



ADR ATLANTIC INSTITUTE

(the "Society")

SPECIAL RESOLUTION

BE IT RESOLVED as a special resolution of the Society that the Society adopt the By- Laws attached hereto as Schedule "A", with immediate effect following approval by the Nova Scotia Registrar of Joint Stock Companies.

CERTIFICATE

I hereby certify that the foregoing is a true copy of a special resolution of the Society dated the 29th day of June 2022 unanimously approved by the members of the Society present in person at the Society's duly convened annual meeting of the Society, in the manner authorized by law, and that such special resolution and the By-laws attached as Schedule "A" will come into full force and effect once approved by the Registrar of Joint Stock Companies.

A handwritten signature in blue ink, appearing to be "A. D. R. A. I.", is written over a faint, light blue circular watermark.

ADRAI

SCHEDULE “A”

ADR ATLANTIC INSTITUTE

BY-LAWS

ENACTED MAY 3, 2013;

REVISED JUNE 29, 2022.

ADR ATLANTIC INSTITUTE

BY-LAWS

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ADR ATLANTIC INSTITUTE

BY-LAWS

By-laws relating generally to the conduct of the affairs of ADR Atlantic Institute.

INTERPRETATION

1. **Interpretation.** In these By-laws and all other By-laws of ADR Atlantic Institute, unless the context otherwise specifies or requires:
 - (a) "Act" means the *Societies Act* (Nova Scotia) as amended from time to time and every statute that may be substituted in its place and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute;
 - (b) "Annual Meeting" means the annual meeting of the Institute called in accordance with section 34;
 - (c) "Atlantic Provinces" means collectively the provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia, and Prince Edward Island;
 - (d) "Auditor" means a certified external accountant retained to carry out an independent review engagement or full audit, as directed by the Board from time to time, of the annual financial statements of the Institute;
 - (e) "Board" means the board of directors of the Institute;
 - (f) "By-laws" mean(s) these by-laws and any other by-laws of the Institute from time to time in force and effect;
 - (g) "Chair" means the chairperson of any meeting convened or conducted under these By-laws;
 - (h) "Director" or "Directors" mean(s) a director or directors of the Institute;
 - (i) "General Meeting" means the meeting of the Institute called in accordance with section 35;
 - (j) "Institute" means ADR Atlantic Institute, a society incorporated under the Act;
 - (k) "Member", unless the context otherwise requires, means a member

in good standing of the Institute under one of the authorized membership categories established by the Board of Directors from time to time, "Members" means more than one Member, and "Membership" means membership in good standing in the Institute;

- (l) "Officer" or "Officer(s)" mean(s) the officers of the Institute, namely, the President, Vice President, Secretary, Treasurer (or Secretary-Treasurer);
- (m) "President" means the president of the Institute and, for purposes of conducting meetings contemplated by these By-laws, means the President or in her or his absence, the Vice President of the Institute, or the nominee of the President or Vice President;
- (n) "Regulations" means the regulations made under the Act as amended from time to time and every regulation that may be substituted for them and, where substitution takes place, any references in the By-laws to provisions of the Regulations shall be read as references to the substituted provisions in the new regulations;
- (o) "Secretary" means the secretary of the Institute;
- (p) "Secretary-Treasurer" means the secretary and treasurer of the Institute when the combined roles are held by one person;
- (q) "Special Meeting" means a meeting of the Members called in accordance with section 36;
- (r) "Special Resolution" means a resolution passed by not fewer than three fourths of such Members entitled to vote as are present in person or by proxy, where proxies are allowed, at an Annual or General Meeting of which prior notice specifying the intention to propose the resolution as a special resolution has been duly given;
- (s) "Treasurer" means the treasurer of the Institute;
- (t) "Vice President" means the Vice President of the Institute;
- (u) all terms in the By-laws and which are defined in the Act or its Regulations have the meanings given to these terms in the Act or such Regulations;
- (v) in the event of a conflict between these By-laws and the Act or the Regulation, the provisions of the Act and/or the Regulations shall prevail;

- (w) in the event of a conflict between these By-laws and any policies, procedures or regulations established by the Board, the provisions of these By-laws shall prevail;
- (x) to the extent these By-laws, the Regulations or any policies, procedures or regulations established by the Board do not provide direction as to the conduct of any meetings contemplated herein, the direction shall be obtained by reference to the then-most recent version of *Bourinot 's Rules of Order (Canada)*;
- (y) all previous Institute by-laws are repealed and of no further force or effect from and after the approval of the By-laws by the Nova Scotia Registrar of Joint Stock Companies;
- (z) any reference herein to "including" or "includes" means "including (or includes) but is not limited to" and shall not be construed to limit any general statement preceding it to the specific or similar items or matters immediately following it;
- (aa) when calculating the period of time within which or following which any act is to be done or step taken pursuant to these By-laws, the date which is the reference date in calculating such period shall be excluded;
- (bb) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto;
- (cc) words importing the singular number shall include the plural and vice versa and words importing a specific gender shall include the other gender and the word "person" shall include bodies corporate, companies, partnerships, societies, syndicates, trusts and any number or aggregate of persons; and
- (dd) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions of the By-laws or to be considered in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

2. **Head Office.** The head office of the Institute shall be in Halifax, Nova Scotia, unless changed by Special Resolution and at such place in Halifax as the Directors may from time to time fix by resolution.

DIRECTORS

3. **Board of Directors.** The Directors elected by the Members at the Annual Meeting shall comprise the Board.
4. **Duties and Number.** The Board oversees the affairs of the Institute. In doing so, the Board shall be comprised of not fewer than eight (8) elected Directors drawn from the Members plus the Past President. The Board may exercise all such powers and do all such acts and things including the development of directives, policies and regulations as may be exercised or done by the Institute which are not expressly directed or required by the By-laws or any Special Resolution or by statute to be done in some other manner. For clarification, while parity on the Board among the four Atlantic Provinces (that is, two (2) Directors from each Province) would be ideal, this is a goal, not a rule, as it may not always be achievable depending on the circumstances and the candidates for the Board.

Representation from Directors with diverse backgrounds, from marginalized communities to the greatest extent possible would be ideal, and is a goal, though not a rule, as it may not always be achievable depending on the circumstances and the candidates for the Board.

5. **Qualifications.** Every Director shall be a Member on or before the date of nomination.
6. **Term of Office - Directors.** Directors will be elected for three (3) year terms, with typically one-third of the Directors being elected at each annual meeting. Directors may stand for re-election at the end of their terms, provided that no Director may serve more than two (2) consecutive terms.
7. **Term of Office – Past-President.** Unless removed in accordance with these By-laws, a Past President shall hold office until the earlier of:
 - a) The Past-President’s successor being appointed;
 - b) The Past-President’s resignation;
 - c) The Past-President’s death.

8. **Vacancies - Directors.**

- (a) A Director's position shall be vacated if such Director:
- (i) resigns her, his, or their office by notice in writing to the Board; or
 - (ii) ceases to be a Member in good standing;
 - (iii) or the Director has missed three (3) consecutive regular Board meetings for reasons that are undisclosed or unsatisfactory to the Board and the Board has, by Resolution of two-thirds of the Directors duly passed, declared the office of the Director to have been vacated due to such absences.

Vacancies shall generally be filled at the next Annual Meeting at which such vacated Director's term would have expired. However, a vacancy on the Board may be filled for the remainder of the term by a Member in good standing by Ordinary Resolution of the directors.

9. **Vacancies – Officers**

If the office of any Officer shall be or become vacant by reason including:

- a) The Officer's disqualification or otherwise;
- b) The Officer's resignation;
- c) The Officer's death;

the Directors may elect from the Directors or appoint a Director to fill such vacancy

10. **Executive Committee.** The Executive Committee shall consist of the President, the Vice President, the immediate Past President, the Secretary and the Treasurer (or Secretary-Treasurer) and such other Members as the Board may determine in their absolute discretion and shall conduct the affairs of the Institute as delegated by the Board. The Executive Committee assists the Board by acting in the place of the Board between regularly scheduled Board meetings and by performing the other responsibilities that are delegated or assigned to it by the Board. While the Executive Committee has authority to act on behalf of the Board, its powers shall be used only as necessary and appropriate on routine or urgent matters that cannot and should not be delayed until the Board's next regular meeting or until a special meeting of the Board can be called. Any such action shall be reported back to the full Board. The Executive Committee shall leverage its ability to convene a special meeting of the Board for any affairs or issues that falls outside of this scope.

11. **Committees.** The Board may appoint such standing committees to carry out

the business of the Institute as the Board determines from time to time.

12. **Officers.** As soon as possible after each Annual Meeting the Board shall elect the President, Vice President, Secretary, Treasurer (or Secretary-Treasurer).

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected, and during that first meeting shall elect the President, Vice-President, Secretary, and Treasurer (or Secretary-Treasurer).

13. **President.** The President shall be the chief executive officer and spokesperson for the Institute unless otherwise determined by resolution of the Board. The President shall, subject to any Special Resolution, when present, preside at all meetings of the Board, Executive Committee and all Members' meetings including the Annual Meeting.
14. **Vice-President.** The Vice President assists the President in the carrying out of the President's duties and shall act and preside in the place of the President during any and all absences or incapacities to act.
15. **Treasurer.** Subject to any resolution of the Board, the Treasurer or Secretary-Treasurer, as the case may be, shall have the care and custody of all the funds and securities of the Institute and shall deposit or cause to be deposited the same in the name of the Institute in such bank or banks or with such depository as the Board may direct. The Treasurer shall oversee the books of account and accounting records and the preparation of financial statements.
16. **Past President.** The Past President shall act in an advisory capacity to the Board in order to ensure continuity of leadership.
17. **Nominations Committee.** A Nominations Committee shall be formed in advance of each Annual General Meeting (AGM) in order to ensure that enough individuals have expressed interest in order to fill any vacancies on the Board. The Committee shall be chaired by the Past President (should there be a Past President on the current Board). In the event there is not a Past President on the board, the members of the Nominating Committee shall choose a chair. No other member of the Nominations Committee shall be a current member of the Board.

AUDITOR

18. (a) The Board shall place before the Annual Meeting for adoption, financial statements for the last completed financial year prepared in accordance with generally accepted accounting principles.

- (b) At the Annual Meeting, the Auditor shall be appointed to hold office until the close of the next Annual Meeting, at remuneration to be negotiated by the Board from time to time. The Auditor shall not be a member of the Board.

MEETINGS OF DIRECTORS

- 19. **Place of Meeting.** Meetings of the Board and of the Executive Committee may be held at any place within or outside Atlantic Canada, and may be by telephone conference, electronic or other communication facilities that will permit all persons participating in the meeting to communicate with each other.
- 20. **Notice.** The Board shall meet at least six (6) times in each fiscal year. A meeting of the Board may be convened by the President, the Vice President or any two (2) Directors at any time, and the Secretary, when so directed shall convene a meeting of Directors. The notice of any meeting so convened need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be given in the manner specified in these By-laws not less than two (2) days, exclusive of the day on which the notice is sent or transmitted, but inclusive of the day for which notice is given, before the meeting is to take place.
- 21. **Adjournment.** Any meeting of the Board may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be considered to have terminated immediately after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 22. **Quorum.** A quorum of Board for the transaction of business shall be fifty percent (50%) plus one (1) of the Directors holding office. Despite a vacancy among the Directors, a quorum of Directors then acting may exercise all the powers of Directors.
- 23. **Voting.** Questions arising at any meeting of the Board shall be decided by majority of votes. In case of an equality of votes, the Chair of the meeting in

addition to an original vote shall have the deciding vote.

STANDARD OF CARE

24. **Standard of Care.** Every Director, in exercising his or her powers and discharging his or her duties, shall:
- (a) act honestly and in good faith with a view to the best interests of the Institute; and,
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

REMUNERATION OF DIRECTORS

25. **Remuneration of Directors.** The Board shall serve as Directors without remuneration and no Director shall directly or indirectly receive any profit from her or his position as Director, but a Director may be reimbursed for reasonable expenses incurred by such Director in the performance of her or his duties provided that the President or Vice President has previously approved the expenses.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

26. **Submission of Contracts or Transactions to Members for Approval.** The Board may submit any contract, act or transaction for approval or ratification at any Annual Meeting or at any General Meeting or Special Meeting called for the purpose of considering it and any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Institute and upon all the Members as though it had been approved, ratified or confirmed by every Member.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS INDEMNITIES TO DIRECTORS AND OTHERS

27. **Conflicts of Interest.** A Director who is, or who becomes, in any way whatsoever, directly or indirectly, interested in any actual or proposed:
- (a) contract with the Institute; or
 - (b) mandate, activity, committee, program or event of, run by, with, at,

or for the benefit of the Institute (individually and collectively, the "**Contract**"), shall fully and honestly disclose the nature and extent of such interest, both:

- (i) by email to the President or Vice President, promptly upon her or his first knowledge of the Contract or, the probability or realistic possibility of the Contract; and, as applicable,
- (ii) at the very next meeting of the Board at which the Contract is raised.

"Interest" or "interested" includes: (A) any financial or legal interest, of any nature whatsoever, in or with respect to the Contract; and (B) any financial or legal interest of any nature whatsoever, in, or any financial, business, legal, familial or relevant personal relationship, of any nature whatsoever, in or with respect to, the party or parties to the Contract, the supplier/organizer/promoter of the aforesaid program (the "**Promoter**"), any of the Promoter's directors, officers, individuals acting in a similar capacity, or any person having an ownership, controlling or material interest in the Promoter.

No such Director shall participate in the Board's discussion of the Contract unless the other Directors approve by a majority verbal vote, or, if any Director requests, by a majority written or electronic vote sent confidentially to the Board's designate, and no such Director shall vote on any resolution to approve such Contract.

- 28. **Protection of Directors and Officers.** Subject to compliance with section 30, the Directors and Officers shall not be under any personal duty or responsibility in respect of any contract, act or transaction except such as shall have been submitted to, and authorized or approved by, the Board.
- 29. **Employment of Director or Officer.** If any Director or Officer shall be employed by, or shall perform services for, the Institute, otherwise than as a Director or Officer, or shall have any interest in or with respect to a person who is employed by, or performs services for, the Institute, then the mere fact of her/his being a Director or Officer shall not as such disentitle such Director or Officer, or such person, as the case may be, from receiving proper remuneration for such employment or services, provided, however, that compliance with section 27 is effected.
- 30. **Indemnities to Directors.** Every Director or Officer, and her or 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 Institute, from and against:
 - (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding

that 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 or her office; and

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

The Institute shall also indemnify any Director in such other circumstances as the law permits or requires. Nothing in these By-laws limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws to the extent permitted by law.

- 31. **Insurance.** The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with these By-laws; the premiums for such insurance coverage shall be paid from the funds of the Institute.

MEMBERS

- 32. **Resignation.** Members may resign by resignation in writing. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by her or him to the Institute prior to receipt of notice of resignation by the Institute.

DUES

- 33. **Dues.** There shall be such dues or fees payable by Members which are from time to time fixed by vote of the Board, and any change shall be subject to ratification by a vote of the Members at the next Annual Meeting or General Meeting. The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within ninety (90) days of the date of such notice, the Members in default shall thereupon automatically cease to be Members, but such defaulting Members may on payment of all unpaid dues or fees and such administrative or other charges and on compliance with such other requirements as may be determined by the Board from time to time be reinstated as Members in good standing.

MEMBERS' MEETINGS

34. **Annual Meeting.** The Annual Meeting shall be held not more than six (6) months following the Institute's fiscal year end, at any place within Atlantic Canada on such day in each year and at such time as the Board may by resolution determine or, in the absence of such determination, at the place where the head office of the Institute is located.
35. **General Meetings.** Other meetings of the Members (whether virtual or in person) may be convened by the President or the Vice President or by the Board at any date and time and at any place within Atlantic Canada.
36. **Special Meetings.** Twenty percent (20%) of the Members may in writing request a meeting of the Members and the President or the Vice President or the Board shall give notice as provided by these By-laws and shall convene such a meeting.
37. **Notice of Meeting.**
- (a) A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by sending such notice by prepaid ordinary mail, by facsimile transmission or by electronic transmission to each Member entitled to notice of such meeting and to the Auditor.
 - (b) Notice of the Annual Meeting shall be given not less than thirty (30) days before such meeting and notice of any other Members meeting shall be not less than seven (7) days before such meeting.
 - (c) The Secretary shall publish or cause to be published notice of the Annual Meeting not less than thirty (30) days before such meeting on the Institute website and in such other manner(s) as determined by the Board, to ensure the Members have reasonable notice of the Annual Meeting.
38. **Waiver of Notice.** Any person entitled to attend a meeting may in any manner waive notice of such meeting and attendance of any such person at a meeting shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
39. **Omission of Notice.** The accidental omission to give notice of any Annual Meeting, General Meeting or Special Meeting or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or Members or by the Auditor shall not invalidate any resolution

passed or any proceedings taken at any meeting of Members.

40. **Conduct of Members' Meetings.**

- (a) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the Chair of the meeting shall both on a show of hands and at a poll have a second or deciding vote in addition to the vote or votes to which she/he may otherwise be entitled.
- (b) No Member shall be entitled either in person or by proxy to vote at meetings of Members unless she or he has paid all dues or fees or charges, if any, then payable by her or him.
- (c) At any meeting unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (d) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the votes shall be taken by ballot in such manner and either at once, later in the meetings or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

41. **Chair of the Meeting.** In the event that the President and Vice President are absent, the persons who are present and entitled to vote shall choose another Director as Chair of the meeting and if no Director is present or if all the Directors present decline to be Chair, then the persons who are present and entitled to vote shall choose one of their number to be Chair.

42. **Proxies.** The Board of Directors may from time to time make regulations regarding the lodging of proxies at a place other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be sent by a facsimile transmission, electronic transmission or in writing before the meeting or adjourned meeting to the Institute or any agent of the Institute for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chair of any meeting of Members may accept a facsimile

transmission, electronic transmission or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member despite the fact that no proxy conferring such authority has been lodged with the Institute, and any votes given in accordance with such a facsimile transmission, electronic transmission or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

43. **Adjournment.** The Chair of any meeting may with the consent of the meeting adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling that meeting.
44. **Quorum.** A quorum at any meeting of the Members shall be not less than five percent (5%) of the Members represented in person, and at any annual meeting not less than ten percent (10%) of the Members represented in person or by proxy. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place, but may not transact any other business and the provisions with regard to notice shall apply to such adjournment.

RECORDS

45. **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Board may from time to time designate by resolution.
46. **Custody of Money.** All money owned by the Institute or held by it on behalf of third parties shall be lodged in the name of the Institute with a Canadian chartered bank if so authorized by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.
47. **Investment Policies.** The Board shall establish and maintain such investment and funds management policies as are appropriate for the due and proper protection of the Institute and in keeping with generally applicable best policies, practices and procedures from time to time.
48. **Borrowing.** The borrowing powers of the Institute may be exercised by

Special Resolution.

49. **Seal.** The seal of the Institute shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board.
50. **Records.** Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Institute and of the Board shall be the responsibility of the Secretary.
51. **Member Inspection of Books and Records.** The books and records of the Institute may be inspected by any Member at any reasonable time within two (2) days prior to the Annual Meeting, at the registered office of the Institute.
52. **Execution of Documents.**
- (a) Subject to any Special Resolution, contracts or documents in writing requiring the signature of the Institute may be signed by
- (i) either one of the President or the Vice President, together with anyone of the Secretary, the Treasurer or the Secretary-Treasurer, as the case may be; or
- (ii) either one of the President or the Vice-President, together with anyone Director,

and all contracts or documents in writing so signed shall be binding upon the Institute without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any Officer or any person on behalf of the Institute either to sign contracts or documents in writing generally or to sign specific contracts or documents in writing.

- (b) The term "contracts or documents in writing" includes cheques for payables, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures, or other securities and all paper writings.

FINANCIAL YEAR

53. **Financial Year.** The financial year of the Institute shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

AMENDMENTS TO BY-LAWS

54. **By-law Amendments.** These By-laws shall be amended only at a duly convened Annual Meeting or General meeting, and only then if the text of the proposed amendment(s) accompanies the required notice to the Members ahead of such Annual Meeting or General Meeting.
55. **Invalidity of any Provisions of This By-Law** – The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.