

# By-Laws

Modified on Dec 17, 2012

Modified on Dec 21, 2012

Modified on Jan 9, 2013

Modified Jan 30, 2013

BE IT ENACTED as the general by-laws of the Internet Society Canada (hereinafter called "ISOC-Canada Chapter"), as follows:

## 1 INTERPRETATION

In this bye-law and all other bylaws of the Internet Society Canada Chapter, unless the context otherwise requires-

- (a) "Act" means the Companies Act, 1995 as from time amended and every statute substituted therefore and, in the case of such substitution, any references in the bylaws of the Internet Society Canada Chapter to provisions of the Act shall be read as referenced to the substituted provisions therefore in the new statute of statutes;
- (b) "Regulations" means any regulations made under the Act, and every regulation substituted therefore and, in the case of such substitution, any references in the bylaws of the Internet Society Canada Chapter to provisions of the Regulations shall be read as references to the substitutions provisions therefore in the new regulations;
- (c) "ISOC" means the International non-profit organisation originally incorporated under American law with its registered office at Reston, Virginia in the United States of America known as Internet Society whose mandate is to provide leadership in Internet related standards, education, and policy;
- (d) "bylaws" means any bye-law of the Internet Society Canada Chapter from time to time in force;
- (e) All terms contained in the bylaws and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (f) These bylaws neither supersede nor abrogate any of the bylaws of ISOC that regulate chapter affairs; and
- (g) The singular includes the plural and the plural includes the singular; the masculine gender includes the feminine and neuter genders; the word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons; and the word "individual" means a natural person.

## 2 PURPOSE

The mission purpose of Internet Society Canada Chapter is to be the Chapter of ISOC established on a non-exclusive basis to represent and serve all of Canada, with following objectives-

- (a) to serve the needs of any specific, cohesive community of interest and the local Internet community in the context of Internet evolution particularly in education, Internet infrastructure development, Internet standards and experimentation, public policies and regulatory co-ordination regarding Internet content and services, and contributing to Internet governance;
- (b) promote activities consistent with ISOC's purposes in CANADA; and
- (c) to generally encourage the above objectives through projects and initiatives to increase awareness and local participation.

### **3 REGISTERED OFFICE**

The registered office of the Internet Society Canada Chapter shall be in Canada at such address as the Internet Society Canada Chapter Council may fix from time to time by resolution.

### **4 MEMBERS AND MEMBERSHIP FEES**

4.1 All members of Internet Society Canada Chapter shall also be members of ISOC.

4.2 There shall be two classes of membership, namely Organisational Members and Individual Members.

4.3 Organisational Members shall be Incorporated Companies in the Dominion of CANADA and recognised Organisations as determined by the Executive Committee. The categories of Organisational Members shall be:

- (a) Ordinary Members who are interested in the general activities of Internet Society Canada Chapter ; or
- (b) Foundation Members who are members of Internet Society Canada Chapter since inception and who continue to support and contribute to Internet Society Canada Chapter's ongoing development; which contribute to Internet Society Canada Chapter such amounts and will be represented by such number of individuals as Internet Society Canada Chapter's Board may specify from time to time.

4.4 Individual Members shall be individuals resident in the Dominion of CANADA. The categories of Individual Members shall be:

- (a) Ordinary Members who are interested in the general activities of Internet Society Canada Chapter ;
- (b) Student Members who are bona fide full-time students; or Foundation Members who are members of Internet Society Canada Chapter since inception and who continue to support and contribute to Internet Society Canada Chapter's ongoing development; who contribute to Internet Society Canada Chapter such amounts as its Board may specify from time to time.

4.5 Membership in Internet Society Canada Chapter shall be open to all Internet Society members in the locality upon request and payment of membership fees and such amounts as the Internet Society Canada Chapter Council in consultation with ISOC officers may from time to time specify.

4.6 Membership applications shall be in a form as prescribed from time to time by the Internet Society Canada Chapter Council. Such applications will be considered and granted by the Internet Society Canada Chapter Council or any sub-committee thereof, who in their discretion may refuse membership if they think it is not desirable that the applicant be admitted to the Internet Society Canada Chapter

4.7 Notwithstanding paragraph 4.6, Internet Society Canada Chapter shall not in any way condone, conform, consent or contribute to any act, statements or display that which may represent, identify or facilitate, whether overt or covert, known or unknown, to that which may discriminate, ridicule or promotes inequality, alienation, or otherwise, to any individual, organisation, member, geographic zone, or affiliate group as it relates to the Internet Society Canada Chapter regulations or bylaws.

4.8 Every member or its representatives shall be bound to further to the best of his ability the objects, interests and influence of the Internet Society Canada Chapter and by agreement shall accept and uphold, observe and perform at all times the bylaws of the Association and shall observe any regulations that may be prescribed by the Internet Society Canada Chapter Council.

4.9 The interest of a member under paragraph 4.4 in the Internet Society Canada Chapter is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the bylaws of the Internet Society Canada Chapter .

4.10 The interest of a member under paragraph 4.3 in the Internet Society Canada Chapter is not chargeable and lapses and ceases to exist upon receivership, striking off at the Companies Register, bankruptcy or when it ceases to be a member by resignation or otherwise in accordance with the bylaws of the Internet Society Canada Chapter .

4.11 All members shall pay such dues in manner as the Internet Society Canada Chapter Council may from time to time prescribe.

4.12 All membership dues shall be payable, in advance of the start date of the financial year of Internet Society Canada Chapter.

4.13 In the case of a new member, who joins Internet Society Canada Chapter during the course of the year, membership fees will be pro-rated.

## **5 CESSATION OF MEMBERSHIP**

5.1 Any member may withdraw from membership by giving one month notice in writing to the Internet Society Canada Chapter Council to that effect and thereupon he shall cease to be a member.

5.2 If any member:

- (a) fails to pay membership fees within 3 months of it being due;
- (b) refuses or neglects to comply with the provisions of the Internet Society Canada Chapter bylaws or regulations;
- (c) conducts himself in a way which in the opinion of the Internet Society Canada Chapter Council is or may be injurious to the Internet Society Canada Chapter , the Internet Society Canada Chapter Council may by notice in writing terminate membership.

5.3 Subject to paragraph 5.1 of this bye-law, a member expelled under paragraph 5.2 or whose name is struck off shall nevertheless remain liable for all moneys then due from him to the Internet Society Canada Chapter and shall not be entitled to any rebate or refund of membership fees.

## **6 EXECUTIVE COMMITTEE**

6.1 The Executive Committee of the Internet Society Canada Chapter shall consist of the following officers: a Chairman, a Vice Chairman, a Treasurer, a Secretary and an Assistant Secretary; who shall be Executive Committee Officers of the Internet Society Canada Chapter and shall be elected at the Annual General Meeting of the Internet Society Canada Chapter in each year and shall retire annually but shall be eligible for re-election.

6.2 In the case of a casual vacancy in any of the offices, the Internet Society Canada Chapter Council shall appoint one of their numbers to fill such casual vacancy until the Annual General Meeting.

6.3 In the case of the absence, or inability to act, of the Chairman, the Vice Chairman or any other officer of the Internet Society Canada Chapter or for any other reason that the Internet Society Canada Chapter Council may deem sufficient, the Internet Society Canada Chapter Council may delegate all or any of the powers of such Internet Society Canada Chapter Council Officer to any other officer or to any member for the time being, provided that a majority of the Internet Society Canada Chapter Council concur therein.

6.4 The Chairman: is the principal officer responsible for leading Internet Society Canada Chapter and managing its activities in accordance with the bylaws policies and procedures of ISOC in conformance with the Laws of CANADA. He shall, if present, preside at all meetings of the Executive Committee and members, he shall sign all instruments which require his signature, shall appoint all members of committees of this chapter and all Committee chairmen (subject to the advice of the Internet Society Canada Chapter Council) and shall perform all duties incident to his office and shall have such other powers of such and duties as may from time to time be assigned to him by the Internet Society Canada Chapter Council.

6.5 The Vice Chairman: shall support the Chairman and be vested with all the powers and shall perform all the duties of the Chairman in the event of absence or disability or refusal to act. The Vice Chairman shall have such powers and duties as may from time to time be assigned to him by the Internet Society Canada Chapter Council.

6.6 The Secretary: shall, when present, act as Secretary of all meetings shall have charge of the minute books of the Internet Society Canada Chapter and the documents and registers referred to in section 177 of the Companies Act, shall prepare the Internet Society Canada Chapter Activity Report for presentation to membership at the Annual General Meeting and for submission to ISOC, shall notify ISOC of any changes in Internet Society Canada Chapter 's Executive Committee and Council, shall submit any proposed amendment to ISOC Membership Team for approval prior to such proposed amendment being submitted for vote by Internet Society Canada Chapter membership, and shall perform such other duties as the Internet Society Canada Chapter Council require of him.

6.7 The Assistant Secretary: shall support the Secretary and be vested with all the powers and shall perform all the duties of the Secretary in the event of delegation or absence or disability or refusal to act.

6.8 The Treasurer: shall have the care and custody of all the funds and securities of the Internet Society Canada Chapter and shall deposit the same in the name of the Internet Society Canada Chapter in such banks or with such depository or depositories as the Internet Society Canada Chapter Council may direct, shall prepare the Annual Internet Society Canada Chapter Financial Report for presentation

to the membership at the Annual General Meeting, shall collect dues, liaise with the Internet Society Canada Chapter Council to pay bills and maintain Internet Society Canada Chapter's financial records, and shall perform such other duties as the Internet Society Canada Chapter Council require of him. He may be required to give such bond for the faithful performance of his duties as the Internet Society Canada Chapter Council in their uncontrolled discretion may require and no Internet Society Canada Chapter Council Officer shall be liable for failure to require any bond or for the insufficiency of any bond or for loss by reason of the failure of the Internet Society Canada Chapter to receive any indemnity thereby provided.

## **7 Internet Society Canada Chapter COUNCIL**

7.1 The Internet Society Canada Chapter Council is the Board of Directors and shall consist of the present Internet Society Canada Chapter Officers and the immediate Past Internet Society Canada Chapter Chairmen and shall comprise such number not less than 3 or more than 10 persons as is fixed in the Articles of the Incorporation of the Internet Society Canada Chapter.

7.2 The Internet Society Canada Chapter Council will designate a board position for any and all Canadian city, regional or provincial chapter assigned a board position. Each local chapter will appoint their delegate

7.3 If a casual vacancy occurs, other than in any of the officers, the Internet Society Canada Chapter Council may invite a member of the Internet Society Canada Chapter to fill the vacancy. Such invited member holds office for the unexpired term of his predecessor.

7.4 Powers: the affairs of the Internet Society Canada Chapter shall be managed by the Internet Society Canada Chapter Council who may exercise all such powers and do all such acts and things as may be exercised or done by the Internet Society Canada Chapter and as are defined by the bylaws or any special resolution of the Internet Society Canada Chapter or the Act expressly directed to be done by the Internet Society Canada Chapter at a general meeting of the Internet Society Canada Chapter .

7.5 Term of Office: an Internet Society Canada Chapter Council Officer's term of office shall be up to the date of his resignation, if he resigns and up to:

- (a) Two years for the Chairmen; or
- (b) One year for other members of the Executive Committee.

7.6 Remuneration: the Internet Society Canada Chapter Council shall serve without remuneration and no Internet Society Canada Chapter Council Officer shall directly or indirectly receive any profit from his position as such; provided that an Internet Society Canada Chapter Council Officer may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

7.7 Removal from office: the Internet Society Canada Chapter Council Officers may, by special resolution at a special meeting remove any Internet Society Canada Chapter Council Officer from office.

7.8 Vacancy Filled: a vacancy created by the removal of an Internet Society Canada Chapter Council Officer may be filled at any meeting which the Internet Society Canada Chapter Council Officer is removed from office, in consultation and agreement with the other Internet Society Canada Chapter Council Officers. The new Internet Society Canada Chapter Council Officer holds office for the unexpired term of his predecessor.

7.9 Vacating of office: The office of an Internet Society Canada Chapter Council Officer of the Internet Society Canada Chapter shall be vacated

- (a) if by notice he resigns his office;
- (b) if he ceases to be a member of the Internet Society Canada Chapter ;
- (c) if he does not attend four consecutive meetings of the Internet Society Canada Chapter Council, unless the Internet Society Canada Chapter Council otherwise determine;
- (d) if he is expelled from office in accordance with paragraph 7.6;
- (e) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an unauthorised assignment or is declared insolvent;
- (f) if he is found to be a lunatic or becomes of unsound mind;
- (g) if he is convicted of any criminal offences involving fraud or dishonesty; and
- (h) at the Annual General Meeting upon the expiration of his term.

## **8 MEETINGS OF Internet Society Canada Chapter COUNCIL**

8.1 Place: Meetings of the Internet Society Canada Chapter Council and of any committee of the Internet Society Canada Chapter Council may be held either at the registered office or at any other place within or outside CANADA.

8.2 Convener: A meeting of Internet Society Canada Chapter Council may be convened by any two Internet Society Canada Chapter Council Officers at any time; or the Secretary or Assistant Secretary by direction of any two officers or any two Internet Society Canada Chapter Council Officers.

8.3 Meetings of the Internet Society Canada Chapter Council may be held at any time without formal notice if all the Internet Society Canada Chapter Council are present or those absent waive notice or signify their consent to the meeting being held in their absence. Notice of any meetings or any irregularity in any meeting or the notice thereof may be waived by any Internet Society Canada Chapter Council Officer.

8.4 Quorum: At least two-thirds the number of Internet Society Canada Chapter Council shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Internet Society Canada Chapter Council, a quorum may exercise all the powers of the Internet Society Canada Chapter Council. No business shall be transacted at a meeting of Internet Society Canada Chapter Council unless a quorum is present.

8.4.1 An Internet Society Canada Chapter Council Officer may, if all the Internet Society Canada Chapter Council consent, participate in a meeting of Internet Society Canada Chapter Council or of any committee of the Internet Society Canada Chapter Council by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other and an Internet Society Canada Chapter Council Officer participating in such a meeting by such means is deemed to be present at that meeting.

8.5 Voting: Questions arising at any meeting of the Internet Society Canada Chapter Council shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting in addition to his original vote shall have a second or casting vote.

8.6 Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this bye-law, a resolution in writing signed by all the Internet Society Canada Chapter Council entitled to vote on that resolution at a meeting of the Internet Society Canada Chapter Council or any committee of the Internet Society Canada Chapter Council is as valid as if it had been passed at a meeting of the Internet Society Canada Chapter Council or any committee of the Internet Society Canada Chapter Council.

## **9 MINUTES**

9.1 Correct Minutes of Internet Society Canada Chapter meetings signed by the Chairman of that meeting shall be kept by the Secretary. Minutes of Internet Society Canada Chapter meetings shall be open to the inspection of members at Internet Society Canada Chapter's registered address all convenient times as determined by the Secretary.

## **10 LIMIT TO LIABILITY OF Internet Society Canada Chapter COUNCIL AND OFFICERS**

10.1 No Internet Society Canada Chapter Council Officer or officer of the Internet Society Canada Chapter shall be liable to the Internet Society Canada Chapter for –

- (a) the acts, receipts, neglects or defaults of any other Internet Society Canada Chapter Council Officer or officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense incurred by the Internet Society Canada Chapter through the insufficiency or deficiency of title to any property acquired by the Internet Society Canada Chapter or for or on behalf of the Internet Society Canada Chapter ;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Internet Society Canada Chapter shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Internet Society Canada Chapter ;
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto,

unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Internet Society Canada Chapter and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

10.2 Nothing herein contained shall relieve an Internet Society Canada Chapter Council Officer or officer from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.

10.3 The Internet Society Canada Chapter Council shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name, or on behalf, of the Internet Society Canada Chapter , except such as are submitted to and authorised or approved by the Internet Society Canada Chapter Council.

## **11 CONFLICT OF INTEREST**

11.1 No contract or transaction between Internet Society Canada Chapter and one or more of its Internet Society Canada Chapter Council or officers, or between Internet Society Canada Chapter and any other organisation of which one or more of Internet Society Canada Chapter's Council or officers has any financial or other interest, shall be void or avoidable, or in any way affected, solely for the reason or just because the particular Internet Society Canada Chapter Council Officer or officer is present at or participates in the meeting of the Executive Committee or Committee thereof that authorises, approves or ratifies the contract or transaction if-

- the material facts as to the interested Internet Society Canada Chapter Council Officer or officer's relationship or interest in the contract or transaction are disclosed in the minutes of the meeting and the Internet Society Canada Chapter Council in good faith authorise, approve or ratify the contract or transaction by an affirmative majority vote; and
- where it is an Internet Society Canada Chapter Council Officer who has interest, that Internet Society Canada Chapter Council Officer does not participate in any vote relating to the contract or transaction with himself or with the organisation in which he has a financial interest.

## **12 MEETINGS OF MEMBERS**

12.1 Annual Meeting: Subject to the provisions of section 109 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the Internet Society Canada Chapter Council may determine at any place within CANADA or, if all the members entitled to vote at such meeting so agree, outside CANADA. At this meeting the Treasurer and Secretary shall present reports and election of officers shall be held.

12.2 Ordinary Meetings: To discuss general matters and events of Internet Society Canada Chapter should be held with the membership at least bi-monthly.

12.3 Special Meetings: Special meetings of the members may be convened by order of the Chairman, Vice Chairman or by the Internet Society Canada Chapter Council at any date and time and at any place within CANADA or, if all the members entitled to vote at such meetings so agree, outside CANADA.

12.3.1 The Internet Society Canada Chapter Council shall, on the requisition of forty percent of the members that have a right to vote at the meeting requisitioned, forthwith convene a meeting of members, and in the case of such requisition the following provisions shall have effect:

- a) the requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more of the requisitionists;
- b) if the Internet Society Canada Chapter Council do not, within one month from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
- c) unless subsection (3) of section 133 of the Act applies, the Internet Society Canada Chapter Council shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within fourteen days from the deposit of the requisition;
- d) any meeting convened under this paragraph by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to the bylaws and Divisions 5 and 6 of Part III of the Act.



12.4 Notice: A written or typewritten, emailed or printed, notice stating the day, hour and place of meeting shall be given by serving such notice on each member entitled to attend such meeting, on each Internet Society Canada Chapter Council Officer and on the auditor of the Internet Society Canada Chapter in the manner specified in paragraph 15.1 hereof, not less than fourteen days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a meeting at which special business is to be transacted shall state (a) the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon, and (b) the text of any special resolution to be submitted to the meeting.

12.5 Waiver of Notice: A member or any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members. The attendance of any such person at a meeting of members shall constitute a waiver of notice of meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12.6 Omission of Notice: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, Internet Society Canada Chapter Council Officer or the auditor of the Internet Society Canada Chapter shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.

12.7 Votes: All paid up members may be entitled to vote. Every question submitted to any meeting of members entitled to vote shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot and in the case of an equality of votes the chairman of the meeting shall on a ballot have a casting vote in addition to any vote to which he may be otherwise entitled.

12.7.1 At every meeting at which he is entitled to vote, every member, proxy holder or individual (authorised to represent a member) who is present in person shall have one vote on a show of hands. Upon a ballot at which he is entitled to vote, every member, proxy holder or individual authorised to represent a member shall, subject to the articles, have one vote.

12.7.2 At any meeting unless a ballot is demanded, a declaration by the chairman 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.

12.7.3 When the Chairman and the Vice Chairman are absent, the persons who are present and entitled to vote shall choose another Internet Society Canada Chapter Council Officer as chairman of the meeting; but if no Internet Society Canada Chapter Council Officer is present or all the Internet Society Canada Chapter Council present decline to take the chair, the members who are present and entitled to vote shall choose one of their number to be chairman.

12.7.4 A ballot may, either before or after any vote by a show of hands, be demanded by any person entitled to vote at the meeting. If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a ballot is demanded on any other question or as to the election of Executive Committee, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the

chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

12.8 Proxies: Votes at meetings of members may be given either personally or by proxy.

12.8.1 A proxy shall be executed by the member or his attorney authorised in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.

12.8.2 A person appointed by proxy need not be a member, but will only be given admittance to the meeting for which the proxy relates with the properly executed proxy form.

12.8.3 Subject to the provisions of Part V of the Regulations, a proxy may be in the following form: The undersigned member of the Internet Society CANADA Chapter (Internet Society Canada Chapter ) hereby appoints \_\_\_\_\_ of \_\_\_\_\_, or failing him, \_\_\_\_\_ as the nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the meeting of the members of the said Internet Society Canada Chapter to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment or adjournments thereof in the same manner, to the extent and with the same powers as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature of member

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12.8 Adjournment: The chairman of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members unless the meeting is adjourned by one or more adjournments for an aggregate of one month or more in which case notice of the adjourned meeting shall be given as for an original meeting. Any business that might have been brought before, or dealt with at, the original meeting in accordance with the notice calling the same may be brought before, or dealt with at, any adjourned meeting for which no notice is required.

12.9 Quorum: Subject to the Act, a quorum for the transaction of business at any meeting of the members shall be at least 10 Members or 40% of the membership (whichever is greater) present in person including at least one Internet Society Canada Chapter Council Officer, the other members present must each being either a member entitled to vote thereat, or a duly appointed proxy holder or representative of a member so entitled. If a quorum is present at the opening of any meeting of the members, the members present or represented may proceed with the business of the meeting notwithstanding a quorum is not present throughout the meeting. If a quorum is not present within 30 minutes of the time fixed for a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact other business.

12.10 Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this bye-law, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 132 of the Act, as valid as if it had been passed at a meeting of the members.

## 13 STANDING COMMITTEES

13.1 The following are the permanent Committees of Internet Society Canada Chapter:

13.1.1 Education Committee who will be responsible for developing plans for education Internet Society Canada Chapter events and activities;

13.1.2 Financial Committee comprising five members and the Treasurer (who acts as Chairman), appointed by the Internet Society Canada Chapter Council to hold records of the Internet Society Canada Chapter financials, audit financial statements of standing and temporary committees, collect membership fees (in consultation with the Membership Committee) and promote Internet Society Canada Chapter fund raising ventures with the approval of the Internet Society Canada Chapter Council. The Internet Society Canada Chapter Council will oversee the activity of this committee and the Assistant secretary will attend meetings of this Committee to assist as required. There may be co-opted to this committee various members whose knowledge or experience is considered of particular benefit. Co-opted members have no vote on any issue arising.

13.1.3 Program Committee comprising members and other individuals (invited by the Internet Society Canada Chapter Council) for the purpose of providing feedback and suggestions on Internet Society Canada Chapter projects and initiatives.

13.1.4 Publicity Committee who will be responsible for promoting membership of Internet Society Canada Chapter through public awareness.

13.1.6 Membership Committee who will review membership applications and assist the Financial Committee in collecting membership fees.

13.2 The Internet Society Canada Chapter Council may from time to time as deemed necessary appoint other committees consisting of such number of Internet Society Canada Chapter Council or members as may be deemed desirable to look after the interests of the Internet Society Canada Chapter and may prescribe their duties.

13.2.1 A Nominating Committee, consisting of at least three members of Internet Society Canada Chapter, at least two of whom shall not be members of the Internet Society Canada Chapter Council, shall be appointed by the Chairman in consultation with the Internet Society Canada Chapter Council at least two months prior to Internet Society Canada Chapter's Annual General Meeting.

13.2.1 An Audit Committee, which may consist of an independent auditor nominated by the Internet Society Canada Chapter Council, commencing two months in advance of the close of the fiscal year to assure the accuracy of the accounting of Internet Society Canada Chapter's funds for the year. This Committee should also verify the accuracy of the Financial Report prepared by the Internet Society Canada Chapter Assistant for submission to ISOC.

13.3 All committees shall be responsible to the Internet Society Canada Chapter Council and shall act on the Terms of Reference or Standing Orders laid down by the Internet Society Canada Chapter Council. The Terms of Reference and Standing Orders for any committee may only be varied with Internet Society Canada Chapter Council approval. The Terms of Reference and Standing Orders are contained in separate appendices to these bylaws or as Procedural Manuals but are to be adhered to in conjunction with these bylaws.

13.4 Any Committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Internet Society Canada Chapter Council, two members of a committee and the Chairman shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and, in case of any equality of votes, the chairman of the meeting shall have a second or casting vote.

13.5 The Internet Society Canada Chapter Council and Officers are entitled to attend meetings of any Committee without voting rights.

## **14 VOTING IN OTHER COMPANIES**

14.1 All shares or debentures carrying voting rights in any other body corporate that are held from time to time by the Internet Society Canada Chapter may be voted at any and all meetings of shareholders or debenture holders (as the case may be) of such other body corporate and in such manner and by such person or persons as the Internet Society Canada Chapter shall from time to time determine. The Internet Society Canada Chapter officers may for and on behalf of the Internet Society Canada Chapter from time to time-

- a) execute and deliver proxies; and
- b) arrange for the issuance of voting certificates or other evidence of voting right, in such names as they may determine without the necessity of a resolution or other action by the Internet Society Canada Chapter Council.

## **15 NOTICES**

15.1 Method of giving notice: Any notice or other document required by the Act, the Regulations, the articles or the bylaws to be sent to any member, Internet Society Canada Chapter Council Officer or auditor may be delivered personally or sent by email, prepaid mail or cable or telex or Telefax to any such person at his last known email or postal address as shown in the records of the Internet Society Canada Chapter and to any such Internet Society Canada Chapter Council Officer at his last known email or postal address as shown in the records of the Internet Society Canada Chapter or in the latest notice filed under section 71 or 79 of the Act, and the auditor at his business address.

15.2 Waiver of notice: Notice may be waived of the time for the notice or abridged at any time with the consent in writing of the person entitled thereto.

15.3 Undeliverable notices: If a notice or document is sent to a member by email or prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member's recorded email or postal address is incorrect or the member cannot be found, it shall not be necessary to send any further notices or documents to the member until he informs the Internet Society Canada Chapter in writing of his correct or new email or postal address.

15.4 Signature of notices: The signature of any Internet Society Canada Chapter Council Officer or officer of the Internet Society Canada Chapter to any notice or document to be given by the Internet Society Canada Chapter may be written stamped, typewritten or printed.

15.5 Computation of time: When a notice extending over a number of days or other period is required under any provisions of the articles or the bylaws, the day of sending the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

15.6 Proof of service: Where a notice required under paragraph 15.1 hereof is delivered personally to the person whom it is addressed or delivered to his address as mentioned in paragraph 15.1 hereof, service shall be deemed to be at the time of delivery of such notice.

15.6.1 Where such notice is sent by post, service of the notice shall be deemed to be effected forty-eight hours after posting if the notice was properly addressed and posted by prepaid mail.

15.6.2 Where the notice is sent by email, cable or telex or Telefax, service is deemed to be effected on the date on which the notice is sent.

15.6.3 A certificate at any office of the Internet Society Canada Chapter at the time of the making of the certificate as to facts in relation to the delivery or sending of any notices shall be conclusive evidence of those facts.

## **16 FUNDS AND ACCOUNTS**

16.1 An account or accounts in the name Internet Society Canada Chapter shall be opened at such Bank, Banks or financial institutions as may be selected by the Internet Society Canada Chapter Council. All contributions, donations, subscriptions and other monies of Internet Society Canada Chapter shall be paid to Internet Society Canada Chapter account or accounts at such Banks or financial institutions and all cheques or mandates for the withdrawal of Internet Society Canada Chapter funds from the said accounts shall be signed by two persons from such number of persons (to include the Treasurer) as the Internet Society Canada Chapter Council may from time to time appoint for this purpose.

16.1.1 All disbursements and expenditures shall be reported to the Internet Society Canada Chapter Council and included in the minutes of meetings when reported.

16.2 All monies and funds of Internet Society Canada Chapter not immediately required to be expended for the purposes of Internet Society Canada Chapter and which the Internet Society Canada Chapter Council deem proper to be invested shall be placed in such investments as are authorised by the laws of CANADA for the investment of trust funds, or as are authorised by the instrument, if any, or gift of such monies or funds to any registered charity.

16.3 The Financial Committee shall cause true accounts to be kept of:

- (a) all monies received and expended by Internet Society Canada Chapter and the matters in respect of which such receipts and expenditure take place, and
- (b) the assets and liabilities of Internet Society Canada Chapter and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets, receipts and payments, and
- (c) of all sales and purchases of assets by Internet Society Canada Chapter.

16.4 Internet Society Canada Chapter may at an Annual Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of Internet Society Canada Chapter may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at the registered address of the Internet Society Canada Chapter at all reasonable times during the usual business hours.

16.5 The Executive Committee shall lay before the Annual Meeting of Internet Society Canada Chapter in each year an income and expenditure account of Internet Society Canada Chapter and a balance sheet for the year ending on the preceding 31st December. Such account and balance sheet shall be accompanied by a report of the Treasurer as to the state of affairs of Internet Society Canada Chapter. A copy of every financial report together with copies of the said reports shall, not less than fourteen (14) clear days before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of Annual Meetings of the Internet Society Canada Chapter.

16.6 The financial year of Internet Society Canada Chapter shall be from the 1st January to 31st December of each calendar year or such other period as may be determined by the Internet Society Canada Chapter Council in consultation with the Executive Committee.

## **17 EXECUTION OF INSTRUMENTS**

17.1 Contracts, documents or instruments in writing requiring the signature of the Internet Society Canada Chapter may be signed by any two Executive Committee Officers. All contracts, documents and instruments in writing so signed shall be binding upon the Internet Society Canada Chapter without any further authorisation or formality. The Internet Society Canada Chapter Council shall have power from time to time by resolution to appoint any officers or persons on behalf of the Internet Society Canada Chapter to sign either general or specific contracts, documents or instruments.

17.1.1 The common seal of the Internet Society Canada Chapter may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Internet Society Canada Chapter Council Officer, officers or persons specified in paragraph 17.1.2 hereof.

17.1.2 Subject to section 138 of the Act, any two Executive Committee Officers, shall have authority to sign and execute (under the seal of the Internet Society Canada Chapter or otherwise) all the instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants, or other securities. The Internet Society Canada Chapter Council shall have power from time to time by resolution to appoint any officers or persons on behalf of the Internet Society Canada Chapter to sign either general or specific contracts, documents or instruments.

## **18 ALTERATION OR AMENDMENT TO THE BY-LAW**

18.1 No alteration or addition shall be made in this General bye-law except such alteration or addition shall first be presented and approved by the ISOC Membership Team and passed by a special resolution of a majority of three-fourths of the members of Internet Society Canada Chapter present at a meeting duly convened and held for such purpose.

## 19 WINDING UP

19.1 Every member of Internet Society Canada Chapter undertakes to contribute to the assets of Internet Society Canada Chapter , in the event of the same being wound up which he is a member, for payment of the debts and liabilities of Internet Society Canada Chapter contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Hundred Dollars (\$100.00).

19.2 If upon the winding up or dissolution of Internet Society Canada Chapter there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Internet Society Canada Chapter , but shall be given or transferred to other institutions or institutions, having objects similar to the objects of Internet Society Canada Chapter, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on Internet Society Canada Chapter , such institution or institutions to be determined by the members of Internet Society Canada Chapter at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

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Internet Society Canada Chapter Chairman

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Internet Society Canada Chapter Vice Chairman