



CONCORDIA UNIVERSITY ALUMNI ASSOCIATION



GENERAL BY-LAWS

I. NAME

The Association shall be known as the Concordia University Alumni Association ~~Inc.~~ (the "Association").

The name of the Association shall be used in all correspondence, contracts, and agreements of whatever kind executed by the Association and ~~any~~ notices emanating from the Association or its chapters as hereinafter provided ~~shall bear the said name of the Association.~~

II. OBJECTIVES

The objectives of the Association are:

- a) ~~To~~ encourage the fellowship of ~~graduates from~~ alumni and alumnae (collectively, "alumni") of Concordia University and alumni of Loyola College and Sir George Williams University (the two founding institutions) ~~and graduates from of~~ Concordia University) (collectively, the "University") through social, educational and cultural activities; ~~and~~
- b) ~~To~~ establish and maintain a link with and among all ~~graduates~~ alumni of the University, the University and with the community at large; ~~and~~
- c) ~~To~~ preserve and promote the interests of the University through alumni involvement in its future and governance; ~~and~~
- d) ~~To~~ participate and assist in the promotion of the University as a major institution of higher learning through fundraising and student recruitment; ~~and~~
- e) ~~To~~ develop an awareness by the students of the University in the Association by the furthering of student welfare; ~~and~~
- f) ~~To~~ promote the establishment of chapters of the Association ~~by organizing and supervising the meetings thereof on a regular basis~~ and acting as a voice for them; ~~and~~
- g) ~~To strengthen the relationship among~~ to preserve and honour the legacy and heritage of the Loyola Alumni Founding Chapter and the Sir George Williams University Alumni Founding Chapter, ~~the two founding institutions of the Association, with the intent to preserve their legacy, to coordinate~~ by coordinating

their activities, ~~and to~~ jointly ~~participate~~participating in the solicitation of funds and ~~promote~~promoting a common interest by all alumni in the University; ~~and~~

~~h) To encourage the participation from current University students in its activities.~~

~~i) To preserve the heritage of Sir George Williams University, Loyola College and the University as per the Letter of Understanding in accordance with one or more letters of understanding~~ signed by representatives of the former entities of the Loyola Alumni Association Inc., the Association of Alumni of Sir George Williams University, the Concordia University Alumni Association (pre-amalgamation) and the University; and

h) to encourage the participation from current University students in its activities.

III. HEAD OFFICE

The ~~Head Office~~head office of the Association shall be at such location in the City of Montreal as shall from time to time be fixed by the Board of Directors.

IV. FINANCIAL YEAR

The financial year of the Association shall end on the thirtieth (30th) day of April in each year, or at such other time as may be determined by the Board of Directors.

V. MEMBERSHIP

Sec. 1 ~~=~~ Qualifications

The following persons shall automatically be eligible for membership in the Association:

~~a) All current members of the Loyola Alumni Founding Chapter and the Sir George Williams Alumni Founding Chapter;—~~

a) b) All graduates of the University;

b) e) All graduates or holders of an ~~associate diploma of Sir George Williams College or University and Loyola College;—~~

~~d) Any holder of an~~ honorary degree ~~or an associate diploma~~ from the University ~~or its founding institutions~~; and

c) e) Any person all persons who attended the University ~~or its founding institutions~~ and who completed a full academic year or its equivalent; ; provided that any such person made a written request to the University and the University confirms that such person met such criteria.

~~The following shall be eligible for membership in the Association subject to the prior approval of the Board of Directors following the written request by a person described below:~~

~~a) Any friend of the University who subscribes annually to its support and/or has rendered valuable service(s) to the Association or University.~~

A person eligible for membership in the Association shall become a member upon registration of ~~his/her~~such person's name in the ~~official Register~~alumni records of ~~Members kept by the Association~~University at its ~~Head Office~~head office and upon the fulfilment of such other requirements as may from time to time be deemed necessary by the Board of Directors (~~the~~a "Member"). The ~~latter~~Board of Directors may also, in its discretion, confer honorary ~~and/or~~ associate membership in the Association upon a person upon such terms and conditions as it may from time to time determine and such person shall thereby be considered a Member and such person's name shall be added to such records of the University.

Sec. 2 – Annual General ~~Meeting~~Meetings

An annual general meeting of the Members (an "Annual General Meeting ~~of the Members~~") shall be held within 180 days from the end of ~~its~~the financial year of the Association, upon such date and such time at any place in the Province of Quebec as may be fixed from time to time by the resolution of the Directors, to receive and consider the financial statements with a report from the Treasurer, and to elect such Directors as hereinafter required by these By-Laws and to consider, deal with and dispose of other business that may properly come before such meeting.

Any Annual General Meeting may also constitute a Special ~~General~~ Meeting ~~of the Members~~ to consider, deal with and dispose of any business to be considered, dealt with and disposed of at any Special ~~General~~ Meeting ~~of the Members~~.

Sec. 3 – Special ~~General Meeting~~Meetings

~~Special General Meetings~~A special meeting of the Members (a "Special Meeting") may be called at any time by order of the President or by order of the Board of Directors.

Special ~~General~~ Meetings ~~of the Members~~ shall be held at any place within the Province of Quebec as may be fixed from time to time by the President or by resolution of the Board of Directors, as the case may be.

Sec. 4 – Meetings ~~called on~~Called at the ~~demand~~Demand of the Members

It shall be incumbent upon the Directors to call a Special ~~General~~ Meeting ~~of the Members~~ whenever required to do so by the written requisition signed by not ~~less~~fewer than twenty-five (25) Members ~~of the Association~~, which requisition shall state the general nature of the business to be transacted at such ~~Meeting~~meeting.

Such ~~Meeting~~meeting must be called within two (2) weeks after receipt of such requisition and be held no later than twenty-one (21) days thereafter.

Sec. 5 – Notice of Meeting

Notice of each Annual General Meeting and of each Special ~~General Meeting of the Members~~ shall be sent by regular mail, postage prepaid, or by e-mail addressed to the Members at their respective addresses as they appear on the records of the ~~Association~~University, at least fifteen (15) days prior to the date fixed for such ~~Meeting~~meeting. Such notice may also be effected by insertion in an official publication of the Association ~~and/or~~ the University (whether hard copy or online) ~~or in a daily newspaper~~. If the address of any Member does not appear on the ~~books~~records of the ~~Association~~University, then such notice may be mailed to such address as the person sending such notice may consider to be the most likely to reach promptly such Member. No notice of the time, place or purpose of any meeting of Members, whether prescribed by ~~the~~these By-Laws or by statute, ~~need~~needs be given to any ~~Members~~Member who, in writing, including, without limitation, by e-mail, either before or after the holding of any such meeting, ~~waive~~waives such notice. Irregularities in the notice or in the giving thereof as well as the accidental omission to give notice of any ~~Meeting~~meeting to, or ~~as a~~any non-receipt of any such notice by any of the Members, shall not invalidate any proceedings at any such ~~Meeting~~meeting.

Such notice shall specify the time and place of each such ~~Meeting~~meeting. The notice of any Annual General Meeting ~~of the Members~~ may, but need not, specify the purposes of such ~~Meeting~~meeting, except that such notice shall specify in general terms any by-laws and the repeal, amendment or re-enactment of any by-laws to be sanctioned at any such ~~Meeting~~meeting, and any business which would otherwise be considered, dealt with and disposed of at a Special ~~General Meeting of the Members~~. The notice of any Special ~~General Meeting of the Members~~ shall specify in general terms any business to be considered, dealt with and disposed of at any such ~~Meeting~~meeting.

No notice of any adjourned ~~Meeting~~meeting need be given.

The signature of any notice of any meeting may be written, stamped, type-written, printed or otherwise ~~mechanically~~electronically reproduced thereon.

A certificate of the Corporate Secretary or of any other duly authorized ~~Officer~~officer of the Association in office at the time of the making of the certificate as to the transmission of any notice of an Annual General Meeting or a Special ~~General Meeting of the Members~~ shall be conclusive evidence of the sending of same and shall be binding upon every Member.

Sec. 6 – Chair

The President, or, in ~~his or her~~the President's absence, the Executive Vice-President, or, in ~~his or her~~the Executive Vice-President's absence, the Corporate Secretary ~~of the Association,~~ or, in ~~his or her~~the Corporate Secretary's absence, the Immediate Past President present at ~~such an Annual General Meeting,~~ or a Special Meeting shall preside over each ~~Meeting~~meeting of Members.

Sec. 7 – Quorum

Twenty-five (25) Members ~~of the Association~~ personally present shall constitute a quorum for the transaction of business at any Annual General Meeting or Special ~~General Meeting of Members.~~

Sec. 8 – Voting

~~Save~~Except for the election of Directors, which shall be by ballot in the event of contestation, any questions submitted to any ~~Meeting~~meeting of Members may be decided either by a show of hands of those present or by poll. In the event of a poll, each Member present may exercise one vote, the whole provided that the Directors may by resolution, in case of an emergency ~~and~~/or when time is of the essence, direct that any question may be submitted to the membership by e-mail and replies of Members received by e-mail, in which event the written vote upon any such question shall determine the disposition of any such question.

Sec. 9 – Assumption of Office

The newly elected members of the Board of Directors shall assume their duties at the close of the Annual General Meeting ~~of the Members~~ immediately following their election.

Sec. 10 – Procedure at Meetings

The ~~Chair~~chair of any meeting of ~~the~~ Members shall conduct the meeting in accordance with generally ~~following Roberts Rule of Order, The Scott, Foresman Newly Revised and Authorized Edition, and his or her~~recognized rules of corporate meeting procedure, and the chair's decision on all matters shall be conclusive and binding upon the Members, ~~save~~except where a decision of the ~~Chair~~chair shall be overruled by a vote of the majority of Members present following an appeal from such decision.

A declaration of the ~~Chair~~chair at any ~~Meeting~~meeting of ~~the~~ Members that a resolution has been carried or carried unanimously, or carried by any particular majority shall be conclusive evidence of that fact.

The ~~Chair~~chair at any ~~Meeting~~meeting of Members shall have the power at any time during the proceedings to adjourn the Meeting from time to time, and no notice of any such adjourned Meeting need be given. In the event of any such adjournment, any business which could have been considered dealt with and disposed of at the original Meeting may be considered, dealt with and disposed of at any such adjourned Meeting.

Sec. 11 – Scrutineers

The ~~Chair~~chair at any ~~Meeting~~meeting of Members may appoint two (2) persons (who may, but need not be, ~~Members of the Association~~) to act as scrutineers at such Meeting.

Sec. 12 – Participation by Communication Facilities

Any person entitled to attend a meeting of Members may participate in ~~the~~such meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate with each other during the meeting if the Association makes available such a communication facility. A person participating in a meeting by such means is deemed to be present at ~~that~~such meeting. A meeting of Members may be held entirely by telephonic, electronic or other communication facility if the requirements listed previously are met. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

VI. BOARD OF DIRECTORS

Sec. 1 – Powers and Duties

The board of directors of the Association (the “Board of Directors”) shall exercise full ~~charge and~~ control and ~~have responsibility for oversight of the Association and of~~ all activities, projects ~~and~~ policies and finances of the Association ~~as well as its finances~~ and shall be accountable ~~therefore~~therefor to the Members. Moreover, the Directors shall act with prudence and diligence and also with honesty and loyalty in the interest of the Association.

Sec. 2 – Number of Directors and Term of Office

~~a) The Board of Directors shall consist of a minimum of fifteen (15) and a maximum of twenty-five (25) Directors who are Members, eight (8) of whom shall be appointed to the following offices:~~ 13 members (each, a “Director”). A Director must be a Member.

~~1) President;~~

~~2) The~~ Immediate Past President;

~~3) Executive Vice-President;~~

~~4) Corporate Secretary;~~

~~5) Treasurer;~~

~~6) One or more Vice-Presidents as appointed by~~ shall be an ex officio member of the Board from time of Directors with the right to time; vote.

~~7) The~~ President of the Loyola Alumni Founding Chapter or ~~his or her~~the nominee; ~~and 8) — thereof shall be an ex officio member of the Board of Directors with the right to vote so long as the Loyola Alumni Founding Chapter is able and willing to~~

delegate a representative to the Board of Directors. The President of the Sir George Williams University Alumni Founding Chapter, or ~~his or her~~the nominee:

~~b) At least two (2) thereof shall be an ex officio member of the Board of Directors from affinity, faculty or geographic chapters and/or committees associated with the right to vote so long as the Sir George Williams University.—~~

~~c) At least two (2) Directors selected from among the Members of the Association, depending on the number of available seats on Alumni Founding Chapter is able and willing to delegate a representative to~~ the Board of Directors.

~~d)~~ The Board of Directors shall ensure that the terms for Directors are staggered to allow for an appropriate number of Directors to come up for election or re-election every year.

~~The two (2) representatives of the Association on the Board of Governors of the University shall be Directors and/or former Directors of the Association.~~

With the exception of the Immediate Past President ~~and ex officio Directors~~, Directors ~~are~~shall be elected for a term of two (2) years, with the possibility of renewing their mandate for three (3) additional consecutive two (2)-year terms; provided that if a Director is serving as an ~~Officer~~officer of the Association at the end of a third (3rd) additional consecutive two (2)-year term, then ~~said~~such Director's mandate may be renewed for one (1) additional two (2)-year term (for a total of four (4) additional consecutive two (2)-year terms). The term of the Immediate Past President on the Board of Directors in such capacity is for a maximum term of two years.

The Senior Director, Alumni Advancement Relations ~~or his, of the University~~ or ~~her~~a representative of the Senior Director, Advancement Relations, of the University shall be an ex officio ~~member of~~observer on the Board of Directors and sit as observer of and consultant to the Board of Directors with the right to speak, but with no right to vote.

~~If the Immediate Past President is unwilling or unable to serve as Director, the number of Directors to be elected may be increased by one (1).~~

Sec. 3 – Filling Vacancies

The Board of Directors may, by resolution, fill any vacancy which may occur on the Board of Directors, for whatever reason, and the newly appointed Director shall hold office for the remaining term of the ~~director he or she~~Director such newly appointed Director is replacing until the next ~~annual general meeting~~Annual General Meeting following ~~the said~~such term or until the election of ~~his or her successor.~~ ~~However, should a~~such newly appointed Director's ~~position become vacant in the first four (4) months of taking office, the Nominating Committee must recommend a replacement to the Board of Directors~~successor.

Sec. 4 – Notice and Number of Meetings

There shall be held during the academic year a minimum of ~~five~~four (54) meetings of the Board of Directors, held at such times and places as the Board of Directors may determine. Meetings of the Board of Directors may be called by or on the order of the President or ~~the Executive Committee, or~~ by or on the order of two Directors, and may be held at any place within the Province of Quebec. Notice, specifying the place, hour and day shall be sent by regular mail, postage prepaid, or by e-mail, addressed to each of the Directors at their respective addresses as they appear on the ~~books~~records of the ~~Association~~University.

In case of an emergency, notice may be given by e-mail, telephone or otherwise and any failure to give written notice as required by these By-Laws shall not invalidate the proceedings at such meeting.

The Board of Directors may by resolution from time to time provide for the holding of regular ~~Meetings~~meetings of the Board of Directors at such time and place, within the Province of Quebec, with or without notice, as may be determined by such resolution.

The Directors may, if all the Directors consent, participate in a meeting of the Board of Directors by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other. ~~They are then~~A Director participating in a meeting by such means is deemed to be present at such meeting. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

A resolution in writing, signed by all the Directors entitled to vote on such resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Directors.

Sec. 5 – Procedure at Meetings

The ~~Chair~~chair of any meeting of the Board of Directors shall conduct the meeting in accordance with generally ~~following Roberts Rule of Order, The Scott, Foresman Newly Revised and Authorized Edition, and his or her~~recognized rules of corporate meeting procedure, and the chair's decision on all matters shall be conclusive and binding upon the Directors, ~~save~~except where a decision of the ~~Chair~~chair shall be overruled by a vote of the majority of Directors present following an appeal from such decision.

A declaration of the ~~Chair~~chair of any ~~Meeting~~meeting that a resolution has been carried or carried unanimously, or carried by any particular majority shall be conclusive evidence of that fact.

Sec. 6 – Chair

The President or, in ~~his or her~~the President's absence, the Executive Vice-President, or, in ~~his or her~~the Executive Vice-President's absence, the Corporate Secretary ~~of the Association,~~ or, in ~~his or her~~the Corporate Secretary's absence, the Immediate Past President present at such Meeting, shall preside over each Meeting of the Board of Directors.

Sec. 7 – Quorum

A majority of the ~~members of the Board of~~ Directors then in office shall constitute a quorum for the transaction of business at a meeting of Directors.

Sec. 8 – Vacation of Office

The office of a Director shall automatically be vacated when such Director:

- a) ~~He or she~~ submits a written resignation to the Board of Directors;
- b) ~~He or she~~ ceases to be a Member ~~in good standing~~ of the Association;
- c) ~~He or she~~ misses three (3) consecutive meetings of the Board of Directors without just cause acceptable to the Board of Directors;
- d) ~~He or she~~ is removed from the Board of Directors by a majority vote of the Members present and voting at a Special ~~General Meeting of Members~~ called for ~~that~~such purpose;
- e) is removed from the Board of Directors by a vote of at least 75% of the Directors present and voting at a meeting of the Board of Directors;
- f) ~~e) He or she~~ becomes bankrupt, assigns ~~his or her~~such Director's property for the benefit of ~~his or her~~such Director's creditors or is declared insolvent; or
- g) ~~f) He or she~~ becomes interdicted or is under protective supervision.

Sec. 9 – Voting

All Directors, ~~including ex-officio Directors unless otherwise specified,~~ have the right to vote as members of the Board of Directors and as members of the committees of the Board of Directors upon which they serve.

a) Show of Hands

With the exception of the procedures herein provided relating to the election of ~~Officers~~officers and others, all other questions submitted to any meeting shall be decided in the first instance by a show of hands.

b) **Polls**

- 1) **Right to Poll** – After a show of hands, the ~~Chair~~chair of a meeting may require, or any Director ~~in good standing~~ present at ~~the~~such meeting and entitled to vote, may demand a poll.
- 2) **Withdrawal of Demand** – A demand for a poll may be withdrawn at any time prior to the taking of the poll.
- 3) **Procedure** – A poll on the question shall be taken in such manner as the ~~Chair~~chair of the meeting shall direct.

Sec. 10 – Recording of Vote

Unless a poll be so required or demanded, a declaration by the ~~Chair~~chair of the meeting that a resolution has been carried or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the proceedings at ~~the~~such meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

~~Sec. 11~~

Sec. 11 – Representation on the Board of Governors of the University

The two (2) representatives of the Association on the Board of Governors of the University shall be Directors and/or former Directors and shall be selected by the Board of Directors.

When selecting representatives of the Association on the Board of Governors of the University, due consideration shall be given to candidates with a strong knowledge of the history, structure, strategies, programs and offerings of the University and the Association, as well as a strong knowledge of the values and legacy of its founding institutions and its alumni associations, in addition to having a good track record of community service and engagement with the Association.

The two (2) representatives of the Association on the Board of Governors of the University shall act as the Association's official liaison with the University's Board of Governors. Such representatives shall attend the meetings of the Board of Governors of the University and shall make themselves available on an alternate basis to report to the Board of Directors and perform other duties relating to their office as may be requested by the Board of Directors.

In the event that a representative of the Association on the Board of Governors of the University becomes unable to complete such representative's term of office, the Board of Directors may elect a representative to complete such term, the whole subject to the approval of the Board of Governors of the University.

Sec. 12 – Adjournment

The ~~Chair~~chair of a meeting may, with the consent of a majority of Directors present at any meeting, adjourn ~~the same~~such meeting from time to time and no notice of such adjournment need be given to the ~~members thereof~~Directors, except that when a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Any business may be brought before or dealt with at the adjourned meeting in accordance with the notice calling such original meeting.

~~Sec. 12~~13 – Conflict of Interest

A Director shall avoid ~~placing himself or herself~~being in a situation where ~~his or her~~such Director's personal interest would be in conflict with ~~his or her~~such Director's obligations as a Director.

A Director shall declare to the Association any interest ~~he or she~~such Director has in an enterprise or association that may place ~~him or her~~such Director in a situation of conflict of interest and of any right ~~he or she~~such Director may set up against it, including, without limitation, their nature and value, where applicable, and shall declare to the Association any other situation of such Director being in a conflict of interest. ~~The~~Such a declaration of interest ~~is~~shall be recorded in the minutes of the proceedings of the Board of Directors ~~or the equivalent~~.

VII. ~~EXECUTIVE COMMITTEE~~COMMITTEES

Sec. 1 – Composition

~~The President, the Executive Vice President, the Corporate Secretary, the Treasurer, and any Vice President appointed by the Board of Directors shall form the Executive Committee of the Board of Directors and shall have the charge of the administration of the Association and, between meetings of the Board of Directors, may exercise all of the powers and perform all of the responsibilities of the Board of Directors, subject to ratification by the Board of Directors of any acts they may perform in the discharge of their duties. The Immediate Past President of the Association, the President of the Loyola Alumni Chapter and the President of the Sir George Williams University Alumni Chapter shall be ex-officio members of the Executive Committee. The Senior Director, Alumni Relations or his or her representative shall be an ex-officio member of the Executive Committee and sit as an observer of and consultant to the Executive Committee; he or she may attend such meetings and shall have the right to speak but no right to vote.~~

Sec.2 – Quorum

~~A majority of the members of the Executive Committee shall constitute quorum for the transaction of business.~~

Sec.3 – Meetings

~~The Executive Committee may, if all the Executive Committee members consent, participate in a meeting of the Executive Committee by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other. They are then deemed to be present at such meeting. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.~~

~~A resolution in writing, signed by all the Executive Committee members entitled to vote on such resolution at a meeting of the Executive committee, is as valid as if it had been passed at a meeting.~~**VIII. STANDING COMMITTEES**

~~In addition to the~~

Item. 1 – Identity of the Standing Committees

The following shall be the standing committees, of the Board of Directors:

- a) the nominating and engagement committee;
- b) the Sir George Williams University alumni endowment fund committee;
- c) the Concordia University Loyola Medal committee;
- d) the alumni awards and recognition committee;
- e) the philanthropy committee; and
- f) the corporate governance and human resources committee.

Item. 2 – Governance

The Board of Directors may from time to time, by resolution, ~~form additional~~ amend the names of the standing committees as required and will appoint all members of the Board of Directors and determine the rules, procedures and terms of reference of the standing committees of the Board of Directors, including, without limitation, the selection and composition of such standing committees, the duties of such standing committees and the rules and procedures of the meetings of such standing committees and determine the responsibilities thereof.

Sec. 1 – ~~NOMINATING COMMITTEE~~ 2 – OTHER COMMITTEES

Item. 1 –Composition

~~The Nominating Committee shall be appointed annually by the Board of Directors on or prior to December 31 of each year. The committee will consist of five (5) to seven (7) individuals, three (3) of whom shall be the Senior Director, Alumni Relations or his or her representative, the President of the Loyola Alumni Chapter and the President of the Sir George Williams University Alumni Chapter, or each of their respective representatives. The Board appoints all members of the Nominating Committee and the chair of such committee.~~

Item. 2 – Quorum

~~A majority of the members of the of the Nominating Committee shall constitute quorum for the transaction of business.~~

Item. 3 – Duties

~~The principal duties of the Nominating Committee shall be to meet at least twice annually during its term of office to: identify potential members of the Board of Directors, the Executive Committee and members of any other committee of the Board of Directors as provided herein or as may be requested by the Board of Directors and determine strategies for their recruitment; propose to the Board of Directors members for election or re-election to the Board of Directors and for the appointment of the members of the Executive Committee and members of any other committee of the Board of Directors as provided herein or as may be requested by the Board of Directors; propose to the Board of Directors candidates for the two (2) positions on the Board of Governors, and if requested by the Board of Directors, the Nominating Committee shall propose to the Board of Directors candidates for the Standing Committees of the University, and, any one of its faculties and/or departments as well as any University affiliated group or association; and annually review, develop and recommend to the Board of Directors policies and procedures for nomination, re-election and election.~~

Identity of the other Committees

In addition to the standing committees of the Board of Directors, the Board of Directors may from time to time, by resolution, form additional committees, as required.

Item. 42 – Procedure on Nominations and Elections

~~On or before June 1 of each year, the Nominating Committee shall transmit to the Corporate Secretary of the Association a list of candidates for the elective seats available on the Board of Directors of the Association pursuant to these By-Laws, which list shall be submitted to the Board of Directors for its consideration at a subsequent meeting of the Board of Directors.~~

Item. 5 – Nominations by Members

~~Any ten (10) Members of the Association qualified to vote may recommend any qualified Member for the office of Director provided that their written notice of such nomination shall be deposited by mail or otherwise in the hands of the Chair of the Nominating Committee on or before February 1 of the applicable year.~~

Item. 6 – Meetings

~~The committee may, if all the committee members consent, participate in a meeting of the committee by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other. They are then deemed to be present at such meeting. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.~~

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

Sec. 2 – SIR GEORGE WILLIAMS UNIVERSITY ALUMNI ENDOWMENT FUND COMMITTEE

~~The Sir George Williams University Alumni Endowment Fund Committee shall be appointed by the members of the Sir George Williams University Alumni Founding Chapter on or prior to October 31 of each year. The committee shall consist of three (3) members who shall elect a chair from amongst them.~~

~~The committee shall be responsible for the allotment of the number and value of scholarships and bursaries to be issued from the distributed income of the Association of Alumni of Sir George Williams University Scholarship & Bursary Endowment Fund as provided by the University. If the Sir George Williams University Alumni Founding Chapter is no longer able or willing to delegate the three (3) members, then the Nominating Committee of the Association shall identify and select representatives to serve on the Sir George Williams University Alumni Endowment Fund Committee.~~

~~The committee may, if all the committee members consent, participate in a meeting of the committee by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other. They are then deemed to be present at such meeting. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.~~

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

~~Sec. 3 – CONCORDIA UNIVERSITY LOYOLA MEDAL NOMINATING COMMITTEE~~

~~The recipient of the Loyola Medal shall be an individual whose character, philosophy and contribution have enriched the heritage of Canada and humanity. In 1989, it was agreed that the Loyola Medal would be established as an award by the University and awarded every two (2) or three (3) years to an outstanding individual who meets the specified criteria:~~

- ~~1. Recipients shall be outstanding citizens as evidenced by their character and life philosophy and who have made a significant contribution to Canada.~~
- ~~2. They shall embody the ideals and spirit which characterized Loyola College. Recipients will be individuals whose receipt of the award will bring prestige to both the Concordia and Loyola names.~~

~~As such, the Concordia University Loyola Medal Nominating Committee shall establish its own selection procedure and makes a final recommendation to the Honorary Degree and Convocation Committee of the University's Board of Governors and it is the Board of Governors that makes the final decision on the recipient of the Loyola Medal.~~

~~The Concordia University Loyola Medal Nominating Committee shall be chaired by the President of the Loyola Alumni Founding Chapter and, in addition, shall be composed of three (3) representatives of the Loyola Alumni Founding Chapter and three (3) representatives of the University. If the Loyola Alumni Founding Chapter is no longer able or willing to delegate the three (3) representatives and the Chair, then the Nominating Committee of the Association shall identify and select representatives to serve on the Concordia University Loyola Medal Nominating Committee, and it shall thereafter be chaired by the President of the Association or if the latter is unwilling or unable to do so, such other Director as determined by the Board of Directors upon the recommendation of the Nominating Committee.~~

~~The committee may, if all the committee members consent, participate in a meeting of the committee by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other. They are then deemed to be present at such meeting. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.~~

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

~~Sec. 4 – ALUMNI RECOGNITION AWARDS COMMITTEE~~

~~The members of the Alumni Recognition Awards Committee and its chair shall be appointed by the Board of Directors on or prior to December 31 of each year. The Committee shall be composed of three (3) representatives of the Association and three (3) representatives of the University.~~

~~The committee shall be responsible for selecting on an annual basis deserving alumni, students, friends, faculty and staff to receive recognition for having shown leadership and having made valuable contributions to the University and its community.~~

~~The committee may, if all the committee members consent, participate in a meeting of the committee by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other. They are then deemed to be present at such meeting. A vote may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.~~

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

Governance

The Board of Directors may from time to time, by resolution, determine the rules, procedures and terms of reference of any other committees of the Board of Directors, including, without limitation, the selection and composition of such other committees, the duties of such other committees and the rules and procedures of the meetings of such other committees.

VIII. ~~IX.~~ OFFICERS

Sec. 1 – Composition

The ~~Officers~~officers of the Association shall be the President, Executive Vice-President, Corporate Secretary, Treasurer and any Vice-President appointed by the Board of Directors, ~~who are all Members~~ and shall be elected from ~~and by~~the ranks of the Board of Directors ~~for a one (1) year term~~.

~~Each of the~~The Immediate Past President, ~~the President of the Loyola Alumni Founding Chapter, and the President of the Sir George Williams University Alumni Founding Chapter will~~ shall be an ~~ex- officio Officer~~officer of the Association.

A staff member of the Alumni ~~Relations Unit~~Advancement Office of the University shall act as the Administrative Secretary of the Board of Directors, having the right to speak but no right to vote.

Sec. 2 – Term and Election

The President, Executive Vice-President, Corporate Secretary, Treasurer and any Vice-President ~~appointed~~designated by the Board of Directors, shall be elected for a one (1) ~~year~~year term at ~~the first~~the first meeting of the Board of Directors ~~to be held~~ immediately after every Annual General Meeting.

The Board of ~~the Members~~ Directors may, by resolution, fill any officer vacancy which may occur, for whatever reason, and the newly appointed officer shall hold office for the remaining term of the officer such newly appointed officer is replacing until the next Annual General Meeting following such term or until the election of such newly appointed officer's successor.

Sec. 3 – Duties

The responsibilities of the designated ~~offices~~officers of the Association shall be as described below. The Board of Directors may appoint additional Vice-Presidents with certain responsibilities as may be required from time to time.

THE PRESIDENT ~~is~~shall be the principal executive officer of the Association and as such ~~is~~shall responsible for the administration of all of the affairs of the Association under its Constitution and these By-Laws, for overall leadership in the development of policy, organization and the achievements of the Association's objectives. Specifically, the President shall:

- a) Preside at Annual General Meetings and Special ~~General~~ Meetings ~~of the Members~~ and at meetings of the Board of Directors ~~and of the Executive Committee~~.
- b) ~~Act as~~Be an *ex-officio* member of all committees of the ~~Association~~.
- c) ~~Have the right to constitute any ad hoc committee of the Association at his or her discretion~~Board of Directors.
- c) ~~d)~~ Act as the official representative between the Association and the University administration and act in a similar capacity on all other such occasions where it is customary for an ~~Officer~~officer to do so.
- d) ~~e)~~ Act as a signing officer of the Association.
- e) ~~f)~~ Perform such other duties as may be assigned by the Board of Directors.

THE EXECUTIVE VICE-PRESIDENT ~~is~~shall be responsible for assisting the President in carrying out the objectives of the Association, and for acting for and on behalf of the President in the event of ~~his or her~~the Executive Vice-President's inability or refusal to act. Specifically, the Executive Vice-President shall:

- a) Act for and on behalf of the President when so required.
- b) ~~Act as coordinating officer of all committees of the Association~~.
- b) ~~e)~~ Perform such other duties as may be assigned by the President or Board of Directors.

THE CORPORATE SECRETARY ~~acts as custodian of all Association records, handles official correspondence and compiles and maintains accurate membership records. Specifically, the Corporate, with the assistance of the Administrative Secretary,~~ shall:

- a) ~~Maintain~~Ensure that official copies of the Constitution ~~and By-Laws~~ of the Association and these By-Laws are maintained.
- b) ~~Act~~Ensure that the Administrative Secretary acts as custodian of all records of the Association.

c) Record the minutes of all Annual General Meetings and Special ~~General Meetings of the Members~~ and at meetings of the Board of Directors ~~and the Executive Committee~~.

d) Ensure that appropriate records regarding the following are maintained:

i) attendance at meetings of the Board of Directors;

ii) ~~d) Maintain records~~ list of ~~each Director~~ the officers of the Association, showing:

~~i) Attendance at meetings;~~

~~ii) Offices held;~~ and

iii) ~~Committee assignments~~ list of the committees of the Board of Directors and of the members thereof.

e) ~~Handle~~ Ensure that official correspondence, as may be directed by the President, including, without limitation, the issuance of meeting notices, are handled".

f) Ensure that all motions and resolutions are properly moved and seconded and ~~said individuals are~~ duly recorded.

g) Perform such other duties relating to ~~his or her~~ the Corporate Secretary's office as may be requested by the Board of Directors.

THE ADMINISTRATIVE SECRETARY, in collaboration with the Corporate Secretary, ~~also acts~~ shall act as custodian of all Association records; ~~handles~~, handle official correspondence; ~~compiles~~, compile and ~~maintains~~ maintain accurate membership records and official copies of the Constitution ~~and By-Laws~~ of the Association; ~~and these By-Laws~~ and ~~maintains~~ maintain records of each Director with respect to attendance at meetings, offices held and committee assignments. The Administrative Secretary, being a non-elected office filled by a staff member of the University's Alumni ~~Relations~~ Engagement unit, shall also ~~assists~~ assist the Corporate Secretary in the performance of ~~his or her~~ the Corporate Secretary's duties as well as any other duty that may be requested by the Board of Directors, with the exception of any duty requiring the right to vote.

THE TREASURER ~~is~~ shall be responsible for the collection, the safe keeping, and the disbursement of the funds of the Association. Specifically, the Treasurer shall:

a) Prepare, in collaboration with the President, an annual budget for the Association's operation and submit it to the Board of Directors for approval.

~~b) Receive all monies from activities of the Association where tickets are sold or monies collected together with adequate substantiating details as to source.~~

- ~~b) e)~~ Review the Association's bank account, and all money received from various sources.
- ~~c) d)~~ Ensure that an adequate record of all receipts and disbursements, with enough supporting detail to meet audit requirements is maintained.
- ~~d) e)~~ Act as a signing officer of the Association.
- ~~e) f)~~ Present financial reports at every meeting of the Board of Directors to clearly indicate the true financial position of the Association.
- ~~f) g)~~ Perform such other duties relating to ~~his or her~~ the Treasurer's office as may be requested from time to time by the Board of Directors.

THE IMMEDIATE PAST- PRESIDENT ~~is~~ shall be the individual who had served as President immediately prior to the then current President and shall be responsible for assisting the President in the accomplishment of ~~his or her~~ the President's duties and supplying to the Board of Directors administrative continuity.

~~**THE PRESIDENTS OF THE LOYOLA ALUMNI FOUNDING CHAPTER AND THE SIR GEORGE WILLIAMS UNIVERSITY ALUMNI FOUNDING CHAPTER** are responsible for the advice and counsel to be given to the Board of Directors on general alumni matters as well as the protection and preservation of the legacy of the University's founding institutions.~~

~~Sec. 4 – Elections of Officers and Others~~

- ~~a) **By Ballot** — Where two (2) or more candidates are nominated by the Nominating Committee for any office in the Association, or representatives of the Association on the Board of Governors of the University, the election amongst the Directors shall be conducted by ballot.~~
- ~~b) **Scrutineers** — The Board of Directors shall appoint two (2) scrutineers, whose duty shall be to count the votes and to report the result of the ballot through the President to the body concerned.~~
- ~~c) **Deadlock** — The candidates receiving the largest number of votes shall be deemed elected. In the event of an equal division of votes, the chair of the meeting shall have a casting vote in addition to his or her vote as an ordinary member.~~

~~Sec. 5 – Representatives to the Board of Governors~~

~~When nominating alumni representatives to the Board of Governors of the University, due consideration shall be given to candidates with a strong knowledge of the history, structure, strategies, programs and offerings of the University and the Association, as well as a strong knowledge of the values and legacy of its founding institutions and its alumni associations, in addition to having a good track record of community service and engagement with the Association.~~

~~The two (2) Members of the Association, nominated by the Association to represent the alumni on the Board of Governors of the University, act as the Association's official liaison with the University's Board of Governors. The representatives shall attend the Meetings of the Board of Governors of the University and shall make themselves available on an alternate basis to report to the Board of Directors and perform other duties relating to their office as may be requested by the Board of Directors.~~

~~The Nominating Committee shall communicate the call for candidates, if needed, to Directors and former Directors of the Association, at least one (1) month prior to selection.~~

~~In the event that a serving representative to the Board of Governors of the University becomes unable to complete his or her term of office, then the Board of Directors may elect a representative to complete such term, the whole subject to the approval of the Board of Governors of the University.~~

IX. ~~X.~~ AUDITORS

Auditors, either chartered accountants or other persons qualified to practice the profession of accountancy, ~~may~~shall be appointed by the Members at ~~the~~each

Annual General Meeting ~~of the Members~~. The auditors shall examine the books of the Association and shall report in writing at ~~the next~~each Annual General Meeting.

X. ~~XI.~~ **INDEMNIFICATION AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

~~(a)~~ Sec. 1 – Liability

No Director or ~~Officer~~officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, ~~Officer~~officer or employee of the Association, or for joining any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the ~~Corperation~~Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on ~~his~~such Director's or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of ~~his~~such Director's or officer's office or in relation thereto, provided that nothing herein shall relieve any Director or ~~Officer~~officer from the duty to act in accordance with the *Companies Act*, LQLR c.C-38 (the "Act") and the regulations thereunder or from liability for any breach thereof.

~~(b)~~ Sec. 2 – Indemnification

Subject to the Act, the Association shall indemnify a Director or ~~Officer~~officer of the Association, a former Director or ~~Officer~~officer of the Association or another individual who acts or acted at the Association's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including, without limitation, an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity if:

- i. ~~The~~Such individual acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of ~~the~~such other entity for which ~~the~~such individual acted as director or officer or in a similar capacity at the Association's request; and
- ii. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, ~~the~~such individual had reasonable grounds to believe that ~~the~~such individual's conduct was lawful.

The Association shall advance the necessary moneys to a Director, ~~Officer~~officer of the Association or other such individual for the costs, charges and expenses of a

proceeding referred to previously. ~~The~~Such individual shall repay the moneys if the individual does not fulfill the aforementioned conditions.

The Association shall also indemnify such individual in all such other matters, actions, proceedings and circumstances as may be permitted or required by the Act. Nothing in ~~this by-law~~these By-laws shall limit the right of any person entitled to indemnity to claim indemnity separate and apart from the provisions of ~~this by-law~~these By-laws.

~~(e)~~ Sec. 3 – Insurance

Subject to the Act, the Association shall ~~ensure that~~use commercially reasonable efforts to purchase and maintain insurance for the benefit of an individual referred to ~~paragraph (b)~~Section 2 of this Article ~~XIX~~ against any liability incurred by ~~the~~such individual in his capacity as a Director or ~~Officer~~officer of the ~~Corporation~~Association or in ~~the~~such individual's capacity as a ~~director~~Director or officer of the Association, or similar capacity, of another entity, if ~~the~~such individual acts or acted in ~~that~~such capacity at the ~~Corporation's~~Association's request ~~is purchased and maintained~~.

XI. ~~XII.~~ SIGNED BY-LAWS AND RESOLUTIONS

All ~~By-Laws~~laws and ~~Resolutions~~resolutions of the Directors shall be made, enacted or passed at duly convened meetings. ~~Nevertheless, of the Directors;~~ provided, however, that the signature of all the Directors to any By-Law or ~~Resolution~~resolution which might be made, passed or enacted by the Directors, at a meeting of the Directors shall give to such By-Law or ~~Resolution~~resolution the same force and effect as if the same had been unanimously made, passed or enacted by all the Directors ~~respectively~~ at a meeting held to consider the same, and such By-Law or ~~Resolution~~resolution shall be considered as the minutes of a meeting of the Directors duly called for the purpose and held on the date given to the meeting by the By-Law or ~~Resolution~~resolution. ~~The~~Any By-law or ~~Resolution~~resolution may be executed in several counterparts, each of which, when so executed, shall be deemed to be an original and which counterparts together shall constitute one and the same document; the execution of ~~the~~such By-law or ~~Resolution~~resolution may be done by pdf or any other electronic means, and any signature contained hereon by pdf or any other electronic means shall be deemed to be equivalent to an original signature for all purposes.

XII. ~~XIII.~~ AFFIDAVITS & AND DECLARATIONS

The ~~Officers~~officers of the Association and such other person or persons as the Board of Directors may appoint, or any of them, or any member of the Board of Directors, are authorized and empowered to appear and make answer for the Association to all writs, orders, and interrogatories upon articulated facts issued out of any court, to declare for on behalf of the Association in answer to writs of attachment by way of garnishment in which the Association is garnishee, to make all

affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Association is a party, to make petitions in bankruptcy, or for winding up orders upon any of the debtors of the Association, to attend and vote at all meetings of creditors and grant proxies in connection therewith.

XIII. ~~XIV.~~ BANKING

Cheques, drafts, promissory notes and other instruments of a similar nature shall be signed or endorsed by such ~~Officer~~officer or ~~Officers~~officers of the Association or such other persons as the Board of Directors shall from time to time direct.

XIV. ~~XV.~~ FEES

Each Member may, in order to remain a Member in good standing of the Association, be called upon by the Board of Directors from time to time to pay an annual subscription for such a membership.

XV. ~~XVI. CHAPTERS OF THE~~ FOUNDING INSTITUTIONS CHAPTERS, CHAPTERS AND CLUBS

Sec. 1 – History

The members of ~~Loyola College of Montreal amalgamated their not for profit corporation, known as~~ Loyola of Montreal Alumni Association Inc., incorporated under Part III of the ~~Quebec Companies Act (Quebec)~~ on January 12, 1971, amalgamated with the Association on May 28, 2014 in order to preserve its legacy and to fully integrate its activities within the Association and ~~shall henceforth be~~was thereafter known as the ~~LOYOLA ALUMNI FOUNDING CHAPTER~~Loyola Alumni Founding Chapter, as per the amalgamation agreement in connection therewith.

The members of ~~Sir George Williams University amalgamated their not for profit corporation, known as~~ Association of Alumni of Sir George Williams University, incorporated under Part III of the ~~Quebec Companies Act (Quebec)~~ on September 16, 1957, amalgamated with the Association on May 28, 2014 in order to preserve its legacy and to fully integrate their activities within the Association and ~~shall henceforth be~~was thereafter known as the ~~SIR GEORGE WILLIAMS UNIVERSITY ALUMNI FOUNDING CHAPTER~~, ~~as per the amalgamation agreement.~~

~~The President of the Loyola Alumni Founding Chapter, or his or her nominee, and the President of the Sir George Williams University Alumni Founding Chapter, or his or her nominee, shall be ex-officio Directors and members of the Executive Committee with full voting rights~~as per the amalgamation agreement in connection therewith.

Sec. 2 – Chapter Requirements

Persons eligible for membership in the Association, residing in a given locality outside of Metropolitan Montreal, may form a local organization which, upon approval of the Board of Directors, may be enrolled as a chapter of the Association (a “Chapter”); provided, ~~providing~~ however, that the ~~Constitution~~constitution or

~~By-Laws~~laws by which it shall be governed shall be in conformity with the ~~Association's Chapter Handbook~~rules related to Chapters that may be adopted from time to time by the Board of Directors and shall not be in conflict with these By-Laws.

Sec. 3—Structure

A Chapter is an officially recognized organization which has a minimum three (3) member executive which organizes at least two (2) events/activities in a calendar year for two (2) consecutive years in a geographical area and represents a minimum of fifty (50) alumni in ~~that~~such geographical area.

Sec. 4—Constituent Chapters

Sec. 3 – Clubs

A club or Members who share a common interest, nationality or background, or a course of study, regardless of locality, may form an organization which, upon approval of the Association's Board of Directors, may be enrolled as a club or group of ~~graduates, providing~~ alumni; provided, however, that the ~~Constitution~~ constitution or ~~Byby-Laws~~ laws by which it shall be governed shall be in conformity with the ~~Association's Chapter Handbook~~ rules related to such clubs or groups that may be adopted from time to time by the Board of Directors and shall not conflict with these By-Laws.

XVI. ~~XVII.~~ **AMENDMENTS**

These By-Laws may be amended upon the recommendation of the Board of Directors, such recommendation to be in the form of a special resolution of the Board of Directors; provided that such amendment shall only have force and effect when sanctioned by the vote of not less than two-thirds (2/3) of the Members present and voting at a Special ~~General Meeting of the Members~~ duly called and held for such purpose pursuant to these By-Laws.

XVII. ~~XVIII.~~ **FURTHER PROVISIONS**

The Board of Directors may, by ~~Byby-Laws~~ laws duly sanctioned by the Members as herein provided, or by resolution, do each and every one of the following:

- a) Provide for the fiscal, financial, banking and monetary needs of the Association.
- b) Create and dissolve committees it may judge appropriate for the attainment of the objects of the Association.
- c) Sponsor, promote and support any project or ~~programme~~ program consistent with the purposes and objectives of the Association.
- d) Enter into arrangements with any other sector of the academic community of the University for representation of the Association on such body or for granting of representation to such body within the Association, or for any other reason whatever.
- e) Provide for the amalgamation or merger of the Association with any similar association of alumni or graduate society of any other educational institution which may become associated with the University or otherwise.

These General By-Laws (adopted by the Board of Directors and RATIFIED by the Members ~~of the Association~~ on May 28, 2014) were:

- (i) AMENDED by the Board of Directors on November 20, 2014 and June 18, 2015 and RATIFIED by the Members ~~of the Association~~ on September 10, 2015~~;~~_±
- (ii) Further AMENDED by the Board of Directors on June 9, 2016 and RATIFIED by the Members ~~of the Association~~ on September 15, 2016~~;~~_±
- (iii) Further AMENDED by the Board of Directors on June 5, 2018 and RATIFIED by the Members ~~of the Association~~ on September 20, 2018~~;~~_±
- (iv) Further AMENDED by the Board of Directors on September 2, 2020 and RATIFIED by the Members ~~of the Association~~ on September 30, 2020; and
- (v) Further AMENDED by the Board of Directors on September 11, 2023 and RATIFIED by the Members on September ●, 2023.

Corporate Secretary