shall retain their status but no new Life Memberships shall be issued.

(d) The Full Members, at all meetings of the members of the Society shall be entitled to one vote for the balance of the fiscal year during which they have contributed. The Membership may, at any general meeting of members, redefine the benefits associated with Full Membership.

(e) The Student Members, at all meetings of the members of the Society, shall be entitled to one vote for the balance of the fiscal year during which they have contributed. The Membership may, at any general meeting of members, redefine the benefits associated with Student Membership.

(f) The Associate Members, at all meetings of the members of the Society, shall be entitled to one vote for the balance of the fiscal year during which they have contributed. The Membership may, at any general meeting of members, redefine the benefits associated with Associate Membership.

(g) The Honorary Members shall be invited, by the Membership, to join the Society. They shall be entitled to notice but shall not be entitled to vote at any meeting of members. The Membership may, at any general meeting of members, redefine the benefits associated with Honorary Membership.

(h) The amounts of the annual membership fees for the above classes and categories, and the portions of the membership fees retained by the SSEA Head Office, shall be determined by a general meeting of members and recorded in the Policies Manual. The benefits of each class and category shall also be recorded in the Policies Manual.
ARTICLE III

MEETINGS OF MEMBERS

Section 1. **Annual Meetings of Members** - The annual meeting of the members shall be held at the Head Office of the Society or at such other place and at such time and on such day in each year as the Board may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the Corporations Act to be read and laid before the Society at an annual meeting electing Trustees, appointing an auditor and fixing or authorizing the Board to fix his remuneration, and for the transaction of such other business as may be properly brought before the meeting.

Section 2. **Special Meeting of Members** – The Board shall have the power at any time to call a special meeting of the members of the Society to be held at the Head Office of the Society or at such other place and at such time as may be determined by the Board. The phrase “meeting of members” wherever it occurs in this bylaw shall mean and include an annual meeting of members and a special meeting of members.

Section 3. **Notice of Meetings of Members** – No public notice or other advertisement of any meeting of members shall be required, but notice of the time and place of such meeting shall be given not less than ten days before the day on which the meeting is to be held to the auditor and to each member in good standing at the close of business on the day on which notice is given. Notice of a special meeting of members shall state the general nature of the business which is to be transacted at it. A meeting of the members may be held at any time without notice if all the members entitled to vote thereat are present in person or represented by proxy have waived notice and if the auditor is present or has waived such notice, and at such meeting any business shall be transacted which the Society at an annual or special meeting of the members may transact.

Section 4 **Quorum of Members** – Ten per cent of all members entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members.

Section 5. **Proxies** – Every member entitled to vote at meetings of members may by instrument in writing appoint another member as a proxy to
attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney, authorized in writing, or if the appointer is a corporation, under the corporate seal or under the hand of an officer or attorney so authorized, and shall cease to be valid after the expiration of one year from the date thereof. Proxies must appoint a named individual. No proxy appointing an individual by office will be accepted. The instrument appointing a proxy may be in such form as the Board may from time to time prescribe or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or at such earlier time and in such manner as the Board may prescribe in accordance with the Corporations Act.

Section 6  **Votes to Govern** – At all meetings of members every question shall, unless otherwise required by letters patent or bylaws of the Society or by law, be decided by the majority of the votes cast on the question.

Section 7  **Show of Hands** – At all meetings of members, every question shall be decided by a show of hands unless a poll thereon be required by the Chair or be demanded by any member present in person or represented by proxy and entitled to vote. Upon a show of hands every member present in person and entitled to vote shall have one vote but a member represented by proxy shall have no vote. After a show of hands has been taken upon any question the Chair may require, or any member present in person or represented by proxy and entitled to vote, may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceedings in respect of the said question, and the result of the vote so taken shall be the decision of the Society in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

Section 8.  **Polls** – If a poll be required by the Chair of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such a manner as the Chair of the
meeting shall direct. Upon a poll, any member in good standing who is present in person or represented by proxy shall be entitled to one vote in accordance with the provisions of Article II, Section 1 of this bylaw. This vote may be exercised more than once if there are repeated elections or recorded votes at the meeting. The result of the poll shall be the decision of the Society in annual or special meeting, as the case may be, upon the question.

Section 9. **Casting Vote** – In the case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a second or casting vote.

---

**ARTICLE IV**

**TRUSTEES**

Section 1. **Board of Trustees** – The affairs of the Society shall be managed by a Board of directors to be designated as Trustees. The Board of Trustees may employ and pay such assistants, clerks, agents, representatives and employees, and procure, equip and maintain such offices and other facilities and incur such reasonable expenses as may be necessary.

Until changed in accordance with the Corporations Act, the number of the Trustees of the Society shall be at least eleven. A quorum of the Board shall consist of five Trustees, including at least one Officer present in person or by electronic conferencing.

The Board of Trustees may consist of up to nineteen duly elected members who shall be elected at each annual meeting of the members. Trustees shall be elected to hold office until the next annual meeting of the members, but shall be eligible for re-election. The election shall be by a show of hands or by resolution of the members unless a ballot be demanded by any member. Notwithstanding vacancies, the remaining Trustees may exercise all the powers of the Board so long as a quorum of the Board remains in office.

Any member in good standing, who has been a member of the Society for at least one year, may be nominated at the Annual General meeting for election as Trustee. The nominee must indicate
willingness to stand either in person or in writing if unable to attend the meeting.

One membership of the Board of Trustees shall be reserved for each Chapter, whose representative shall be chosen or elected by the Chapter. Such member shall sit as an individual Trustee, not as an office.

Following the election of the Board of Trustees, the Trustees shall then elect one from among the new Board of Trustees to serve as President of the Society. In order to serve as President, an individual must have served as a Trustee for at least one year. The President shall be elected to hold office until the next annual meeting of the members, but shall be eligible for re-election. The election shall be by a show of hands or by resolution of the Trustees unless a ballot be demanded by any Trustee.

Section 2. **Removal of Trustees** - The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of members, of which notice specifying the intention to pass such resolution has been given, remove any Trustee, before the expiration of his term of office and may, by a majority of votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

Section 3. **Vacancies on Board of Trustees** - If the office of an elected Trustee becomes vacant before the expiration of his term, the vacancy may be filled for the remainder of such term from among the members of the Society either by the members at a general meeting called for the purpose or by the remaining Trustees if constituting a quorum; otherwise such vacancy shall be filled at the next annual meeting of the members, but if there is not a quorum of Trustees, the remaining Trustees shall forthwith call a meeting of the members to fill the vacancy. If the number of Trustees is increased between the terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Section 4. **Calling of Meetings of Trustees** - Meetings of the Board shall be held from time to time at such place, at such time and on such day as the President or Vice-President, or any two Trustees may determine. The Secretary shall call meetings when directed or authorized by the President or Vice-President or by any two Trustees. Notice of every meeting so called shall be given to each Trustee not less than forty-eight hours (excluding any part of a Sunday and of a holiday) before
the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Trustees are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting.

Section 5. **Regular Meetings of Trustees** - The Board must hold meetings on a regular basis, in addition to those immediately preceding and following the Annual General Meeting. The Board may appoint a day or days in any month for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time for regular meetings of the Board shall be sent to each Trustee forthwith after being passed, but no other notice shall be required for any such regular meeting.

Section 6. **First Meeting of the new Board of Trustees** - Each newly elected Board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such Board was elected, provided a quorum of Trustees be present.

Section 7. **Votes to Govern at Meeting of Trustees** - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. Votes by proxy are not allowed.

Section 8. **Adjournment of Trustees’ or Members’ Meetings** – Any meeting of the members or of the Trustees may be adjourned to any time and from time to time and such business may be transacted at such adjournment meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

Section 9. **Remuneration of Trustees** – The Trustees shall serve without compensation and no Trustee shall, directly or indirectly, receive any profit from his position as such; reasonable expenses incurred by any Trustee in the performance of his duties may be paid.

Section 10. **Honorary Trustees** – The Board of Trustees may from time to time appoint such persons as they deem advisable Honorary Trustees of the Society. The terms of such appointments shall be at the discretion of the Board of Trustees. An Honorary Trustee must be a member of the Society. S/he shall not be entitled to notice of any
meeting of the Board of Trustees of the Society or be entitled to vote at any such meeting.

Section 11. **Protection of Trustees and Officers** – No Trustee or Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Trustee or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities, or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

Section 12. **Indemnity of Trustees and Officers** – Every Trustee or Officer of the Society and his 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 Society from and against:

a) All costs, charges and expenses whatsoever which such Trustee or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office; and

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.

Section 13. **Policies and Procedures** – The Board of Trustees shall maintain a Policies and Procedures Manual. Policies are definitions and rules by which the affairs of the Society are managed. Policies may be added or altered by motion and majority vote at any meeting of the Board. Policies regarding major changes in the management of the affairs of the Society, especially
in financial matters, must be ratified at the next Annual General Meeting.  
Procedures are guidelines for Trustees, Officers, Executives, employees or committees. Procedures may be added or altered by those directly responsible for performing the associated duties.

---------------------------------------------------------------------------------------------------------------------

**ARTICLE V**

**OFFICERS**

**Section 1.** **Executive Officers** - At the first meeting of the Board after each election of Trustees, the Board shall elect from among the Trustees a President of the Society. At this meeting, the Board shall also elect from among the Trustees one or more Treasurers, and one or more Vice-Presidents. The Board may choose to appoint from among the Trustees an individual to act as Secretary of the Board, with duties as defined in Section 5 below. In order to serve as an officer of the Board of Trustees, a candidate must have served as a Trustee of the Society for at least one year. No individual may fill more than one of these offices simultaneously. No one shall hold the same office on both the Board of Trustees and a Chapter Executive.

**Section 2.** **Term of Office** – Each officer thus elected shall hold office during the pleasure of the Board and his or her term of office shall expire in any event if and when he or she shall cease to be a Trustee. Otherwise s/he shall hold office until his/her successor is appointed or elected. A vacancy occurring from time to time in any office may be filled by the Board from among its members.

**Section 3.** **Removal from Office** – The Board may remove at its pleasure any officer of the Society.

**Section 3a.** **Duties of the President** - The President shall, subject to the authority of the Board, be charged with the general supervision of the affairs and business of the Society; and he/she shall have such other powers and duties as the Board may specify.
Section 4. **Duties of Vice-President** – The Vice-President, or Vice-Presidents if more than one has been elected, shall aid the President with the general supervision of the affairs and business of the Society. If the President is temporarily unable to fulfill his/her duties, the Vice-President shall assume the duties of the President until such time as the President is able to resume his/her duties. If more than one Vice-President has been elected, it is the most senior Vice-President who shall assume the duties of the President.

Section 5. **Duties of Secretary of the Board** - In addition to those employees which serve in various secretarial capacities, the Board may elect from among its members a Secretary of the Board. The Secretary of the Board shall ensure that the archives of the society, including all minutes, financial statements, books, papers, records, documents and other instruments, belonging to the Society are properly maintained in the SSEA office; he/she shall ensure the custody of the stamp or mechanical device generally used for affixing the corporate seal of the Society in the SSEA office; and such other duties as may from time to time be prescribed by the Board. The Secretary also oversees the compliance with the Bylaws, Policies and Procedures and oversees the election of Trustees.

Section 6. **Duties of Treasurer** – The Treasurer, or Treasurers if more than one has been elected, shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Society and under the direction of the Board; shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Society; shall issue receipts in a form satisfactory to the Canada Revenue Agency to the donor, grantor or maker of any gift or transfer to the Society; shall render to the Board at the meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Society; shall, in collaboration with the Secretary, produce a draft budget for approval by the Board of Trustees; and shall perform such other duties as may from time to time be prescribed by the Board.

Section 7. **Duties of Other Officers** – The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

Section 8. **Duties of the Trustees** – Trustees must attend in person or by proxy or by electronic conferencing, all general meetings of members. The
President may designate from time to time certain motions as key motions for the running of the Society. Trustees must vote in person or via e-mail, regular post or telephone on any motion so identified within 7 (seven) days of notice being sent. Failure to vote in 3 (three) consecutive motions so identified shall constitute a resignation of the office of Trustee. Trustees shall perform such other duties as may from time to time be prescribed by the Board.

Trustees must make all reasonable effort to attend all meetings of the Board in person or by electronic conferencing. Trustees must respect and abide by the Bylaws and Policies of the SSEA, the mandate of the SSEA as expressed in its Articles of Incorporation, and the majority decisions of the members (as voted at the Annual General Meeting) and of the Board of Trustees (as voted at meetings of the Board).

Trustees must declare conflicts of interest at the beginning of any discussion on an issue and refrain from voting on such issues.

Section 9. **Variation of Duties** – From time to time the Board may vary, add to or limit the powers and duties of any officer or officers other than the President.

Section 10. **Fidelity Bonds** – The Board may require such officers, employees and agents of the Society as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

---

**ARTICLE VI**

**CHAPTERS**

Section 1. **Formation of Chapters** – Upon application to the Trustees or upon their own motion, the Trustees may approve the formation of a Chapter of members in good standing who reside in a distinct geographical area greater than 30 kilometers away from any pre-existing chapter. For the purpose of this section, an individual member is in “good standing” when such member has paid in full his/her annual membership dues within the year in question. For the purposes of this section, a “distinct geographical area” may include but is not limited to an area defined by provincial, county or district,
or municipally recognized boundary limits. Upon application by an existing Chapter, the Trustees may alter the boundary limits of such Chapter to reflect an increase or decrease in the size of the distinct geographical area in which the Chapter members reside.

Section 2. **Chapter Name** – The Trustees shall provide each Chapter with a singular descriptive name to facilitate identification of the Chapter.

Section 3. **Charter** – Each Chapter may, subject to the prior approval of the Trustees, adopt a local charter outlining the manner in which the Chapter shall conduct its affairs. Any such local charter must conform with the Charter, By-laws, and Resolutions of the Society. In the event of any contradiction between a local charter and the Charter, By-laws and/or Resolutions of the Society, the latter shall prevail.

For the purposes of this section, a Chapter’s affairs may include, but are not limited to the following matters:

(a) the adoption of a meeting format or schedule;
(b) the adoption of any programs or committees which the members of the Chapter desire to organize and participate in;
(c) the adoption of any procedures to administer the meetings and programs of the Chapter;
(d) the designation, appointment (or election) and removal of officers needed to administer the affairs of the Chapter;
(e) the terms and duties of the officers of the Chapter;
(f) the banking arrangements of the Chapter and the manner in which any necessary instruments are to be executed by the Chapter, subject to the following restrictions;

(i) the Chapter shall appoint one or more representative(s) to open and operate a bank account;
(ii) the appointed representative(s) shall possess the authority only to make deposits and/or write cheques on this bank account;
(iii) neither the appointed representative(s) nor any other member of the Chapter shall possess any authority to borrow money in the name of the Society; and
(iv) neither the appointed representative(s) nor any other member of the Chapter shall possess any authority to pledge the credit of the Society or incur any other debt whatsoever in the name of the Society.
Section 4. **Collection of Membership Dues** - Annual Membership Dues shall be collected by the Head Office of the Society, except where prohibitive by law. For each Chapter Member the Head Office shall transfer funds to the Chapter according to Policy determined by the Annual General Meeting of Members. Funds shall be forwarded to the appropriate body within 120 days of their receipt.

Section 5. **Public Statements** – Neither the Chapters nor any of their members shall make any public statement or press release purporting to be made on behalf of the Society without the prior written approval of the Society.

Section 6. **Mailing Address** - The Chapters shall maintain a mailing address within the distinct geographical area defining the Chapter.

Section 7. **Employees and Officers** – Subject to Section 3 (f), the Chapters may employ and pay such assistants, clerks, agents, representatives and employees, and procure, equip and maintain such offices and other facilities and incur such reasonable expenses as may be necessary.

Section 8. **Records** – The Chapter shall keep and maintain written records, including the minutes of all meetings of the Chapter’s members. The Chapter shall also keep and maintain up to date lists of the names and addresses of its officers and members.

Section 9. **Annual Reports to the Society** – Each Chapter shall annually report and provide in writing the following information to the Trustees:
(a) the lists of members and officers within the Chapter;
(b) the minutes of all meetings of the Chapter’s members;
(c) a report on the activities of the Chapter
(d) the financial statements of the Chapter; and
(e) any other information concerning the affairs of the Chapter as the Trustees may request.

Section 10. **Termination of a Chapter** – The Trustees shall possess the authority to terminate, dissolve, or suspend a Chapter, by notifying the Chapter in writing of their intention.

Section 11. **Representation to the Board of Trustees** – Each Chapter shall appoint or elect a member to be its Representative on the Board of Trustees. If this does not happen, the Board may appoint a liaison of its own choosing.
ARTICLE VII

COMMITTEES

Section 1. **Standing Committees** – The following shall be permanent standing committees of this Society:

- Publications
- Education
- Research

Section 2. **Other Committees** – Other committees may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, or may be designated by a resolution adopted by a majority of the Executive Committee of the Board of Trustees. Except as otherwise provided in such resolution, members of such committees shall be members of the Society and the President of the Society shall appoint the members thereof. Any members thereof may be renewed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Society shall be served by such removal.

Section 3. **Term of Office** – Each member of a committee shall continue as such until the next annual meeting of the members of the Society and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. **Chairman** – One (1) member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. **Vacancies** – Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. – Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members at a
meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules – Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE VIII

BANKING, ARRANGEMENTS, CONTRACTS,
APPLICATION OF FUNDS, ETC.

Section 1. Banking Arrangements – The banking business of the Society or any part thereof, shall be transacted with such chartered bank in Canada, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution, and all such banking business, or any part thereof, shall be transacted on the Society’s behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Society’s accounts; the making, signing drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Society; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorization of any officer of such banker to do any act or thing on the Society’s behalf to facilitate such banking business.

Section 2. Deposit of Securities for Safekeeping – The securities of the Society shall be deposited for safekeeping with one or more chartered bank in Canada, trust company or other financial institution to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such officer or officers, agent or agents of the Society and in the manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully
protected in acting in accordance with the directions of the Board, and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 3. **Transfer of Securities** – The Chairman or a Vice-Chairman together with the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer are authorized and empowered to sell, assign and transfer shares, bonds, stocks, debentures, debenture stocks and other securities on behalf of the Society and to affix the corporate seal to any such transfers or acceptances of transfers with full power to appoint an attorney or attorneys (with full power of substitution) for the purpose of completing any such sale, transfer, assignment or acceptance on the records.

Section 4. **Execution of Instruments** – Deeds, transfers, assignments, contracts and obligations on behalf of the Society may be signed by the Chairman or a Vice-Chairman and by the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer and the corporate seal shall be affixed to such instruments as require the same. In addition the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation of the Society or any class thereof may or shall be signed.

Section 5. **Signing Officers**

(a) The Secretary, the Treasurer, and a minimum of two other Trustees shall be appointed as signing officers to act on behalf of the Board. Two signatures shall be required on each cheque.

(b) No signing officer is authorized to sign a cheque in which he is named as beneficiary or from which he appears to benefit in any way.

(c) No cheque is to be signed by any signing officer in the absence of accompanying documentation in the form of an invoice, a receipt, or signed written explanation of the expenditure.

(d) Cheques for a sum greater than two thousand dollars shall require prior authorization from the Board or the signed agreement of four Trustees.
ARTICLE IX

NOTICES

Section 1. **Method of Giving** – Any notice, communication or other document to be given by the Society to a member, Trustee, officer or auditor of the Society by law or under any provision of the letters patent or by-laws of the Society shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Society or if mailed by prepaid, ordinary or airmail in a sealed envelope addressed to him at his last address as recorded in the books of the Society or if sent by means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the books of the Society of any member in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or a public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

Section 2. **Computation of Time** – In computing the date when notice must be given by law or under any provision of the letters patent or by-laws requiring a specified number of days’ notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

Section 3. **Omissions and Errors** – The accidental omission to give any notice to any member, trustee, officer or auditor the non-receipt of any notice by any member, trustee, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Section 4. **Waiver of Notice** – Any member, trustee, officer or auditor may waive any notice required to be given under any provision of the letters patent or by-laws of the Society or of the Corporations Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
ARTICLE X

FISCAL YEAR

Section 1. Until otherwise authorized by the Board, the financial year of the Society shall end on the last day of August in each year.

ARTICLE XI

INTERPRETATION

Section 1. In this bylaw and other bylaws of the Society words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships, and any number or aggregate of persons; “Board” shall mean the Board of Trustees of the Society; “letters patent” shall include supplementary letters patent; “The Corporations Act” shall mean The Corporations Act, 1960 (Ontario) as amended from time to time or any Act that may hereafter be substituted therefor.

PASSED BY THE BOARD OF DIRECTORS and sealed with the Corporate Seal this 11th day of September 1970.

This version has incorporated AMENDMENTS TO BYLAWS dated:

February 25, 1975
November 18, 1983
November 16, 1984
November 6, 1992
November 8, 1996
October___, 2008
November 4, 2011
November 30, 2012
November 14, 2014