

OPI By-laws
(as of October 2015 AGM)

CONSOLIDATED BY-LAW NO. 1: A By-law relating generally to the conduct of the business and affairs of ONTARIO PETROLEUM INSITUTE INC.
(herein called the “Corporation)

BE IT ENACTED as a By-Law of the Corporation as follows:

Note: the following By-Law shall replace the previous By-Law No. 1, as well as the amendments to the previous By-Law No. 1, being By-Law No. 2 through By-Law No. 14.

1.0 HEAD OFFICE

The Head Office of the Corporation shall be in the City of London, in the Province of Ontario and at such place therein as the Directors may from time to time determine.

2.0 SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

3.0 OBJECTIVES

Foster and advance the interests of those who are engaged in, or who are directly or indirectly connected with the oil and gas industries.

To present the consensus of the members in any matters pertaining to the oil and gas industries.

Engage in the study, research and communications of matters and problems affecting or that are relevant to the oil and gas industries.

To operate as a forum for the industry so as to furnish it with knowledge of important developments concerning governmental activities pertaining to laws, rules and regulations, interpretations and decisions.

To coordinate with government, administrative departments and the public in the development of legislation and regulations affecting the oil and gas industries.

The Corporation will act in a progressive manner in dealing with industry issues.

The Corporation will encourage initiatives in the areas of environmental development and sustainable development in the Province of Ontario.

Hold conferences, meetings and exhibitions for the exchange of views and information in technological matters pertinent to the oil and gas industries.

4.0 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of 13 Directors. The Board of Directors shall consist of the 13 elected members. Six Directors shall be elected for a term of two years in the odd years and seven Directors shall be elected for their term of two years in the even years. In addition such number of Directors as are required to fill any vacancies on the Board may be elected at the Annual Meeting.

4.1 NOMINEE SELECTION PROCESS

The Nominating Committee shall hold an organizational meeting prior to August 15th in each year. The Nominating Committee shall determine the number of new Directors required as follows: (a) Identify those Directors whose term of office is due to expire. The Nominating Committee shall then identify which of these Directors wish to stand for re-election and those who do not wish to stand for re-election; (b) Determine whether any of the Directors, having one more year to serve, wish to resign from the Board. The Chairman of the Nominating Committee shall make the President aware of the number of Board vacancies prior to August 15th in each year.

The Nominating Committee shall mail, no later than June 15th in each year, a notice to every member, in good standing, of the Corporation requesting the submission of names of those members who wish to stand for election to the Board for the following two business years. All nominations so submitted shall be accompanied by the Nominee's written consent for such nomination and shall be accompanied by the written endorsement of three members in good standing of the Corporation.

After the closing date for the receipt of nominations from the members of the Corporation, the Nominating Committee shall meet to consider such nominations. The Nominating Committee may also, in its own right, propose the names of Nominee(s) for election to the Board.

The Nominating Committee shall ensure that there shall be sufficient nominated candidates as may be required to fill all vacancies on the Board. Each nomination shall be accompanied by the candidate's written consent.

The Nominating Committee shall present a preliminary slate of Nominees to the Board of Directors of the Corporation prior to the end of the second month preceding the month of the Annual Meeting (normally by the end of August).

The Nominating Committee shall present, in writing, a final slate of Nominees to the Board of Directors of the Corporation prior to the end of the month preceding the Annual Meeting (normally by the end of September).

The Chairman of the Nominating Committee shall, prior to the member's Annual Meeting, communicate to each Nominee, the status of his/her nomination.

The Nominating Committee shall submit its report to the Board of Directors at the meeting of the Board immediately preceding the month in which the election of Directors is to occur.

The Chairman of the Nominating Committee shall present the report of the Nominating Committee at the Annual Meeting and the President shall preside over the election of Directors.

4.1.1 NOMINATIONS FROM THE FLOOR

Nominations from the floor of the Annual Meeting will be accepted provided that:

- (i) The Chairman of the Nominating Committee be notified of such nomination 24 hours prior to the Start of the Annual Members' Meeting.
- (ii) The nomination be accompanied by the Nominee's written consent for such nomination.
- (iii) The nomination be endorsed in writing by three members of the Corporation in good standing.

Nominations from the floor of the Annual Meeting will be considered to be out of order and will not be accepted if the Chairman of the Nominating Committee is not notified of such nomination 24 hours prior to the start of the Annual Members' Meeting.

4.2 ELIGIBILITY, BOARD OF DIRECTORS

Provided and notwithstanding anything contained in this By-law to the contrary; 1) not more than one employee, partner, officer or director of: (a) any Company or Corporation or any subsidiary of such Company or Corporation; or (b) any proprietorship; or (c) any partnership; or (d) any unincorporated association; is eligible for election, re-election or appointment to the Board of Directors of the Corporation (assuming all other qualifications are met); 2) nothing provided in the immediately preceding portion of this sentence thereof, occurring after such election or re-election or appointment, shall prevent such person from completing the term of office as Director of the Corporation that he is fulfilling at the time of such occurrence. This entire clause does not apply to the Immediate Past President.

4.3 ELECTIONS

At the Annual Meeting of members, the members of the Corporation shall elect Directors and, if a poll is demanded, the election shall be by secret ballot.

4.4 REMOVAL FROM OFFICE

The members of the Corporation may, by Resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such Resolution has been given, remove and Director before the expiration of his term of office, and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

4.5 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.6 QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the Directors shall form a quorum for the transaction of business, except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or a Vice-President or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned, faxed or emailed to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President, that notice has been given pursuant to this By-law, shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

4.7 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such Notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may, at any time, waive Notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.8 VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of any equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes, at any such meeting, shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the votes recorded in favour of or against such Resolution. In the absence of the President, his duties may be performed by a Vice-President or such other Director as the Board may, from time to time, appoint for the purpose.

4.9 POWERS, BOARD OF DIRECTORS

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

4.10 REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such.

4.11 INDEMNITIES TO DIRECTORS AND OTHERS

Every Director or Officer of the Corporation or 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 time, be indemnified and saved harmless, out of the funds of the Corporation from and against:

- i) all costs, charges and expenses whatsoever which each Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;
- ii) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

4.12 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

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 joining in any receipt or act for conformity or for any loss, damage or expenses happening to the Corporation through the insufficiency or efficiency 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 tortuous act or any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for 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 shall happen by or through his own (wrongful and) willful act or through his own (wrongful and) willful neglect or default.

The Directors, for the time being of the Corporation, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to an authorized or approved by the Board of Directors. If any Director or Officer of the Corporation shall be employed by or shall perform services of a firm or a shareholder, Director or Officer of a Company which is employed by or performs services for the Corporation, the fact of his being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

5.0 OFFICERS OF THE CORPORATION

There shall be a President, Immediate Past President, two Vice-Presidents, a Secretary and a Treasurer and such other officers as the Board of Directors may determine by resolution from time to time. One person may hold more than one office except the office of President and Vice-President. The President and the Vice-Presidents shall be elected by the Board of Directors from among their number at the first

meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

5.1 DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other Officer appointed by the Board for the purpose, shall sign all By-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by a Vice-President, and if a Vice-President or such other Director as the Board may, from time to time, appoint for the purpose, exercises any such duty of power, the absence or inability of the President shall be presumed with reference thereto.

5.2 DUTIES OF SECRETARY

The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the Seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolution, and he shall perform such other duties as may, from time to time, be determined by the Board of Directors.

5.3 DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may, from time to time, be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may, from time to time, be determined by the Board of Directors.

5.4 DUTIES OF OTHER OFFICERS

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.

6.0 EXECUTIVE COMMITTEE

(i) The Board of Directors, wherever it consists of more than six may, from time to time, elect from among its number, an Executive Committee consisting of such number of members, not less than three, as the Board of Directors may, by Resolution, determine. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a Director. The Board of Directors may fill vacancies in the Executive Committee by election from among its number.

If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its power so long as a quorum remains in office.

- (ii) During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise (subject to any regulation which the Directors may from time to time impose), all the powers of the Board of Directors in the management and direction of the affairs of the Corporation, (save and except only such acts as must by law be performed by the Board of Directors themselves), in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors.
- (iii) Subject to any regulations imposed from time to time by the Board of Directors, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time.
- (iv) Meetings of the Executive Committee may be held at the Head Office of the Corporation, or at any other place in or outside of Ontario.
The Executive Committee shall keep Minutes of meetings, in which shall be recorded all action taken by it, which Minutes shall be submitted as soon as practicable to the Board of Directors.

7.0 OPI STANDING COMMITTEES

7.1 NOMINATING COMMITTEE

The Nominating Committee will be appointed by the President no later than thirty (30) days following the date of the Annual Meeting and will consist of the following members:

- (i) Two members of the Board of Directors;
- (ii) Two members in good standing of the Institute chosen from general membership.

The President shall submit his appointments to the Board of Directors for its approval.

7.2 MNR LIAISON COMMITTEE

The Committee shall liaise with the Ontario Ministry of Natural Resources to represent the objectives of the Institute and report back to the Members.

The Committee will be chaired by the President and will consist of the Executive and the Immediate Past President.

7.3 FORWARD PLANNING COMMITTEE

The Committee shall meet to discuss future issues of the Institute, and make recommendations to the Board of Directors to address these issues. The Chairman will be appointed by the President. The Committee will consist of Past Presidents of the Institute who remain active members, and other members appointed by the President, as required.

7.4 AD HOC COMMITTEES

The Board of Directors may form Committees to work on specific issues on behalf of the Board. The Committee Chairs will be appointed by the President. Any member may volunteer to sit on, or resign from, any Ad Hoc Committee by duly notifying the President.

8.0 EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or a Vice-President and by the Secretary, and the Secretary shall affix the Seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, a Vice-President, Treasurer or by any person authorized by the Board.

The President, the Vice-President, the Directors, Secretary or Treasurer, or any one of them or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the Corporate Seal, any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may at any time by Resolution, direct the manner in which the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

8.1 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation, required by the By-laws of the Corporation or by any applicable statute or law, are regularly and properly kept.

8.2 CHEQUES, ETC.

All cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by Resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release verification slips.

8.3 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be elected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall, from time to time, be determined by the Resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Directors of the Board of Directors and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

8.4 BORROWING

The Directors may from time to time:

- (i) Borrow money upon the credit of the Corporation in such amounts and upon such terms as may be deemed necessary;
- (ii) Issue bonds, debentures, debenture stock or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Directors may determine;
- (iii) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, present or future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such bonds, debentures, debenture stock or other like liabilities or any money borrowed or other debt or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions or the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

9.0 MEMBERSHIP

The membership of the Corporation shall be divided into eight categories as follows:

Category 1: Sponsoring Members

All persons, corporations, partnerships and other legal entities desiring full membership privileges in accordance with the By-laws which are admitted by the Board of Directors in accordance with the By-laws.

Category 2: Sustaining Members

All persons, corporations, partnerships and other legal entities desiring full membership privileges in accordance with the By-laws which are admitted by the Board of Directors in accordance with the By-laws and who are not Sponsoring Members.

Category 3: Active Member

All persons who are desiring full membership privileges and are directly interested in the oil, gas or gas storage industry, are eligible to become an Active Member of the Institute in accordance with the By-Laws and admitted by the Board of Directors in accordance with the By-Laws.

Category 4: Associate Non-Voting Member

All persons who are desiring membership without the right to vote and are indirectly interested in the oil, gas or gas storage industry and spend less than 50% of their time involved in these fields, are eligible to become an Associate Non-Voting Member of the Institute in accordance with the By-Laws and admitted by the Board of Directors in accordance with the By-Laws.

Category 5: Associate Non-Voting Member

All persons who are directly or indirectly interested in the oil, gas or gas storage industry, are eligible to become an Associate Member of the Institute in accordance with the By-Laws and admitted by the Board of Directors in accordance with the By-Laws. Restricted to government personnel, academics and institutional instructors and corporate support staff. Corporate support staff are those individuals who assist active OPI members in their corporation and who wish to be members of the Ontario Petroleum Institute. These individuals should be clerks, secretaries or assistants but should not be part of a corporate technical staff.

Category 6: Student Non-Voting Member

Any person 18 years of age or older, who is engaged in or is interested in the oil, gas or gas storage industry, may be admitted as a Student Member without the right to vote for such a period as may be specified by the Board in accordance with the By-laws and admitted by the Board of Directors in accordance with the By-laws.

Category 7: Honourary Member

The Board may, by special resolution of the Board, admit as an Honourary Life Member to the Institute, any retired member who shall have been an Active Member or Associate Member for a period of not less than 15 years and who shall have made an outstanding contribution to the Institute or industry.

Category 8: Retired Member

The Board may, by special resolution of the Board, grant Retired Member status to any Active or Associated Member who:

- (i) Has retired from active practice or employment;
- (ii) Is 55 years of age or older;
- (iii) Who, with a combined total of years of age and years of membership as an Active or Associate Member, is not less than 70; and
- (iv) Was a Member in good standing at the time of retirement.

10.0 MEMBERSHIP DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may, on payment of all unpaid dues or fees, be reinstated by unanimous vote of the Board of Directors.

11.0 ANNUAL AND OTHER MEETINGS OF MEMBERS

The Annual, or any other General meeting of the members, shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members. The Board of Directors or the President or a Vice-President shall have power to call, at any time, a General Meeting of the members of the Corporation. No public notice or advertisement of members' meetings, Annual or General, shall be required, but notice of the time and place of every such meeting shall be given to each member by the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice.

11.1 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be his last address recorded on the books of the Corporation.

11.2 ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be mad notwithstanding that no quorum is present.

11.3 QUORUM OF MEMBERS

A quorum, for the transaction of business at any meeting of members, shall consist of not less than fifteen (15) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

11.4 VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent or By-laws of the Corporation, each member of the Corporation shall, at all meetings of members, be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but, before voting shall, produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hand, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a Resolution has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such Resolution. The demad for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of vote3s given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hand or at a poll, the Chairman shall be entitled to a second or casting vote.

12.0 FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of August in each year.

13.0 NOTICE

Whenever under the provisions of the By-laws of the Corporation, Notice is required to be given, such Notice may be given either personally or telegraphed or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to the Director, Officer or member at his or their address as the same appears on the books of the Corporation. A Notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed, shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any Notice, the address of any member, Director or Officer shall be his last address recorded on the books of the Corporation.

14.0 INTERPRETATION

The rules contained in the Modern Edition of Roberts Rules of Order shall govern the Institute in all cases where they are not inconsistent with these By-Laws and any special rules of order the Institute may adopt.

15.0 AMENDMENTS TO THESE BY-LAWS

These By-Laws may be amended at any regular or special meeting of the Institute by a two-thirds vote, provided that previous notice of any amendment was given to all members at least forty-eight (48) hours in advance