



General Operating By-Law No. 1 CANADIAN OWNERS AND PILOTS ASSOCIATION

As enacted at the Annual General Meeting held on 26 June 2010 at Summerside, PE.

1 DEFINITIONS AND INTERPRETATIONS

1-A Definitions

In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

- (1) "Act" means the Canada Corporations Act, R.S.C. 1970, c. C-32, including any regulations made pursuant thereto, and any statute or regulations substituted therefore, as amended from time to time;
- (2) "Association" or "COPA" means the Canadian Owners and Pilots Association;
- (3) "Board" means the Board of Directors of the Association and "Director" means a member of the Board;
- (4) "by-laws" means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (5) "letters patent" means the letters patent as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the Act;
- (6) "meeting of members" includes an annual general meeting of members and a special meeting of members;
- (7) "member(s) in good standing" shall mean any member whose membership payment has been verified by COPA staff or by electronic transfer. A member remains in good standing until the end of the month in which his or her membership expires. Members who renew their membership prior to expiry shall commence their renewed membership term from their current date of expiry. Members who renew their membership after the end of the month in which their membership expires shall commence their renewed term from the date their membership payment is received by COPA;
- (8) "Moderator" means a competent person who is appointed to Chair meetings of members but is not involved personally in the outcome of decisions;
- (9) "seniority on the Board" means the length of continuous service as an elected Director on the Board of Directors; and

(10) "special meeting of members" means a special meeting of all members entitled to vote at an annual meeting of members and a meeting of any class or classes of members entitled to vote on the question at issue.

1-B Interpretation

In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- (1) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (2) words importing the singular number only shall include the plural and vice versa;
- (3) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (4) words importing the masculine gender include the feminine and neuter genders;
- (5) 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 or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (6) for the purposes of these bylaws Western Canada or Eastern Canada shall refer to any location west or east of the Manitoba-Ontario border or an extension thereof.

2 HEAD OFFICE

The head office of the Canadian Owners and Pilots Association shall be in the City of Ottawa, Province of Ontario subject to change by by-law sanctioned by at least 2/3 of the votes cast at a special meeting of members.

3 MEMBERSHIP

3-A Eligibility

Any person who supports COPA's objectives may become a member upon acceptance of their application for membership by the President and CEO and payment of the required membership dues in accordance with section 3-C.

3-B Categories of Members

- (1) Regular member: shall meet the eligibility requirements in section 3-A.
- (2) Family member: shall meet the eligibility requirements of section 3-A and all Family members must be living at the same principal residence. Family members shall have all the privileges of a Regular member, except that they will not receive an individual copy of the Association's publication.

(3) Honourary Life member: a member appointed by resolution of the Board of Directors, who has by meritorious service or demonstrated support significantly advanced the purpose and interest of the Association. Honourary Life member shall have all the rights of a Regular member but shall be exempt from paying membership dues.

(4) Corporate member: may appoint one representative who shall have all the privileges of a Regular member, including receiving the corporate member's newspaper, membership card, access to the members only section of the web site and a single vote in COPA voting matters. All members of the corporation are eligible for coverage under COPA's Gold Wings insurance purchased by the corporation. The corporate member must notify the COPA office of the appointment of a representative within twenty (20) days of the representative's acceptance as a member or change in representative.

(5) Reciprocal member: a complementary membership extended to other organizations extending the same privileges to COPA. A reciprocal member shall have all the privileges and obligations of a Corporate member but shall not be entitled to vote at meetings of members.

(6) Complimentary subscriber: shall receive a complimentary subscription to the Association publication and full access to the Association web site, but shall not have the obligations and privileges of a Regular member or Corporate member.

3-C Application for Membership

Any eligible person may become a Regular, Family or Corporate member upon filing an application duly completed and upon payment of the membership dues.

3-D Dues and Fees

The annual membership dues and fees payable by the respective membership categories shall be those fixed from time to time by resolution of the Board of Directors.

3-E Termination, Resignation, Removal and Reinstatement

(1) Subject to the Act, the interest of a member in the Association is non-transferable and lapses and ceases to exist upon the earlier of the member's term of membership expiring (if any), the member's resignation, or removal in accordance with this by-law or in the event of the dissolution of the Corporation.

(2) A member whose dues and fees are not paid by the end of the month in which his or her membership term expires shall automatically cease to be a member.

(3) Any member may resign as a member by delivering a written resignation to the president or chairperson of the board of the Association. A resignation shall be effective from the date specified in the resignation.

(4) A member may be removed as a member of the Association if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting of members.

(5) Any former member who wishes to be reinstated must apply to the Association and pay the required membership dues.

3-F Voting Rights

Each Regular member, each individual of a Family membership, and the appointed representative of a Corporate membership, in good standing, shall be entitled to one (1) vote on each question at members' meetings, and in elections shall have one vote for each Directorship position in the region of their residence. Those members who are resident outside of Canada may, in elections, after registering with the COPA Secretary, have one vote for each Director in any single Region of their choice.

4 MEETINGS OF MEMBERS

4-A Annual General Meeting

The Annual General Meeting of members shall be held at such time and place in Canada each year as the Directors may determine, and shall be held within twelve months of the financial year end. At every Annual General Meeting, in addition to any other business that may be transacted, the items in Appendix "A" shall be considered.

4-B Special Meetings of Members

(1) Special meetings of members may be called to deal with important matters that may arise between the Annual General Meetings. Only business mentioned in the notice of meeting shall be transacted.

(2) Special meetings of members may be called by the Chair of the Board, or by the Board of Directors. A Special General Meeting shall be called by the Directors on the written request of not less than five percent of the voting membership.

4-C Notice of Meetings

(1) Notice of the Annual General Meeting, in both Canadian official languages, shall be given to members at least sixty days prior to the meeting and shall state the general nature of business to be transacted. When special business is to be transacted the notice shall contain sufficient information to form a reasoned judgment. Notice shall be in the form of at least two consecutive announcements in the Association's membership publication.

(2) Notice of a special meeting of members, in both Canadian official languages, shall be given to members at least thirty days prior to the meeting, and it shall contain details of the business to be transacted and enough information to allow members to make a reasoned judgment. Notice shall be in the form of an announcement in the Association's membership publication or by direct mail.

(3) Each notice of meeting shall contain a reminder of the right to use proxy votes.

(4) Any notice of meeting sent to a Regular member shall also be deemed as having been sent to a Family member at that same residence.

(5) Failure of a member to receive notice of a meeting shall not invalidate any proceedings taken thereat.

4-D Quorum

Thirty voting members, who are members in good standing, present in person or by proxy at the meeting shall constitute a quorum for the transaction of business at both the Annual General Meeting and at any special meeting of members.

4-E Voting and Procedures

(1) The person chairing a members meeting shall neither make nor second any motion, nor take part in any debate while in the Chair, except to define procedures or to make explanations. The person chairing a members meeting shall preserve order at all meetings and put to a vote all proper motions. The person chairing the members meeting shall not have a vote as a member, but shall have a casting vote.

(2) Unless the Act, these by-laws, or the letters patent otherwise provide, all questions not affecting the by-laws shall be decided by a majority of the votes cast. Questions affecting the by-laws shall be decided by a two-thirds (2/3) majority of votes cast.

(3) Every question submitted at a meeting of members of the Association may be voted on in the first instance by a show of hands. Any five members may then demand a counted vote.

(4) Once the vote has been completed, a declaration by the Chair that a resolution has been carried or defeated shall be conclusive evidence of that fact.

(5) The members may from time to time approve a recommendation from the Board that a Moderator be appointed to chair meetings of members. The Moderator shall not vote on issues. The recommendation from the Board shall include specific terms of reference for the Moderator.

(6) The order of business at any Annual General Meeting of the Association shall be as set out in Appendix "A" of these Bylaws.

4-F Proxy Solicitations and Voting

(1) A voting member may, by means of a proxy duly signed, appoint a proxy holder to attend and act at a specified meeting of members, or adjournment thereof, on the members behalf.

(2) Only a voting member in good standing may be appointed as a proxy holder.

(3) Proxy voting shall apply to any question being voted on at a meeting of members, unless restricted on the proxy to only the question or questions specifically advertised with the notice of the meeting.

(4) The proxy shall state if the proxy holder is to vote for or against each question advertised with the notice of meeting, and if the proxy holder may, or may not exercise discretion if the question has been changed or modified by an amendment.

(5) Proxies, or notice of proxies held, must be filed with the Secretary at least seven days before the meeting of members takes place.

4-G Rules of Order

All meetings of the Association shall be conducted in accordance with the applicable provisions of the Act, the letters patent, the by-laws, or where no specific rule applies, in accordance with Robert's Rules of Order, latest edition.

5 BOARD OF DIRECTORS

5-A Eligibility

Any Regular member, Family member or representative of a Corporate member in good standing at least eighteen years of age shall be eligible to be a Director of the Association. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director.

5-B Duties and Responsibilities

(1) Subject to the Act and the letters patent, the affairs of the Association shall be managed by the Board of Directors which shall supervise and control all activities of the Association.

(2) The Board shall establish all policies, generally, for the protection and interests of the Association on the basis of the expressed will of the members and the long-term financial stability of the Association.

(3) The Directors of COPA shall also serve as the members of The COPA Special Action Fund Inc. and The COPA Flight Safety Foundation.

5-C Composition

The Board of Directors shall consist of fifteen (15) Directors, who shall be nominated and elected by the voting members in the following regions in the following numbers: To represent Newfoundland and Labrador, one (1) Director, To represent the combined areas of Prince Edward Island, Nova Scotia and New Brunswick, two (2) Directors, To represent Quebec, two (2) Directors, To represent Southern Ontario, three (3) Directors (the area of Ontario with a Postal Code beginning with other than "P"), To represent Northern Ontario, one (1) Director, (the area of Ontario with the Postal Code beginning with "P"), To represent Manitoba and Nunavut, one Director, To represent Saskatchewan, one (1) Director, To represent the combined areas of Alberta and the Northwest Territories, two (2) Directors, and To represent the combined areas of British Columbia and the Yukon, two (2) Directors.

5-D Nomination of Directors

(1) At least one hundred and twenty (120) days before an election of Directors, the Secretary shall publish a notice to members informing them of their rights to nominate Directors. This notice shall normally be published in the December and January issues of the Association's membership publication.

(2) Any Regular member, Family member or representative of a Corporate member in good standing may be nominated in writing by five voting members in good standing. To be valid, a nomination shall be accepted in writing by the nominee and shall be received by the Secretary by 12:00 noon on the third Monday of February in an election year.

(3) The nominee and nominators must all reside in the region of Canada that the nominee is to represent.

5-E Election of Directors

(1) Elections for Directors from Newfoundland and Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Northern Ontario, Manitoba and Nunavut, Saskatchewan, Alberta and the Northwest Territories shall occur every four years, commencing in 1996, unless the Director resigns or is removed from office. Elections for Directors from Quebec, Southern Ontario, British Columbia and the Yukon shall occur every four years, commencing in 1998, unless the Director resigns or is removed from office.

(2) The Secretary shall cause to be prepared a notice of election, which contains the names of the nominees. This notice shall be published in the March issue of Association's membership publication. The notice shall ask voting members to either use an online ballot on the COPA web site or to request a ballot via email, fax or phone to the COPA office. For those members who request a ballot, it will be sent via mail along with a self addressed return envelope marked "ballot" and contain a designated space on the front of the envelope to insert the member's membership number.

(3) Each Regular member, Family member or representative of a Corporate member in good standing shall have one vote for each position in the member's region. Those members who are resident outside of Canada may, in elections, after registering with the COPA Secretary, have one vote for each position in any single Region of their choice.

(4) Election shall be by a plurality of votes from the members in the region for which the Director is nominated and seeking election or re-election.

(5) Prior to the election, the Board shall appoint three Association members as returning officers for that election.

(6) The returned ballot envelopes shall be opened, the electronic ballots verified and all ballots counted in the presence of the returning officers. For a ballot to be valid for certification, it must either be submitted via the online form or returned in the provided envelope with the member's membership number clearly shown on the exterior of the envelope and be received by the second Monday of April.

(7) The names of Directors elected shall be published in the next edition of the Association's membership publication.

5-F Term of Office

Directors have a term of office of four (4) years, commencing immediately after the first Board of Directors meeting following their election. Directors appointed or elected to fill a vacated position between elections provided for in paragraph 5-E(1) shall serve for the remainder of that term.

5-G Removal and Vacancies

(1) The Office of Director shall be automatically vacated:

- a) when the Director resigns by delivering a written resignation to the Secretary;
- b) if the Director is removed from office at an Annual General Meeting of members or a Special Meeting of Members, by resolution of which notice has been given and passed by a majority of the members present at the meeting; or
- c) if the Director dies;
- d) if the Director is found by a court to be incapable;
- e) if the Director is convicted of a criminal offense;
- f) if the Director is found to be an undischarged bankrupt; and
- g) if the Director is absent from three consecutive regular Board of Directors meetings without reasonable cause, in the sole discretion of the Board to determine.

(2) If any vacancy shall occur, depending on the length of the un-expired term, the Board of Directors may resolve to:

- a) hold a by-election in accordance with the procedures in section 5-E to fill the vacancy for the un-expired term,
- b) appoint a qualified member of the Association to fill the vacancy for the un-expired term, or
- c) keep the vacancy open for the un-expired term.

5-H Meetings of Directors

(1) Meetings of the Board of Directors may be held at any time and at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine. The Directors shall meet at least three times a year.

(2) Regular meetings of the Board may be called by the Chair of the Board, a Vice Chair of the Board or any two (2) directors at any time. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, and no other notice shall be required for any such regular meeting.

(3) Notice of Directors' meetings shall be given to Directors at least forty-five (45) days in advance of the meeting by the Secretary. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

(4) Special meetings of the Directors may be called by the Chair of the Board or at the written request of at least five of the Directors. Notice of special meetings of the Directors shall be given to all Directors at least fourteen (14) days in advance of the meeting.

(5) A quorum shall consist of seven (7) Directors including the Chair.

(6) The Secretary shall provide the Directors with a preliminary agenda together with a copy of such supporting reports and documents as are appropriate and necessary to provide a background for proper deliberation, to be sent fourteen (14) days in advance.

(7) The procedure at meetings of the Directors shall be governed in certain respects by the Association's by-laws and Board Policy, or in the absence of any provision, the procedures in Robert's Rules of Order, latest edition shall be followed.

(8) Meetings of the Board of Directors may be held by teleconference or by any other appropriate communications technology if:

a) either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors; or

b) the other electronic means permits each Director to communicate adequately with each other; the Board of Directors of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; each Director has equal access to the specific means of communication to be used; and each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

5-I Voting by Directors

(1) Each Director shall have one (1) vote on each question. The Chair shall not have a vote, but shall have a casting vote.

(2) Unless otherwise required by the Act or the by-laws, all questions shall be decided by a majority of the votes cast.

(3) Proxy voting is not available.

5-J Remuneration

The Directors shall serve as such without remuneration but are eligible to be compensated for reasonable expenses related to Directors' duties.

6 OFFICERS

6-A Composition

(1) The Officers of the Association shall be Directors of the Association, except for the staff person designated the President and CEO.

(2) The Officers shall consist of a Chair of the Board, one Vice-Chair from Eastern Canada, one Vice-Chair from Western Canada, a Secretary, a Treasurer, and the President and CEO. The offices of Secretary and Treasurer may be held by the same person.

6-B Duties of Officers

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association shall have the following duties and powers associated therewith:

(1) The Chair of the Board shall call all meetings of the Directors and of the members of the Association, and shall normally act as chairperson of such meetings.

The Chair shall be responsible for the integrity of the Board process in accordance with the by-laws and Board policies. The Chair shall act as the official communications conduit between the Board and the President and CEO, as well as between the Executive Committee and the President and CEO. The Chair shall be an ex-officio member of all Board committees, and shall perform other duties as may, from time to time, be delegated by the Board.

(2) The Vice-Chairs shall, in order of their seniority on the Board, in the absence or disability of the Chair of the Board, perform the duties and responsibilities of the Chair. In the event the position of Chair is vacated between scheduled elections of Officers, the Vice-Chairs, in order of their seniority on the Board, shall assume the position of Chair for the balance of the term. In the event both Vice-Chairs have equal seniority the Eastern Vice-Chair shall assume the position of Chair for the balance of the term. The Vice-Chairs shall also perform such other duties as may, from time to time, be delegated by the Board.

(3) The Secretary shall ensure adequate minutes are taken at meetings of the Directors and members of the Association. The Secretary shall be responsible for the integrity of Board documents, and shall perform other duties as may, from time to time, be delegated by the Board.

(4) The Treasurer shall report to the Board, as required by Board Policy, on the disposition of Association funds and shall review and report to the Board and the members on the annual audit of the Association. The Treasurer shall perform other duties as may, from time to time, be delegated by the Board.

(5) The President and CEO shall be responsible for the overall operation of the Association, and shall report to the Board of Directors through the Chair. The President and CEO shall be entitled to receive notification of and to attend all meetings of the Board and meetings of members without the right to vote but with the right to be present and fully participate at all meetings of the Board and meetings of members, save and except when the Board is discussing the position, salary or benefits of the President and CEO, if applicable.

6-C Election of Officers

(1) The Officers of the Association, except the President and CEO, shall be elected by the Directors in each year that a Directors' election is held, in accordance with Board policy.

(2) The election of Officers shall take place at the next regular meeting of the Board of Directors following the Directors' election.

(3) A plurality of votes shall elect an Officer.

6-D Term of Office

- (1) Each elected Officer shall take office immediately after the Board meeting at which he/she was elected, and shall hold office for a term of two (2) years.
- (2) No Officer shall hold office more than three consecutive terms.

6-E Removal from Office

The Directors may, on notice given fourteen (14) days in advance, by two-thirds (2/3) majority vote of the Directors present and voting at a Directors' meeting, remove any Officer.

6-F Vacancies

Vacancies in any office may be filled for the balance of the term thereof by the Directors at any regular or special meeting.

6-G Remuneration

The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this by-law, be fixed by the Board of Directors by resolution provided that the Board of Directors may delegate this function to an Officer or Officers of the Association.

7 EXECUTIVE COMMITTEE

7-A Composition

The Executive Committee shall normally be comprised of the Chair of the Board, the Vice-Chairs, the Secretary, the Treasurer, and the President and CEO. The President and CEO and any appointed members of the Executive Committee shall not have a vote.

7-B Duties

The Executive Committee is responsible for carrying out any duties the Board may assign to it. Members of the Executive Committee may also serve as the Board of Directors of The COPA Special Action Fund Inc. and The COPA Flight Safety Foundation.

7-C Meetings

- (1) Meetings of the Executive Committee shall be held at the call of the Chair of the Board or at the request of any two members, and shall be held at such time and place, in Canada, as the committee shall decide.
- (2) Fourteen (14) days' notice shall be given of the date, time and place of the meeting, or if the meeting is by telephone conference call, two (2) days' notice or by consent of all the Committee members.
- (3) Meetings of the Executive Committee may be held by teleconference or by any other appropriate communications technology.
- (4) A majority of the committee shall constitute a quorum.
- (5) All questions shall be decided by a majority of the votes cast with the Chair having only a casting vote.

(6) Minutes shall be kept of committee meetings and shall be available to all Directors on request.

(7) The Executive Committee shall act according to the authority given it by the Board of Directors in policy, and report as required to the Board. Action taken outside of such authority, or with provisional authority, shall be reported to the Board at its next meeting following such action and shall be subject to ratification by the Board.

8 PROFESSIONAL STAFF

The administration of the Association and the delivery of its membership services shall be performed by staff under the direction of the President and CEO. The Board of Directors is responsible for hiring the President and CEO.

9 FINANCIAL

9-A Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Association shall be December 31.

9-B Corporate Seal

The President and CEO shall have care and custody of the Corporate Seal.

9-C Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

9-D Auditors

The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Association for a report to the members at the next Annual General Meeting. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor may not be a Director, Officer or employee of the Association, unless the consent of all members has been obtained.

10 INDEMNIFICATION

10-A Limitation of Liability

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any

other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

10-B Indemnity of Directors and Officers

Subject to the Act, the Corporation may indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

(1) he acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and

(2) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

10-C Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section.

10-D Advances

With respect to the defence by a director or officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to this by-law, the Corporation may

advance to the director or officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

11 AMENDMENT OF THE BYLAWS

(1) The by-laws of the Association not embodied in the letters patent may be repealed or amended by by-law enacted by a two-thirds (2/3) majority of the votes cast at a Directors' meeting called to consider the bylaw change and sanctioned by an affirmative vote of at least two-thirds (2/3) of votes cast at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Federal Minister of Industry has been obtained.

(2) Notice of proposed amendments recommended by the Board of Directors shall be published in the Association's membership publication at least forty-five (45) days prior to the date of the meeting of members at which the amendments are to be considered.

APPENDIX "A"

Agenda for the Annual General Meeting

ANNUAL GENERAL MEETING

- A. Call meeting to order
- B. Read Notice of Meeting
- C. Confirm a quorum is in attendance
- D. Registration of Proxies
- E. Adoption of the Minutes of previous AGM
- F. Business arising from the minutes of AGM
- G. Report of the Chair of the Board
- H. Treasurer's Report and Adoption
- I. Executive and Committee Reports
- J. Auditors' Report and Adoption
- K. Appointment of Auditor for succeeding year.
- L. General Business
- M. Adjournment