

INSTITUTE OF PARTICLE PHYSICS

By-Law Number 1

(General By-Law)

Revised 23 November 2018

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INSTITUTE OF PARTICLE PHYSICS
By-Law Number 1
(General By-Law)

BE IT ENACTED as a general by-law of the

INSTITUTE OF PARTICLE PHYSICS - L'INSTITUT DE PHYSIQUE DES PARTICULES

(hereinafter referred to as the "corporation")

as follows:

1. CLASSES OF MEMBERS & CONDITIONS OF MEMBERSHIP

A. INSTITUTIONAL MEMBERS

(1) Admission

Any institute, laboratory, Canadian charitable organization and any establishment of the Government of Canada which is actively involved in Particle Physics may be determined to be eligible for admission to the corporation as an institutional member upon receiving the approval of a majority of the Trustees, and any such organization or establishment shall become a member when it gives written notice to the secretary of its acceptance of membership.

(2) Right to Vote

Each institutional member shall be entitled to one vote at each general or special meeting of institutional members of the corporation, provided that each institutional member shall be entitled to one additional vote for each individual member of the corporation who is a member of the staff or faculty of such institutional member at the time any such meeting is held.

(3) Dues and Assessments

Each institutional member shall be equally liable for such dues and assessments as are fixed from time to time by the Board of Trustees, but no institutional member shall be liable for any dues or assessments if such member resigns within 60 days after such member receives notice in writing of its liability for such dues or assessment. An institutional member which shall fail to pay its dues or assessment within a period of 180 days from the time fixed for such payment by the Board of Trustees shall be sent notice of such default of payment by registered mail addressed to the last address of such member shown on the records of the corporation and if such member does not pay such dues or assessment within a period of 30 days from the date the notice of default was mailed, such member shall automatically cease to be a member. The Board of Trustees shall not fix total dues and assessments of institutional members in any one fiscal year in excess of \$10,000 per institutional member. Any changes to this limit on dues and assessments must be approved by both the Board of Directors and a majority of votes cast by the Institutional Members at a meeting of the Institutional Members.

(4) Termination

An institutional member may resign from membership by delivering to the secretary of the corporation a

written resignation. Institutional membership in the corporation or any other interest therein shall not be assignable, nor shall institutional membership or any other interest in the corporation pass by operation of law or otherwise to any person.

B. INDIVIDUAL MEMBERS

(1) Admission

Any individual who has sufficient training and competence to enable such individual to play a significant role in the activities of the corporation and who is already a resident of Canada or employed by a Canadian Institution may be admitted to the corporation as an individual member upon receiving the approval of a majority of the Trustees, acting on the advice of council. Such individuals shall cause themselves to be listed, at the time of their application for approval, as either an experimental physicist or a theoretical physicist.

(2) Dues and Assessment

No individual member shall be required to pay any dues or assessments.

(3) Termination

An individual member may resign by delivering a written resignation to the secretary of the corporation. No individual membership in the corporation may be transferred to any other person, and such membership ceases to exist upon the member's death. An individual membership may be terminated by a resolution of a majority of the Trustees when, in their opinion and on the advice of council that individual has ceased to play a significant role in the activities of the corporation, and is not likely to resume such a role. Without restricting the generality of the foregoing, an individual member who has permanently left Canada, which shall be deemed to have occurred if the individual member has not been ordinarily resident in Canada for three years out of any four year period and is not employed by a Canadian Institution, shall be struck from the list of members if the Council should judge that such action is appropriate, and the Director shall advise the Trustees.

(4) Right to Vote

Any individual member shall have the right to attend but not to vote at any general or special meeting of institutional members of the corporation and shall have the right to attend and exercise one vote at any general or special meeting of the individual members.

2. MEETINGS OF INSTITUTIONAL MEMBERS

(1) Annual Meeting

The annual meeting of the institutional members shall be held at such place within Canada on such day in each year as the Board of Trustees or the President may from time to time determine. At such meeting the report of the Board of Trustees and the financial statement and report of the auditors shall be presented and auditors shall be appointed for the ensuing year. The institutional members may consider and transact any business which may be transacted at either a special or a general meeting of the corporation without giving specific notice of any such business.

(2) Special Meetings

The Board of Trustees, the President, or any two Trustees shall have power to call a special meeting of the institutional members to be held at such time and at such place within Canada as may be determined by the person or persons calling the meeting.

(3) Notice of Meetings

Not less than 21 and not more than 35 days prior written or email notice of any annual or special meeting of institutional members shall be given to each institutional member of record at the close of business on the day on which notice is given by the date of the email or prepaid post addressed to such member's last address shown on the records of the corporation. When giving notice for any meeting, especially a special meeting, each person or entity entitled to notice must receive enough information to allow that member an opportunity to make a reasoned decision. A meeting of institutional members may be held at any time without notice if all the institutional members are represented by proxy at such meeting, have waived notice by proxy or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the corporation may transact at any annual or special meeting of institutional members.

(4) Persons Entitled to be Present

The only persons entitled to attend a meeting of institutional members shall be duly authorized representatives of institutional members entitled to vote thereat, individual members, duly appointed proxies, the Trustees, the auditors of the corporation and others who are entitled or required under any provision of the Canada Not-for-profit Corporations Act or by-laws of the corporation to be present at the meeting. Any other person may be admitted only on invitation of the chairman of the meeting or with the consent of the meeting.

(5) Quorum

Two duly authorized representatives or proxies of institutional members entitled to vote thereat shall constitute a quorum for the choice of a chairman and the adjournment of the meeting; for all other purposes a quorum for any meeting of institutional members shall be two or more duly authorized representatives or proxies of institutional members entitled to vote thereat and representing a majority of the total number of votes to which all the institutional members of the corporation are entitled.

(6) Right to Vote by Proxy

One or more proxies may exercise one or more votes of each institutional member at any general or special meeting of institutional members. If an institutional member is represented by only one proxy at any such meeting, whether or not such member has appointed other proxies, the one proxy of such institutional member present at any such meeting may exercise all the votes to which such institutional member is entitled.

(7) Proxies

Each institutional member may appoint a person or persons its proxy or proxies by an appointment in writing signed by the institutional member's duly authorized official or by email including assent of the institutional official, filed with the secretary of the corporation prior to the meeting. If an institutional member appoints more than one proxy, it shall designate the number of votes to be exercised by each proxy so appointed, subject to paragraph 2(6) hereof. The appointment of a proxy by an institutional member may be limited or unlimited as to time but may be revoked at any time by an institutional member delivering notice of revocation to the secretary of the corporation.

(8) Votes to Govern

At all meetings of the institutional members every question shall, unless otherwise required by the Articles of Continuance or by-laws of the corporation or by law, be decided by a majority of the votes duly cast on the question. In case of an equality of votes at any meeting of institutional members either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or a casting vote.

(9) Adjournment

The chairman at a meeting of institutional members may, with the consent of the meeting or subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

(10) Auditor

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

(11) Resolution

A resolution in writing, signed or approved by email by all the institutional members, is as valid as if it had been passed at a meeting of the institutional members.

3. TRUSTEES

(1) Power, Number, Quorum, and Voting

The affairs of the corporation shall be managed by a Board of six Trustees, of whom a majority of the Trustees holding office for the time being shall constitute a quorum. Every question at meetings of the Trustees shall be decided by a majority of the votes duly cast on the question. In the case of an equality of votes, the person presiding at the meeting of Trustees shall have a second or casting vote.

(2) Election and Term of Office of Trustees

At each annual meeting of institutional members held to elect Trustees, two Trustees shall be elected to hold office until the third annual meeting of institutional members following such election, to replace the Trustees who retire from office at each such annual meeting of institutional members on the expiration of the term for which the Trustees were elected. Should any member of the Board of Trustees be unable to fulfill his/her term of office due to absence, disability, resignation, death or any other cause, the institutional members at any meeting following notification that an office of Trustee has become vacant, may in their discretion but need not, elect a Trustee to hold office for the unexpired portion of the prior Trustee's term provided, however, that if failure to so elect a new Trustee would create the situation where there would be no quorum of the Board, a new Trustee shall be so elected.

(3) Meetings

Meetings of the Board of Trustees may be called and may be held at such time and place within Canada as is designated by the Board or the President provided that written notice of any such meeting shall be mailed to each Trustee by ordinary post or email addressed to his/her last address on the records of the corporation at least 7 days before such meeting, or delivered in person to each Trustee at least 24 hours before such meeting. No notice shall be necessary if all the Trustees are present at the meeting or waive notice thereof in writing, or otherwise consent to such meeting being held, or for the meeting of the Board held immediately after the annual general meeting of institutional members.

If all the Trustees consent thereto generally or in respect of a particular meeting, a Trustee may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other

communications facilities as permit all persons participating in the meeting to hear each other, and a Trustee participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed or approved by email by all the Trustees entitled to vote on that resolution at a meeting of Trustees or a committee of Trustees, is as valid as if it had been passed at a meeting of Trustees or a committee of Trustees.

(4) Remuneration

The Trustees of the corporation shall serve without remuneration and no Trustee shall directly or indirectly receive any profit from his/her position as such; however, the Board may from time to time authorize payment of reasonable expenses incurred by any Trustee in the performance of his/her duties.

(5) Protection of Trustees and Officers

No Trustee, officer, member of council or any other person who has undertaken or is about to undertake any liability on behalf of the corporation shall be liable for the acts, receipts, neglects or defaults of any other Trustee, officer, member of council or any other person or for joining in any receipts or any other act for conformity, or for any loss or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on the behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the corporation 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 monies, securities or effects of the corporation shall be deposited, or for any loss occasioned by error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto unless the same shall happen through his/her own dishonesty.

(6) Indemnity of Trustees and Officers

All Trustees, officers, members of council or any other person who has undertaken or is about to undertake any liability on behalf of the corporation, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation from and against:

(a) all costs, charges and expenses whatsoever which such Trustee, officer, member of council or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for 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;

(b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his/her wilful neglect or default.

4. OFFICERS

(1) Election and Number

The Board of Trustees shall elect from among its members at the first meeting of the Board which shall be held immediately after the annual meeting of institutional members a President, and may appoint a Vice-President, a Secretary-Treasurer (or a Secretary and a Treasurer) and such other officers as it may think fit. The Director referred to in section 4(7) hereof shall also be an officer of the corporation. Any such election or appointment may be by resolution unless a vote is demanded. With the exception of the

President, no officer is required to be a member of the Board.

(2) Term of Office and Remuneration

In the absence of a written agreement to the contrary, the Board may remove at its pleasure any officer of the corporation. Each officer elected or appointed, with the exception of the Director, shall hold office until the next annual meeting of institutional members and in default of the election and appointment of new officers at such meeting shall continue to hold office until his/her successor is elected or appointed. The terms of employment and remuneration, if any, of the officers shall be settled from time to time by the Board.

(3) President

The President shall, when present, preside at all meetings of the institutional members and of the Board and shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the corporation and the power to appoint and remove any and all employees and agents of the corporation not elected or appointed directly by the Board and to settle the terms of their employment and remuneration.

(4) Vice-President

The Vice-President shall, in the absence or disability of the President, or while there is any vacancy in the office of the President, perform the duties and exercise the powers of the President except that the Vice-President shall not preside at or convene a meeting of the Board or a meeting of institutional members unless the Vice-President is qualified to attend such meeting as a Trustee or as a proxy member. If a Vice-President exercises any such duty or power, the absence, disability, or vacancy in the office of the President shall be presumed. The Vice-President shall also perform such other duties as the President may from time to time delegate to the Vice-President or the Board may prescribe.

(5) Secretary

The Secretary shall give or cause to be given all notices required to be given to members, Trustees, auditors and members of committees. The Secretary shall attend all meetings of the Trustees and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings. The Secretary shall be the custodian of the seal of the corporation and of all books, papers, records, documents and other instruments belonging to the corporation. The Secretary shall perform such other duties as may from time to time be prescribed by the Board.

(6) Treasurer

The Treasurer shall keep full and accurate books of accounts in which shall be recorded all receipts and disbursements the corporation, and, under the direction of the Board or with the prior authorization of the Director under paragraph 5(5) hereof, shall control the deposit of money, the safe-keeping of securities and the disbursement of the funds of the corporation. The Treasurer shall render to the Board at the 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. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board.

(7) Director

The Director of the Institute of Particle Physics, also called Chairman of Council, is a member of council, will call the meetings of council and may call a general or special meeting of individual members. The Director shall normally prepare the agenda and chair the meetings of council (section 5(1)). The Director will normally prepare the agenda and chair the annual meeting of individual members (section 5(4)). The Director will arrange for an election to fill a vacancy on council (section 5(4)). The Director shall perform

such other duties as may from time to time be prescribed by the Board.

5. COUNCIL

(1) Composition

There shall be a council consisting of seven members, one of whom shall be known as the Director of the Institute of Particle Physics. The Director shall be the chair of the council.

(2) Qualifications Applicable to Members of Council

Not more than two members of the staff or the faculty of any single institutional member may be members of the council at the same time. All nominations, balloting, and elections of members of council shall be so conducted as to give effect to the foregoing. All candidates for election to council shall either be individual members of the corporation or if they are not individual members of the corporation their election to the council shall only take effect if within 30 days of their election they are admitted to the corporation as individual members. Except for the Director, no person holding office on the council may be elected for consecutive terms.

(3) Election of Director

The Director shall be elected by the Trustees to hold office until the meeting of the Trustees to be held immediately following the fifth annual meeting of institutional members following such date, and thereafter a Director shall be elected by the Trustees in the same manner at the meeting of the Trustees following every fifth annual meeting of institutional members. No election of the Director by the Trustees shall be effective unless such election is approved by a majority of the votes cast at a meeting of individual members called for such a purpose. If a Director elected by the Trustees is not approved at a meeting of individual members, the individual members shall nominate one or more candidates for the post of Director, and the Trustees shall hold a meeting and elect as Director one of such candidates.

Should the Director be unable to complete his/her term of office due to absence, disability, resignation, death, or any other cause, then the Board of Trustees shall appoint an acting Director from among the members of council to serve until the meeting of Trustees following the next annual meeting of institutional members. This appointment of an acting Director shall be effective from the date of appointment by the Board of Trustees without the need of approval of such appointment by the individual members. Immediately following the next annual meeting of institutional members, the Board of Trustees shall elect a new Director, in compliance with this paragraph, to hold office until the meeting of Trustees following the fifth next annual meeting of institutional members, and so on. If an acting Director is not elected Director at the next election, he/she shall still complete his/her original term of office as a member of the council.

(4) Election of Members of Council other than the Director

Each member of council other than the Director shall be elected by a majority of the votes cast at a meeting of individual members called for such purpose and shall hold office for a period of three years, except as hereinafter provided. Any individual member is eligible to nominate candidates for this ballot. Nominations must be received at the head office of the Corporation not later than 21 days before the meeting of individual members and ballot forms shall be mailed or e-mailed not later than 14 days before the meeting of individual members. Each meeting of individual members shall be held immediately following the annual meeting of institutional members, and shall be called herein "annual meeting of individual members". At each meeting of individual members held to elect members of council, two members shall be elected to hold office until the third annual meeting of individual members following such election, to replace the member or members who retire from office at each such annual meeting of

individual members on the expiration of the term for which such member or members were elected.

Individual members present in person and comprising at least twenty per cent of the individual members of the corporation shall constitute a quorum at any meeting of individual members. Individual members may cast their vote by causing their sealed completed ballot forms to be received by the chairman of the annual meeting of individual members by mail or other means, and individual members thus voting shall be counted in making up the quorum for such purpose. These votes can also be received by email. The chairman of the annual meeting of individual members shall be the Director, if present, or otherwise such chairman as may be elected by the meeting. The chairman of the meeting shall have a casting vote. In the case of a tie vote occurring in the election of members of council, the chairman of the meeting may, but need not, defer exercise of his/her casting vote for up to 7 days after the annual meeting of individual members.

Should any member of the council be unable to complete his/her term of office due to absence, disability, resignation, death, or any other cause, then:

(a) if it is practicable, having regard to the length of time remaining in his/her term of office and the proximity of the next annual meeting or meetings of individual members, to arrange for an election of a replacement member of the council at such a meeting to serve out the term of the member to be replaced, the Director shall cause an annual meeting of the individual members to elect a replacement to hold office on the council for the then unexpired portion of the term of the member he/she will be elected to replace; and notwithstanding paragraph 5(2) hereof, any member of council elected to finish out a predecessor's term of office may stand for re-election to the council in the election in which his/her successor in office on the council is to be elected; and

(b) in any other case, there shall be no replacement elected to fill the vacancy, unless failure to fill such vacancy creates the situation where there would then be no quorum of members of council, in which case a replacement member of the council shall be elected by the Trustees to finish out his/her predecessor's term of office, on the same basis as is provided in sub-paragraph (a) preceding.

(5) Remuneration of Council

With the exception of the Director, who may be paid a salary at the discretion of the Board of Trustees, persons holding office on the council shall serve without remuneration and no such person shall directly or indirectly receive any profit from his/her position as such; however, the Board may from time to time authorize the payment of reasonable expenses incurred by any person holding office on the council in the performance of his/her duties including attendance at meetings. It is also specifically provided that the Director is authorized to approve the payment if the Director deems it appropriate, of all reasonable expenses incurred by observers approved by the Director in attending meetings of council.

(6) Notice of Meetings of Individual Members

The Director may at any time call a general or special meeting of individual members. The provisions in this by-law with respect to the calling of and notice to be given with respect to general or special meetings of institutional members apply to general or special meetings of individual members mutatis mutandis.

(7) Duties of Council

The council shall establish the scientific policies and procedures of the corporation, shall supervise the scientific activities of the corporation and shall allocate the funds of the corporation for these purposes. The council shall advise the Trustees to instruct the officers of the Corporation to apply from time to time on behalf of the corporation to the Natural Sciences and Engineering Research Council (NSERC) or any

other organization for a grant of funds for the support of research in Particle Physics, both experimental and theoretical. The council may also exercise any discretion which may be given to the corporation by NSERC or any other funding agency as to the allocation and expenditure of grant funds for research in Particle Physics, and may authorize the corporation to receive and expend funds in connection with the development of international particle physics laboratories, and may authorize the corporation to supply equipment or to place funds at the disposal of the directors of such laboratories, to be used to enable physicists from Canada to participate in the activities of the laboratories, subject to any terms and conditions which may be imposed upon the use of such funds by NSERC or by any other contributing agency. The Board of Trustees, by unanimous vote, may refuse to approve or follow any action of council.

(8) Meetings of Council

Meetings of council may be called and may be held at such time and place as is designated by the council or by the Director provided that written notice of any such meeting shall be mailed or emailed to each member of council by ordinary post addressed to his/her last address on the records of the corporation at least 7 days prior to the date of such meeting, or delivered in person to each member of council at least 24 hours before such meeting. No notice shall be necessary if all the members of council are present at the meeting or waive notice thereof in writing or otherwise consent to such a meeting being held.

If all the members of council consent thereto generally or in respect of a particular meeting, a member of council may participate in a meeting of the council or of a committee of the council by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member of council participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed or approved by email by all the members of council entitled to vote on that resolution at a meeting of council or a committee of council, is as valid as if it had been passed at a meeting of council or a committee of council.

(9) Voting and Quorum of Council

Each member of council shall have the right to exercise one vote at any meeting of council, and every question shall be decided by a majority of the votes duly cast on the question. In case of an equality of votes at any meeting of council, either upon a show of hands or upon a ballot, the Director shall be entitled to a second or casting vote. Four members of council shall constitute a quorum.

(10) Definition of Particle Physics

Particle Physics is normally defined as that part of physics which is classified under Sections 10-14 of the Analytic Subject Index printed by the Canadian Journal of Physics, rather than under any other section of the same index.

(11) Title to Equipment

Title to any equipment purchased by the corporation or from funds given to the corporation will be held in the name of the corporation, unless the corporation wishes to donate equipment to any of its member organizations. No major equipment with an individual cost in excess of \$10,000.00 may be donated to an institutional member except by unanimous vote of the council and with the approval of the Trustees.

6. BANKING ARRANGEMENTS AND THE FISCAL YEAR

(1) Banking Arrangements

The banking business of the corporation, or any part thereof, shall be transacted with such bank, 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 corporation's behalf by such one or more officers 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 corporation'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 corporation; the execution of any agreement relating to any banking business and defining the rights and power of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the corporation's behalf to facilitate such banking business.

(2) Execution of Instruments

Deeds, transfers, assignments, contracts and obligations on behalf of the corporation may be signed by the President and a Vice-President or by any three Trustees. 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, contract, or obligation or any class of deeds, transfers, contracts, or obligations of the corporation may or shall be signed.

(3) Fiscal Year

Until otherwise ordered by the Board, the fiscal year of the corporation shall end on the 31st day of March in each year.

7. NOTICES

(1) Method of Giving

Any notice, communication or other document to be given by the corporation to a member, Trustee, proxy or auditor of the corporation under any provision of the Articles of Continuance or by-laws shall be in writing and be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to that person's last address shown on the records of the corporation or if mailed in a sealed envelope addressed to that person's last address shown on the records of the corporation or if sent by means of any other form of transmitted or recorded communication. The secretary may change the address on the records of the corporation of any member in accordance with the information believed by him/her 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 public letter box, and a notice sent by 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.

(2) Computation of Time

In computing the date when notice must be given under any provision of the Articles of Continuance 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.

(3) Omissions and Error

The accidental omission to give any notice to any member, Trustee, officer, or auditor, or 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.

(4) Waiver of Notice

Any member (or his/her duly appointed representative or proxy), Trustee officer, or auditor may waive any notice required to be given under any provision of the Articles of Continuance or by-laws of the corporation or of the Canada 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.

8. REGISTERED OFFICE

The registered office of the corporation shall be at such place as the Trustees may, from time to time, determine.

9. AMENDMENT OF BY-LAWS

The by-laws of the corporation may be repealed or amended from time to time by a by-law enacted by the Board of Trustees and approved by a majority of the institutional members and by a majority vote of council.

10. DISSOLUTION

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act as the Trustees decide.

11. INTERPRETATION

In this by-law and all other by-laws of the corporation words importing the singular number only shall include the plural and vice-versa; words importing any gender shall include the masculine, feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons, "Board" shall mean the Board of Trustees of the corporation; "Articles of Continuance" shall include Articles of Amendment.

Amendment

These by-laws amend those approved on Mar 26, 2013 as follows:

10. DISSOLUTION

Dissolution of the corporation may be authorized by a resolution approved by at least two-thirds of the Trustees, and confirmed by two-thirds of the votes cast at a meeting of the institutional members duly called for such purpose. Upon the dissolution of the corporation and after the payment of all debts and liabilities, the remaining property of the corporation shall be distributed or disposed among the institutional members of the corporation in such proportion as shall be determined by the Board of Trustees, in consultation with NSERC.

is amended to state

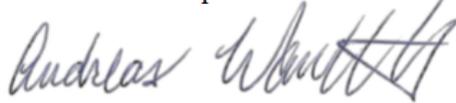
10. DISSOLUTION

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act as the Trustees decide.

Approvals

ENACTED the 23rd day of November, 2018 by the Trustees, according to an approved resolution.

WITNESS the corporate seal of the Institute.



(signed) A. Warburton
President



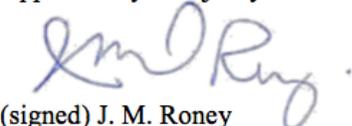
(signed) A. Ritz
Secretary-Treasurer

Approved by a majority of the Institutional Members on the 23rd day of November, 2018.



(signed) A. Ritz
Secretary-Treasurer

Approved by a majority vote of Council on the 5th day of December, 2018.



(signed) J. M. Roney
Director, Chair of Council