OF FOREST TECHNOLOGY

BY-LAW NO.1 GENERAL BY-LAW

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MARITIME COLLEGE OF FOREST TECHNOLOGY

BY-LAW NO. 1

GENERAL BY-LAW

1. <u>Interpretation</u>

In these By-Laws

- a) "Act" means the Maritime College of Forest Technology Act, S.N.B. 1978 C. -68 and any amendments thereto.
- b) "Board" means the Board of Governors appointed pursuant to Section 6 of the Act.
- c) "Corporation" means the Maritime College of Forest Technology.
- d) "Member" means a member of the Board.
- e) In all By-laws of the Corporation, the singular shall include the plural and the plural the singular, and the masculine shall include the feminine.

2. <u>Corporate Seal</u>

The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

The seal of the Corporation shall not be used without the sanction of the Chairperson, the Director, a vice-chairperson and secretary (if any) of the Corporation, or any two of them, or the sanction of such Member or Members, or officer or officers of the Corporation as the Board may by resolution appoint for general or specific purposes.

3. <u>Head Office</u>

The principal or head office of the Corporation shall be at the City of Fredericton, in the County of York and Province of New Brunswick, or such other place therein as the Members of the Corporation may from time to time decide.

4. Membership

Membership in the Corporation shall consist of only those persons who are elected or appointed as members of the Board of Governors in accordance with the provisions of the Act.

5. Board of Governors

The affairs of the Corporation shall be managed by the Board consisting of not more than twelve Members who may exercise all powers and do all acts and things which may be exercised or done by the Corporation.

6. Constitution of Board

The Board shall consist of those persons holding the offices or positions described in Section 6(2) of the Act together with those persons elected or appointed pursuant to Sections 6(4) and (5) of the Act.

7. Term of Office

The term of office of any person elected or appointed to the Board pursuant to Sections 6 (4) and (5) of the Act shall be for the period such person is elected, not to exceed five years from the date of such election or appointment. Any member whose term has expired is eligible for reappointment for any number of terms, consecutive or otherwise.

8. Vacancies on the Board

In case of a vacancy occurring on the Board, of one or more Members elected or appointed pursuant to Sections 6 (4) and (5), of the Act, through death, resignation, disqualification, removal, or other cause, the Members then in office, by the affirmative vote of the majority of such remaining Members, as may be present at the meeting, although such majority is less than a quorum, shall have power at any time and from time

to time to appoint any person as a Member and any Member so appointed shall hold office until the expiry of the Member's term such person is replacing.

9. <u>Removal of Member</u>

A person shall cease to be a Member:

- a) if they are found by a court of law to be mentally incompetent or of unsound mind;
 or
- b) if convicted of an offence under the *Criminal Code* (Canada) or the criminal law of any jurisdiction outside of Canada:
 - i. in connection with the promotion, formation or management of a corporation, or
 - ii. involving fraud.
- c) if they are personally involved in a bankruptcy process

10. Meetings and Quorum

- a) The Board shall meet not less than one time per quarter at a time and place determined by the Chairperson or in his absence the Director. A quorum of the Board shall be five Members. If less than a quorum shall be in attendance at the time for which a meeting of the Board shall have been called, the meeting shall, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned.
- b) The Board may provide by resolution the time and place, either at the head office or elsewhere for the holding of additional regular meetings of the Board without other notice than such resolution.
- c) Special or other meetings of the Board may be held either at the head office of the Corporation or elsewhere as the Members may from time to time determine.
- d) Meetings of the Board may be held at any time without formal notice if all the Members are present or those absent have signified their consent in writing to the meeting being held in their absence. The Chairperson or, in their absence, the

Director, vice-chairperson, in order of seniority, or any two Members may at any time convene a meeting of the Board. The secretary (if any), by direction of the Chairperson or, in their absence, the Director, vice-chairperson, in order of seniority, or any two Members shall convene a meeting of the Board. Notice of such meeting shall be delivered, mailed or sent by electronic mail to each Member twenty-four hours before the meeting is to take place.

- e) A Member may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means shall be deemed to be present at that meeting and be entitled to vote.
- f) So long as there is a quorum of the Board, other Members in excess of that quorum may have a delegate attend the Board meeting on their behalf.

11. Adjournment of Meeting of Board

If two or more Members but less than a quorum shall be in attendance at the time for which any meeting of the Board shall have been called, the meeting may, after a lapse of fifteen minutes from the time appointed for holding such meetings, be adjourned from time to time by the Members present for a period of one week at any one time without any notice other than by announcement at the meeting until a quorum shall attend.

Any meeting of the Board at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

12. Voting at Meeting of Board

Questions arising at any meeting of the Board shall be decided by a majority of votes of the members. In the case of an equality of votes, the Chairperson shall provide the deciding vote.

13. Annual Meetings of Members

The Annual Meeting of the Members for the purpose of election of Members, receiving the reports of Auditors, and transacting such other business as may come before the Meeting, shall be held at the head office of the Corporation or elsewhere and at such time during each year as the Board may from time to time determine. If the Board has not determined the date and place of the Annual Meeting of the Members by the first day of September in any year, the Annual Meeting shall be held on the third Thursday in September at the head office of the Corporation.

If the day fixed for the Annual Meeting shall be a legal holiday, such Meeting shall be held on the next succeeding business day designated herein for any Annual Meeting, or at any adjournment thereof, the Board shall cause the election to be held at a Special Meeting of the Members as soon thereafter as conveniently may be.

14. Agenda at Annual Meeting of Members

At each Annual Meeting of the Members, the order of business shall be as follows:

- a) Calling the Meeting to order;
- b) Reading of Notice calling the Meeting and furnishing proof that such Notice was duly given and that a quorum is present;
- c) Appointment of scrutineers, if deemed expedient by the Chairperson;
- d) Reading of minutes of last Annual Meeting of Members and of any intervening Special General Meetings of Members and considering confirmation of the same;
- e) Presentation of Financial Reports;
- f) Discussion and, if thought fit, approval of the Financial Reports;

- g) The appointment of an Auditor or Auditors and, if thought fit, dealing with their remuneration;
- h) The approval or confirmation of the enactment, repeal, amendment or re-enactment of any By- Law or By- Laws, but only if Notice of this item of business has been included in the Notice of the Meeting;
- i) Election of members to fill any vacancies;
- j) Miscellaneous business, if any, of which Notice has been included in the Notice of Meeting; and
- k) New business.

15. Special Meetings of Board

The Chairperson, the Director, or any five Members may call a special meeting of the Board by a notice in writing which shall be sent by mail or electronic mail to all Members of the Board at least ten days prior to such meeting. In every such notice a statement shall be made of the purpose for which such meeting shall be called.

16. <u>Election and Retirement of Members</u>

Election of Members to be elected under Section 6 (4) of the Act shall not be by secret ballot unless demanded.

17. Validity of Acts of Members

All acts done *bona fide* by any meeting of the Board or by any person acting as a Member shall be deemed to be valid, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any Member of such Board, or person acting as aforesaid, or that they or any of them were disqualified and was qualified to be a Member.

18. Executive Committee of Board

- a) The Board may from time to time elect from among its number an executive committee consisting of the Chairperson, the Director, the Vice-chairperson, the Secretary and optionally, one other Member, as the Board may by resolution determine (the "Executive Committee"). Each Member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a Member. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its power so long as a quorum remains in office.
- b) During the intervals between the meetings of the Board the executive committee shall possess and may exercise (subject to any regulations which the Members may from time to time impose) all the powers of the Board in the management and direction of the affairs of the Corporation (save and except only such acts as must by law be performed by the Members themselves) in such manner as the Executive Committee shall deem best for the interests of the Corporation in all cases in which specific directions shall not have been given by the Board.
- c) Subject to any regulations or By-laws imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum and may fix its own rules of procedure from time to time.
- d) Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the Board.
- e) The members of the Executive Committee shall be entitled to receive such reimbursement of reasonable expenses incurred while acting as members of the Executive Committee as the Board may from time to time determine. The Board may from time to time determine the procedure for the reimbursement of expenses.

19. Advisory Committee

The Board may, from time to time, establish such advisory committees as it deems desirable and prescribe the duties and responsibilities of such committees.

The Chairperson shall appoint the chairperson of each advisory committee and may appoint other persons to membership in any such committee or may authorize the chairman of any such committee to select the other members thereof. The members of the advisory committee, except the chairperson, do not need to be Members, provided, however, that such officers or employees of the Corporation as the Board or the committee chairperson deem desirable may assist and advise in the deliberation of any advisory committee.

20. Member Contracting with the Corporation

- a) The Corporation may enter into contracts and transact business with one or more of its Members, or with any firm of which one or more of its Members are directors or employees, or with any other corporation or association of which one or more of its Members are shareholders, directors, officers, or employees. Such contracts or transactions shall not be invalidated or in any way be affected by the fact that such a Member or Members have or may have interests therein which are or might be adverse to the interest of the Corporation provided, however, that in any such case the fact of such interest shall be disclosed to the other Members acting upon or in reference to such contract or transaction.
- b) A general notice that a Member is a director and/or officer and/or shareholder of any specified firm, syndicate or association or company, and is to be regarded as interested in all transactions with that firm or syndicate or association or company shall be sufficient disclosure in respect to such Members and the said transactions and after such general notice it shall not be necessary for the said Member to give

special notice of any particular transaction with that firm or syndicate or association or company.

21. Submission of Contracts or Transactions to Members for Approval

Any contract, act or transaction falling within Section 20 not already authorized by the Board shall be submitted at a meeting of the Board called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Companies Act* (New Brunswick) or other statute, or any other by-law) shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved or ratified by every Member of the Corporation.

22. <u>Director or Shareholder of Other Companies</u>

A Member of this Corporation may be or become a shareholder, member or a director of any company in which this Corporation may be interested as vendor to, purchase from, shareholder in or otherwise, and no such Member shall be accountable for any benefits received as a shareholder or director of such company.

23. Remuneration of Members

The reimbursement of reasonable expenses (if any) to be paid the Members shall be such as the Board shall from time to time determine, and, in the absence of any agreement to the contrary, such reimbursement shall be in addition to the salary paid to any officer of the Corporation who is also a member of the Board.

The Members may also by resolution award such remuneration to any Member undertaking any special services on behalf of the Corporation other than the routine work ordinarily required of a Member by a corporation and the confirmation of any such resolution or resolutions by the Members shall not be required; provided that nothing

herein contained shall be construed to preclude any Member from serving the Corporation in any other capacity than as a Member and receiving compensation therefore.

The Board may from time to time determine the procedure for the reimbursement of expenses.

24. <u>Protection of Members (Review by Lawyer)</u>

Each and every Member of the Corporation shall assume office on the express understanding, agreement and condition that every Member of the Corporation and his heirs, executors, administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, and also from and against all other costs, losses, charges or expenses as are occasioned by his wilful neglect or default.

No Member for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Member or officer or employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation of for the insufficiency of deficiency of any security in or upon which any of the money, of or belonging to the Corporation shall be placed out of invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen

to the Corporation in the execution of the duties of his respective office of trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default.

25. Insurance

Subject to the limitations contained in the Act, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and Officers as such as the Board may from time to time determine.

26. Officers

- a) The officers of the Corporation shall consist of the Chairperson of the Board, the Director, one or more vice-Chairpersons, a secretary, and optionally, one other Member as the Board may from time to time determine.
- a) The Chairperson, vice-chairperson(s), secretary, and optional other member, shall be elected to three year terms by the Members at the Annual Meeting of the Members from amongst themselves to hold office until the election of their successor. All other officers, who need not be Members of the Corporation, shall be appointed by the board and hold office only at the pleasure of the Board.
- b) The Chairperson and Vice Chairperson shall each serve a term of 3 years, renewable for a 2nd consecutive 3-year term upon affirmation of the Board. Upon completion of an initial term on the Executive Committee, past Chairpersons and past Vice Chairpersons may reoffer to serve on the Executive Committee at a future time.
- c) Each Member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a Member. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its power so long as a quorum remains in office.

d) A Member serving as Vice Chairperson, shall be given first consideration for the position of Chairperson, subject to affirmation of the Board, when the Chairperson position becomes vacant.

27. Remuneration of Officers

The remuneration (if any) of any officer shall be determined from time to time by resolution of the Board. The fact that any officer or employee is a Member of the Corporation shall not disqualify him from receiving such remuneration as may be determined.

28. Removal of Officers

All Officers, in the absence of agreements to the contrary, shall be subject to removal from office by resolution of the Board at any time, with or without cause.

29. Duties of Officers May Be Delegated

Unless otherwise stated herein, in case of absence of the Chairperson, the vice-chairperson or of any other officer of the Corporation for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers of such officer to any other officer or any Member of the Corporation provided that a majority of the entire Board concur therein.

30. Duties of the Chairperson

The Members shall elect from among themselves a Chairperson who shall preside over all meetings of the Members. The Chairperson shall have a second or casting vote in addition to his original vote at all meetings of the Members. Upon completion of a term as Chairperson, that Member shall serve as Past Chairperson for a term of 3 years but only during the pleasure of the Board. For clarity, the Past Chairperson is not an officer of the Corporation.

31. <u>Duties of the Director</u>

The Director shall have charge of the day to day management of the affairs of the Corporation pursuant to policies which may from time to time be laid down by the Board. The Director shall sign all instruments which require his signature and shall perform all duties as may from time to time be assigned to him by the Board. The procedures for student appeals relating to any academic and non-academic matters shall be determined from time to time by the Director of the Corporation.

32. <u>Duties of Vice-Chairperson</u>

The vice-chairperson, or, if more than one, the vice-chairpersons, in order of seniority, shall be vested with all powers and shall perform all the duties of the Chairperson in the absence or disability or refusal to act of the Chairperson. The vice-chairperson, or if more than one, the vice-chairpersons, shall also have also such other powers and duties as may from time to time be assigned to him or them by the Board. When Presiding at meetings of the Board of the Corporation, a vice-chairperson shall have a second or casting vote in addition to their original vote.

33. <u>Duties of Secretary</u>

The secretary shall issue or cause to be issued notices of all meetings of the Board, Members and committees (if any) when directed so to do; have charge of the minute and other record books of the Corporation, sign with the Director or other signing officer or officers of the Corporation such instruments as require his signature and shall perform such other duties as the terms of his engagement call for, or the Board may from time to time properly require of him. The secretary shall be responsible also for the safe custody of the corporate seal of the Corporation.

The secretary or such other officer as may be specially charged with the duty shall keep or cause to be kept a book or books wherein shall be kept recorded:

- a) A copy of the Act and any amending statutes and copies of all the By-Laws of the Corporation;
- b) The names, addresses and callings of all persons who are or have been Members of the Corporation, with the several dates at which each became or ceased to be such Members.

The minutes of any meeting of the Board may be recorded and prepared by an employee of the Corporation (the "Recording Secretary") on the Secretary's behalf. The Recording Secretary shall record and prepare the minutes of any meeting of the Board and shall deliver the minutes to the Secretary for approval and circulation to the Members. For greater clarity, the Recording Secretary shall not be a Member.

34. Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their appointments or engagements call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

35. Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.

36. Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of New Brunswick with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

37. <u>Fidelity Bonds</u>

The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

38. Vacancies in Offices

If the office of Chairperson, Director, Vice-Chairperson, secretary, or other officer, one or more, shall be or become vacant by reason of death, resignation, disqualification or others, the Board by resolution duly passed at any meeting duly called and held may elect or appoint any person to fill such vacancy.

39. Patrons and honorary Members and Officers

- a) The Board may recognize persons who have supported or have been interested in the Corporation's activities by appointing such persons Patrons of the Corporation.
- b) The Board may appoint such honorary Members as it may deem desirable. Honorary Members may attend meetings of Members and participate in deliberations thereat but shall not be entitled to vote.

40. Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of April in each year.

41. Auditor

At each annual meeting of the Members an auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and their report shall be submitted at the next annual meeting of the Members. The auditor shall not be a Member or an officer of the Corporation.

42. <u>Inspection of Accounts and Records by Members</u>

The accounts, books and records of the Corporation or any of them shall be open to inspection by Members upon reasonable notice of the desire to do so.

43. <u>Service of Notice</u>

Any notice may be served by the Corporation upon any Member in one of the following ways:

- a) Personally on such Member;
- b) By electronic mail to such Member at the electronic mailing address for such Member that is recorded by the Corporation, or if no address be recorded therein, to the last known electronic mailing address of such Member; or
- c) By regular mail addressed to such Member at the address for such Member that is recorded in the books of the Corporation, or if no address be recorded therein, to the last known address of such Member.

With respect to notice sent by regular mail, it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into the Post Office or into a Post Office letter box.

With respect to notice sent by electronic mail, notice shall be deemed to have been received where the sender receives a confirmation of receipt. Where no confirmation of receipt is given, notice shall have been deemed to have been received on the third business day after the notice was sent.

44. Signature to Notice

The signature to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed. Where notice is sent by electronic mail, an electronic signature may be made pursuant to section 11 of the *Electronic Transactions Act*, RSNB 2011, c-145.

45. Proof of Service of Notice

A certificate of the secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice to any Member or officer, or publication of any notice, shall be conclusive evidence thereof and shall be binding on every Member of officer of the Corporation as the case may be.

46. Waiver of Notice

Any Member, officer or auditor may waive any notice required to be given to him under any provision of the *Companies Act* or the Act or the By-Laws of the Corporation, 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.

47. Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board 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 Corporation's behalf by such one or more officers and/or other persons as the Board 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 Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiation, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bill of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; 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 a banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

48. Execution of Instruments

Deeds, transfers, documents, assignments, contracts and obligations on behalf of the Corporation may be signed by any two of the following which must include at least one member of the executive; the Chairperson, Director, a Vice-Chairperson, a Member, the secretary (if any) or any two of them. In addition, the Board 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, assignment, contract or obligation of the Corporation or any class thereof may or shall be signed.

49. <u>Sale of Assets</u>

The Board may sell or dispose of assets of the Corporation or any part thereof for such consideration as they may deem fit, including the shares, bonds, debentures, debenture stock, notes or other securities or obligations of any other company.

50. Expenditures

The Members shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Members shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Members shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of the Corporation in accordance with such terms and conditions as the Board may prescribe.

51. Reserves

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies, for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund, and for

such other purposes as the Board shall in their absolute discretion think conducive to the interest of the Corporation, and may invest and deal with the sums so set aside in securities of other companies in such manner as the Board may from time to time determine and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Corporation and may divide the reserve fund into such special funds as they may think fit with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

52. Gifts and Donations

The Board shall take such steps as they may deem requisite to enable the Corporation to receive the donations and benefits for the purpose of furthering the objects of the Corporation.

53. Stock or Bond Trading Transactions

The Chairperson, Director, a Vice-Chairperson, and the Secretary of the Corporation or any two of them shall have power for and on behalf of the Corporation, to buy and sell shares in the capital stock, or bonds or debentures of any other company or companies and shall have full power for and in the name of the Corporations to execute and deliver all the documents required by any such other company or companies in connection with the acceptance, assignment, transfer, hypothecation or any other transaction respecting any shares, bonds or debentures standing in the name of this Corporation. Any such acceptance, assignment, transfer, hypothecation or other transaction concerning such shares, bonds, or debentures or any directions accompanying the same shall be binding on this Corporation, if executed as aforesaid or if executed by an attorney or attorneys duly authorized by any two of the aforesaid officers.

54. Voting Shares and Securities of Other Companies

All shares, bonds, debentures, debenture stock or securities of any other company or companies carrying voting rights held from time to time by this Corporation, may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stockholders or holders of other securities (as the case may be) of such other company or companies by the Director and Secretary of this Corporation or either of them or by such other person or persons as the Board shall from time to time determine. The proper officers of this Corporation may execute a proxy in favor of the Director or Secretary of this Corporation without any formal authorization of the Board.

55. Amendments of By-Laws

Additional By-Laws of the Corporation may be enacted by two-thirds of the Members present at a meeting of the Board of which notice of any proposed by-laws has been given. Any By-Law may be repealed or amended by two-thirds of the Members present at a meeting of the Board of which notice of any repeal or amendment has been given.

56. <u>Student Appeal Procedure</u>

The procedure(s) for student appeals relating to any academic and non-academic matters shall be determined from time to time by the Director of the Corporation.