



CMC

CANADIAN MEAT COUNCIL
CONSEIL DES VIANDES DU CANADA

CONSTITUTION and BY-LAWS

Revised May 2010

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Canadian Meat Council CONSTITUTION and BY-LAWS

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ARTICLE 100 – NAMES

101 The name of the organization in English shall be

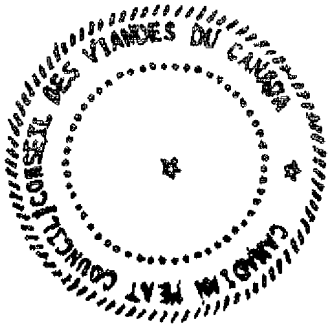
Canadian Meat Council

102 The name of the organization in French shall be

Conseil des Viandes du Canada

103 The English and French names of the organization may be used separately or together.

104 The official mark and corporate seal of the organization shall be in the form impressed hereon:



105 The Canadian Meat Council - Conseil des Viandes du Canada is and shall be the successor to Meat Packers Council of Canada - Conseil des Salaisons du Canada, incorporated in the Province of Ontario in 1961 and founded in 1919 as the Industrial and Development Council of Canadian Meat Packers.

106 Throughout its Constitution and Bylaws the organization may be referred to simply as the "Council".

120 The head office of the Council shall be located in the City of Ottawa in the Province of Ontario.

ARTICLE 200 – AIMS

The aims of the Council shall be:

- 201 Represent the federally inspected Canadian meat packing/processing industry and be responsive to membership needs.
- 202 Provide a forum for Council members to discuss and consider matters of mutual interest, serve as a vehicle for expressing collective views of the membership and act as a spokesman for the industry.
- 203 Promote high standards of industry integrity and a wide range of safe, wholesome, nutritious meat products.
- 204 Promote free and expanding markets for products of Council's packers and processors and suppliers of goods and services.
- 205 Maintain effective communications with various levels of government, and all elements of food production, processing, distribution and retailing, with consumer organizations, the research and academic community and the news media with respect to all matters that impact the meat processing industry in Canada.
- 206 Enhance the competitive capability of the federally inspected Canadian packers and processors of meat.

ARTICLE 300 - POLICIES

In pursuit of its stated aims the Council shall:

- 301 Actively recruit as members all those elements of the meat processing industry operating under the provisions of the Meat Inspection Act of Canada or equivalent federal legislation of a foreign government recognized by Canada who meet the agreed criteria of membership.
- 302 Maintain a system of free and open dialogue within the organization in order to identify and respond to the current and future needs of the members, to regularly review progress and to communicate Council achievements and membership benefits.
- 303 Develop a structure that is generally reflective of the membership, recognizing both regional and sectorial interests, which clearly defines functional and line relationships between the members, Committees and divisions, the Executive and the staff.
- 304 Operate a system of financial management which incorporates an equitable basis of membership assessment, a schedule of staff benefits and compensation that is generally comparable to meat industry and association management practice, and notwithstanding a general intent to annually balance the operating budget, an appropriate contingency reserve; all aspects of financial management to be subject to periodic review.
- 305 Strive to achieve industry consensus, and as a result proclaim a Council position, with respect to any public issue which impacts on the meat processing industry in Canada, thereby strengthening the role of the organization as industry spokesman.
- 306 Strive to achieve full public knowledge and appreciation of the meat processing industry in Canada, including its economic importance, efficiency and vital role in the conversion of livestock into safe and nutritious food and other useful products and facilitate the promotion and development of both domestic and export markets for meat products.
- 307 Foster a dynamic interface with the key segments of the Canadian livestock and meat industry, in support of the economic vitality of the industry and a consistent supply of high quality meat.

ARTICLE 400 - MEMBERSHIP

In pursuit of its stated aims and policies the Council shall actively recruit members in the following categories and in accordance with the definitions described therein.

MEMBERSHIP CATEGORIES

- 410 A **regular member** shall be any person, partnership, co-operative or corporate firm with a significant business interest in the operation of one or more establishments under the authority of the Meat Inspection Act of Canada or equivalent federal legislation of a foreign government recognized by Canada wherein one or more species of food animals, as defined in the Meat Inspection Act of Canada, are slaughtered and/or meat there from is prepared and/or processed for human consumption.
- 411 An **associate/meat member** shall be any person, partnership, co-operative or corporate firm who does not qualify for regular membership but who operates one or more establishments registered under the authority of the Meat Inspection Act of Canada wherein meat is prepared and/or processed for human consumption, the operation of said establishments being secondary to significant business interests in such as the production of meat animals and/or the sale of meat and/or meat products through affiliated retail stores and/or food service establishments.
- 412 An **associate/rendering member** shall be any person, partnership, cooperative or corporate firm who operates one or more approved rendering plants under the Meat Inspection Act of Canada.
- 413 An **associate/foreign member** shall be any person, partnership, co-operative or corporate firm operating one or more establishments under the authority of meat inspection legislation of a foreign government which is equivalent to the Meat Inspection Act of Canada, but who does not operate an establishment in Canada.
- 414 An **associate/supplier member** shall be any person, partnership, cooperative or corporate firm who provides goods and/or services to the Canadian meat processing industry.
- 415 An **honourary member** shall be any person who, in the judgment of the majority of the Board of Directors has made a very significant contribution to the Canadian meat processing industry and the Canadian Meat Council and is deserving of special recognition. Recommendations for Honourary Member(s) shall be made by the Nominating Committee.
- 416 A **subscriber** shall be any person, partnership, co-operative or corporate firm who is not eligible for Council membership but is desirous of receiving specific and limited information services from the Council.

PRIVILEGES AND DUTIES OF MEMBERS

- 420 All regular members shall be entitled to enjoy, equally and impartially, the rights and privileges secured through membership.
- 421 Each regular member shall annually designate one person, preferably a senior officer responsible for meat activities, to serve as its official representative to the Council and at Annual or special general meetings of members called to review and discuss current business or policy matters. Alternates may be named to act, when necessary, in lieu of the official representative.
- 422 Each regular member shall confirm to the Council, in advance of an Annual general meeting of members, the name of its official representative or alternate, and shall advise the Council as to any subsequent changes in representation.
- 423 Only regular members official representatives, or their accredited alternates, may vote on matters coming before an Annual or special general meeting of members. Each regular member shall be entitled to have any of its Executive officers, plant managers or other authorized representatives in attendance at such meetings, but without voting privileges.
- 424 The regular members official representatives, or their alternates, acting within an Annual or special general meeting of members, may, by motion and vote, issue such directives or delegate such responsibilities to the Executive and/or Board as they may judge to be in the best interest of the Council.
- 425 Each associate member (associate/meat, associate/rendering, associate/supplier) shall annually designate one person to serve as its official contact with Council. Said contacts may, as a privilege and without voting rights, attend Annual or special general meetings of Council, subject to a formal motion and notice by the Executive to prohibit their presence at all or a particular portion of said meeting.
- 426 Associate members (associate/meat, associate/rendering, associate/supplier) shall receive all general Council communications and such other benefits that the Executive may, from time to time, specify.
- 427 Honourary members of Council may attend all Annual or special general meetings of Council, without voting rights. They shall receive all general Council communications.
- 428 Subscribers to Council services shall be entitled to only said services and shall not be invited to attend Annual or special general meetings of members or participate in any Council activities that are normally restricted to members.

MEMBERSHIP PROCEDURES

- 430 Application for membership shall be submitted in writing on a form as approved by the Board of Directors and shall be subject to classification and approval by the Board of Directors. The Board of Directors may decline any application for any reason it deems sufficient.
- 431 The membership application form shall require disclosure of all affiliate, subsidiary or parent organizations and principal ownership of the applicant. Further, in the event that the ownership or the business character of a member firm changes, the Board of Directors may, at its discretion, require that such firm submit a new application and that membership be re-approved and/or re-classified.
- 432 The membership application form shall require disclosure of all establishments registered under the authority of the Meat Inspection Act of Canada, or equivalent federal legislation of a foreign government recognized by Canada with their respective establishment numbers.
- 433 The membership application form may request such description of operational interest areas as the Board of Directors may require to recognize any divisional representation that may be appropriate.
- 434 Membership in the Council shall continue until a member terminates its membership or until its membership is terminated or suspended by the Board of Directors for cause.
- 435 A member wishing to withdraw from membership shall give notice in writing to the Council and shall be responsible for membership dues up to and including the month of resignation.
- 436 The Board of Directors may suspend or terminate the membership of any member who, in the Executive's opinion, is no longer eligible for membership, who has failed to pay membership dues, or has done anything contrary to the aims and policies of the Council or in contravention of its Bylaws.
- 437 The Board of Directors may require members to annually verify status of principal ownership, of affiliate, subsidiary or parent organizations and of all establishments registered under the Meat Inspection Act of Canada or equivalent federal legislation of a foreign government recognized by Canada as called for in original applications for membership.
- 438 The Board of Directors may, by resolution, delegate any portion or all of the responsibility for membership approval, as defined in Articles 430 to 437 inclusive.

MEMBERSHIP DUES

- 440 Each member binds himself to pay membership dues promptly, and to submit, on request, such operational information as the Council may periodically require for the calculation of membership dues or assessments. All dues outstanding must be paid before a representative of any member may serve on the Board of Directors, or hold any office in the Council or Committees, or exercise any other privileges of membership as provided by the Bylaws.
- 441 Operational information required for the basis or formula used in determining membership dues shall relate to all establishments under the control of, subsidiary to, or affiliated with the member and registered under the Meat Inspection Act of Canada or equivalent federal legislation of a foreign government recognized by Canada and shall be certified by a responsible officer of the member.
- 442 The basis or formula used in determining membership dues, and the level of annual dues to be assessed from individual members, shall be determined by resolution at an Annual general or special meeting of members.
- 443 Annual dues shall be payable quarterly in advance, or as otherwise determined by resolution at any general meeting.
- 444 Any assessments for special purposes, not provided for in the regular budget but subsequently approved by the Board of Directors or at a general meeting, shall be pro-rated on the same basis as, or included with, regular membership assessments.
- 445 Subject to the approval of the members directly affected, Committees or other specific groups of members may develop special purpose assessments pro-rated on the same basis as regular membership assessments or levied on such other basis as approved by the members directly affected.
- 446 When a membership is reclassified during the year, for any reason, the dues payable for that year shall be pro-rated, quarterly, on the basis of the applicable membership categories.

ARTICLE 500 – AUTHORITY

BOARD OF DIRECTORS

- 510 Between Annual or general meetings, the general policy forum of the Council will be the Board of Directors.
- 511 The Board will be comprised of the Immediate Past President; up to 18 elected regular members, broadly representative of the interests of the regular members, elected from the member representatives or alternates, of which a minimum of two-thirds must represent Canadian based firms; and up to four representatives of the associate member firms (as described under 411 to 414). Up to two would be elected by the associate members, and up to two would be nominated by the Nominating Committee and elected by the regular members. If the Immediate Past President is not available to serve, then an additional Director shall be elected from the regular members.
- 512 The Chair of a regional committee, if not already a Director, shall serve as a Director of the Board, ex officio, and without voting privileges.
- 513 Directors will be elected at the Annual Meeting of Members of the Council.
- 514 Observer status at meetings of the Board is provided, with notice, to member representatives or their alternates, of those firms not represented on the Board.
- 515 Directors shall be permitted to attend meetings of the Board of Directors by naming an alternate to represent them at such meeting provided that such alternate shall not have the rights to vote or be counted in any quorum of the Board of Directors.
- 516 Should a vacancy occur on the Board of Directors, the election of a replacement Director for the unexpired term shall be considered at a general meeting or at a meeting of the Board.
- 517 Meetings of the Board shall be at the call of the President, or on a schedule as otherwise decided by the Board. A special meeting of the Board shall be called by the President at any time upon written application by any seven (7) members of the Board.
- 518 Members of the Board shall serve without remuneration.
- 519 Directors may make decisions between Board meetings on issues that require a timely response through communication via fax or internet email.

EXECUTIVE COMMITTEE OF THE BOARD

- 520 The general business affairs of the Council shall be administered by an Executive comprised of the Immediate Past President and a minimum of six (6) and a maximum of eight (8) Directors elected from and by the Board immediately following the Annual Business Meeting. In the event the Immediate Past President is no longer entitled to be a member of the Executive, then a minimum of seven (7) Directors and a maximum of nine (9) Directors shall be elected from and by the Board. The Executive shall be broadly representative of the various interests of regular members.
- 521 The Executive shall exercise general oversight over the business and financial affairs of the Council, approve all annual and interim statements of receipts and disbursements; appoint a Finance Committee to recommend a budget for presentation at the Annual Meeting; appoint and prescribe the duties of the Executive Director; and assume such other responsibilities as are provided in the Bylaws, or which are required under the Corporations Act.
- 522 Meetings of the Executive shall be held at the call of the President, or on a schedule as otherwise decided by the Executive for the transaction of regular business. Five days notice in writing of meetings shall be given each member of the Executive, such notice to indicate the main items of business to come before the meeting. A special meeting of the Executive shall be called by the President at any time upon written application of any three (3) members of the Executive.
- 523 Whenever any vacancy occurs on the Executive, the election of a replacement for the unexpired term shall be considered at a meeting of the Board. Should any vacancy occur with respect to any of the elected Officers of the Council, the Board of Directors shall proceed to elect a successor for the unexpired term as soon as possible.

When a vacancy arises due to the resignation of the President during the term of office, it is generally accepted to:

- invite the Immediate Past President to consider completing the term of office.
- if the Immediate Past President is unable to serve, the First Vice President shall be invited to fill the unexpired term of office.

- 524 **Designation of a First Vice-President**
The Nominating Committee will annually designate one of the Vice Presidents – the individual in line to next move into the office of the President- as First Vice President of the Council.
- 525 Members of the Executive shall serve without remuneration.

COMMITTEES

- 530 Regular standing or special Committees or Task Force groups may be established as deemed advisable, to deal with any phase of the Council's program.
- 531 A regional committee shall be made up of a group of members in a province or a group of provinces.
- 532 Each member of the Council may annually nominate representatives to serve on any or all of the regular standing Committees of the Council. The Board of Directors shall approve the make-up of various Committees and their terms of reference.
- 533 Each Committee shall elect a Chair and Vice-Chair to a two-year term with an election for one of the two positions held annually. Committee meetings shall be at the call of the Chair in consultation with the Executive Director. Committee Chair shall report on the activities of their respective Committees from time to time at general meetings and at the Annual Meeting.

ELECTIONS

- 540 A slate of Directors and members of the Executive shall be prepared by a Nominating Committee of not less than three or more than five members. In the absence of further nominations from the floor by members in good standing or nominations forwarded to the Council in writing at least ten days prior to the Annual Meeting, the slate shall be declared elected. Voting, if necessary, shall be by ballot or as otherwise decided by the meeting, with one official representative of each member entitled to vote. Notwithstanding the above, the associate members will elect, from among themselves, up to two of their representatives to the Board of Directors.
- 541 The Nominating Committee for the subsequent year, chaired by the Immediate Past President, shall be elected at the Annual General Meeting and shall perform its duties in accordance with the Nominating Committee Guidelines approved by an Annual General Meeting. Should a vacancy occur on the Nominating Committee, the election of a replacement Director for the unexpired term shall be considered by the Chair of the Nominating Committee or the Board of Directors.

ARTICLE 600 - OFFICERS

- 610 The Officers of the Council shall consist of a President, a Secretary, a Treasurer, a First Vice President, one or more Vice Presidents and an Executive Director.
- 611 The President and Vice-Presidents shall be members of the Executive elected by and from the Board of Directors at the time of the Annual Meeting and under normal circumstances shall continue in office until their successors have been elected at the succeeding Annual Meeting.
- 612 The Executive Director shall be a permanent salaried official appointed by the Executive.
- 613 Additional Officers may be appointed, or the number of Officers varied, by a resolution at an Annual or General meeting of the Council.
- 614 Any Officer may be removed from office for cause by a two-thirds majority vote of the members of the Board of Directors present at a special meeting called to consider such action.

PROTECTION, EXECUTIVE/DIRECTORS/OFFICERS

- 620 No Officer, Director or member of the Executive shall be liable for the acts, receipts, neglects or defaults of any other Officer, Director or member of the Executive, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Council through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Council, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Council shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

INDEMNITY, EXECUTIVE/DIRECTORS/OFFICERS

- 630 Every Officer, Director or member of the Executive and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Council, from and against.

- 631 All costs, charges and expenses whatsoever which he 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.
- 632 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.

DUTIES OF THE PRESIDENT

- 640 The President shall preside at all meetings of the Council, Executive and its Board of Directors. In the event he is unable to be present, meetings shall be conducted by the Past President or the First Vice-President, or, a chairman "*pro tempore*" may be chosen. The presiding Officer shall rule on all points of order, but his rulings shall be subject to appeal and reversal by a two-thirds majority vote.
- 641 The President shall authorize the calling of general meetings of the Council and meetings of the Executive and Board of Directors, where no regular meeting times have been otherwise fixed. He shall call special meetings of the Board, Executive or of the general membership at the request of the required number of Directors, members of the Executive or members as elsewhere provided in the Bylaws.
- 642 During his term of office, the President shall perform all duties incidental and properly pertaining to his office as the chief elected Officer of the Council.

DUTIES OF THE EXECUTIVE DIRECTOR

- 650 The Executive Director shall, under the direction of the elected Officers of the Council and its Executive, have charge of the management of the Council's general program and affairs, and shall report thereon annually, and at such other times as directed.
- 651 He shall exercise general oversight over the books, accounts and records of the Council, and see that its funds are properly received and disbursed. When requested by the President, he shall submit a statement of the financial position of the Council to the Executive.
- 652 The Executive Director shall hire, dismiss, direct and supervise the employees of the Council in the performance of their duties, and, subject to the approval of the Executive, shall employ such staff and assistants as are required.
- 653 He shall carry out any other duties as requested by the Council Officers and approved by the Executive.

DUTIES OF THE SECRETARY

660 The Secretary and/or the Executive Director shall direct a designate to record the minutes of meetings, keep a roll of members and shall, as directed, issue official notices, conduct general correspondence and perform all other duties incidental to his position. The Secretary shall review the minutes of meetings prior to distribution to the Board of Directors for approval.

DUTIES OF THE TREASURER

661 The Treasurer shall direct the Executive Director or other designate to be responsible, for reviewing the books and accounts of the Council, the handling of all funds received and disbursed, and the preparing of financial statement of receipts and disbursements. The Treasurer shall review the financial statements prior to distribution to the Board of Directors for approval.

ARTICLE 700 - MEETINGS

- 710 The Council shall hold an Annual Meeting within six months of the end of each fiscal year, at the time and place approved by the Board of Directors, for the purpose of electing members of the Board, reviewing the finances of the Council and approving its budget, hearing reports and transacting such other business as may be necessary.
- 711 Members shall be given written notice of the annual Meeting at least 15 days prior to its time, with the main items of business indicated.
- 712 General meetings of the Council members may be convened at the call of the President, or on a regular schedule as may be decided. Special meetings shall be convened at the written request of any six members or on the recommendation of the Executive.
- 713 The official representatives of members shall be given advance notice of all general meetings in writing or otherwise, such notice to include an outline of the main agenda for discussion. Five days notice shall be given for regular meetings, unless by common consent, the usual notice is waived to deal with an emergent matter at a special meeting.
- 714 The order of business for Annual or general meetings, unless varied by the Chairman with common consent shall be:
- * Minutes of the Previous Meeting
 - * Business Arising out of the Minutes
 - * Communications
 - * Report of the President
 - * Report of the Executive Director
 - * Finance Report
 - * Auditor's Report
 - * Appointment of New Auditor
 - * Reports of Committees
 - * Election of Directors
 - * Unfinished Business
 - * New Business and Motions
 - * Adjournment

QUORUMS

- 720 At any Annual or special meeting of the Council, of which notice has been given, in accordance with the Bylaws, ten (10) members in good standing shall constitute a quorum for the transaction of any required business, provided that at least four (4) of the members present represent firms which both slaughter and process livestock.
- 721 At a duly authorized meeting of the Executive, of which the required notice has been given, three (3) members of the Executive shall constitute a quorum.
- 722 At any duly authorized meeting of the Board, of which the required notice has been given, seven (7) members of the Board shall constitute a quorum.

OFFICIAL NOTICES

- 730 Any notice, communication or other document to be given by the Council to a member, member of the Executive, Director, Officer or Auditor of the Council, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Council or if mailed by prepaid ordinary or airmail in a sealed envelope addressed to him at his last address as recorded in the books of the Council or if sent by any means of wire or wireless or any other form of transmitted or recorded communication, including by fax and internet.
- 731 The Council may change the address on the books of any member in accordance with any information believed by him to be reliable. A notice, communication or document, so delivered, shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
- 732 In computing the date when notice must be given under any provision of the Letters Patent or Bylaws requiring a specified number of days notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.
- 733 The accidental omission to give any notice to any member, member of the Executive, Director, officer, or Auditor, or the non-receipt of any notice by any member, Director, Officer or Auditor, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

734 Any member (or his duly appointed proxy), member of the Executive, Director, Officer or Auditor, may waive any notice required to be given under any provision of the Letters Patent or Bylaws of the Corporations Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ADJOURNED MEETINGS

740 Any meeting of the Council, of the Executive, or Board of Directors called, may be adjourned by the Chairman to a subsequent time for lack of a quorum or other valid cause. It shall then be the duty of the President to authorize the calling of another meeting as soon as possible thereafter.

ARTICLE 800 - FINANCE

BANKING ARRANGEMENTS

810 The banking business of the Council, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Executive may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Council's behalf by such one or more Officers and/or other persons as the Executive may designate, direct or authorize from time to time by resolution and to the extent therein provided, including but without restricting the generality of the foregoing, the operation of the Council's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Council; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer of such banker to do any act or thing on the Council's behalf to facilitate such banking business.

EXECUTION OF INSTRUMENTS

820 Deeds, transfers, assignments, contracts and obligations on behalf of the Council shall be signed by the President or a Vice-President or a Member of the Executive and by the Secretary or the Treasurer or the Executive Director or another Member of the Executive, and the impression of the corporate seal shall be affixed to such instruments as require the same.

821 Notwithstanding any provisions to the contrary contained in the Bylaws of the Council, the Executive may at any time, and from time to time, direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Council may or shall be signed.

FISCAL YEAR

830 The fiscal year of the Council shall end on the 31st day of December in each year.

BORROWING

The Executive may from time to time:

- 840 Borrow money upon the credit of the Council in such amounts and upon such terms as may be deemed necessary.
- 841 Issue bonds, debentures, debenture stock or other like liabilities of the Council whether constituting a charge on the property of the Council 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 Executive may determine.
- 842 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Council, 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 Council.

ARTICLE 900 - INTERPRETATION AND AMENDMENTS

910 In this Bylaw and all other Bylaws of the Council, where the context permits or requires, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include firms and corporations; "*Executive*" shall mean the Executive Committee of the Board of Directors; "*Board*" shall mean Board of Directors of the Council; "*Letters Patent*" shall include supplementary Letters Patent; "*The Corporations Act*" shall mean The Corporations Act, R.S.O. 1960, Chapter 71 as amended from time to time or any Act that may be substituted therefore.

AMENDMENTS

920 Any proposed amendments to the Constitution and Bylaws shall be first submitted in writing to the Executive for consideration. Notice of the proposed amendments shall be given to members of the Board of Directors prior to the meeting at which such are to be discussed.

921 Amendments which are approved or recommended by a two-thirds majority vote of the Board of Directors shall be submitted to the members at the next Annual Meeting, or at a special meeting called for the purpose. The nature of any proposed amendments shall be conveyed to all members in writing at least fifteen (15) days prior to the meeting.

922 Amendments may be adopted on a two-thirds majority vote of the official representatives of the members present at any Annual Meeting or special meeting, for which proper notice has been given.