

RADIO AMATEURS of/du CANADA CONSTITUTION and BY-LAWS

(as approved by the Minister in November, 2010)

SECTION 1. NAME

Article 1- Name of the Corporation

The corporate name of the Corporation is:

RADIO AMATEURS OF CANADA INC.
RADIO AMATEURS DU CANADA INC.

SECTION 2. OBJECTIVES AND DEFINITIONS

Article 1- Objectives

The objectives of the organization are:

1. To represent and act as a liaison and coordinating body for Canadian amateur radio associations, societies, organizations and individual radio amateurs.
2. To act as a liaison organization between its members and other amateur radio organizations within and beyond Canada.
3. To represent Canadian radio amateurs in policy decisions regarding international issues and regulations that affect amateur radio within the International Telecommunications Union (ITU) and at meetings and conferences of the international amateur radio community including the International Amateur Radio Union (IARU).
4. To act as a liaison organization and consultative body to municipal, provincial and federal governments in matters concerning the Amateur Service.
5. To promote excellence, the state of the art, and the interests of amateur radio's many varied activities through a program of technical, regulatory and general information within the amateur radio community and to the Canadian public.
6. To maintain a tangible presence in the amateur radio community in the form of a corporate office and address.
7. To maintain a "Field Organization" for public service.

Article 2 - Words and Phrases

In this document the singular shall include the plural, and the masculine the feminine, and vice versa.

The words "the Corporation" shall wherever used in this constitution or Letters Patent signify

Radio Amateurs Of Canada Inc.

The words “By-laws” mean all By-laws, including Special By-laws, of the Corporation as amended from time to time.

The word “Act” means the Canada Corporations Act, as amended from time to time.

The word “Board” means the Board of Directors of the Corporation.

The words “report to the Board” means a report to the President on behalf of the Board, unless the report is given at a lawfully called Board meeting.

SECTION 3. OFFICES

Article 1- Offices

The head office of the Corporation shall be in the National Capital Region, in the Province of Ontario, Canada. The Corporation may establish and maintain, in addition to its head office, such other offices as the Board of Directors may from time to time determine.

SECTION 4. MEMBERSHIP

Article 1- Classification of Membership

There shall be four classes of membership in the Corporation, namely:

a) Full Member.

Any person residing in Canada or temporarily residing outside of Canada who:

- 1) holds a Canadian Certificate of Proficiency in Radio qualifying him to operate an amateur radio station in Canada, or
- 2) holds a valid reciprocal authorization for operation of an amateur radio station while in Canada as defined by Canadian regulations.

A Full Member has the right to vote at all annual general meetings and special general meetings of the Corporation.

b) Associate Member.

Any person, organization, corporation, company or entity residing *or* established in Canada or elsewhere that is interested in Amateur Radio but does not hold a Certificate of Proficiency in Radio qualifying him or the organization, corporation, company or entity to operate an amateur radio station in Canada.

An Associate member shall be entitled to attend meetings of members, but shall not have the right to vote thereat or to hold any office in the Corporation.

c) Full Life Member.

Any Full Life Member shall have all the rights and privileges of a Full Member, including the right to vote. The Board of Directors, at its discretion, may suspend or discontinue the sale of Life Memberships.

d) Associate Life Member.

Any Associate Life Member shall have all the rights and privileges of an Associate Member. The Board of Directors, at its discretion, may suspend or discontinue the sale of Associate Life Memberships.

Article 2 - Dues

The membership fees shall be determined by the Board of Directors and schedules of dues rates in force shall be published whenever there is a change, and in any case not less often than annually.

Article 3 - Withdrawal from Membership

Any member may withdraw from membership in the Corporation by sending a letter of resignation to the Secretary at the Corporate Head Office. The Board of Directors may, by majority vote, terminate the membership of any individual whose actions or activities are deemed to be detrimental to the well being of the organization. In the latter case, membership fees for the prepaid but unused months shall be refunded to the former member.

Article 4 - Expiration of Membership

Members shall be notified of the expiration of their memberships not less than thirty days in advance thereof.

SECTION 5. REGIONS

Article 1 - Applicability

The provisions of this Section shall apply only to the following members:

- a) Full Members, Full Life Members; and,
- b) Associate Members, and Associate Life Members residing in Canada or temporarily outside of Canada.

Article 2 - Regions

For the purposes of membership in the Corporation, each of the members hereof shall be regarded as residing within one of the seven Regions hereinafter named and described. Full Members and Full Life Members will be entitled to vote for the Director of a Region. A “VE0” member shall vote for the Director of the Region of the member’s permanent postal address.

Atlantic Region - Postal Code Regions A, B, C, E
Quebec Region - Postal Code Regions G, H, J

Ontario North/East - Postal Code Regions K, P
Ontario South - Postal Code Regions L, M, N
Midwest Region - Postal Code Regions R, S
Alberta/North West Territories/Nunavut Region - Postal Code Regions T, X
British Columbia/Yukon Region - Postal Code Regions V, Y

Article 3 - Region Determined by Postal Address

The appropriate Region for each member shall be determined by the geographical location designated in the postal address of such member as recorded in the books of the Corporation, except that a member temporarily residing outside of Canada shall be included in the Region that is appropriate to such member's most recent call-sign or postal address within Canada.

SECTION 6. MEETINGS OF MEMBERS

Article 1 - Annual General Meetings

An Annual General Meeting of the members of the Corporation shall be held within Canada at such place and time as the Board of Directors may determine. Any general meeting may also constitute a Special General Meeting to consider, deal with and dispose of any business that may be considered, dealt with or disposed at a Special General Meeting.

Article 2 - Special General Meetings

Special General Meetings of the members may be called at any time by or by order of the Board of Directors, and shall be called by the President only on the requisition of not less than one-tenth the total number of Full and Full Life Members. All Special General Meetings of the members shall be held within Canada at such places as may be fixed from time to time by the President or by resolution of the entire Board as the case may be.

Article 3 - Voting by Mail

Notwithstanding Articles 1 and 2, because of the very wide distribution and dispersal of the membership across Canada, and in order to give each member the greatest opportunity to express his desires, such matters as may require voting by the members may be done by mail, except where the Act requires a meeting.

Article 4 - Notice of Meetings or Mail Vote

Notice of any annual or special meeting of members and a summary of the purposes of the meeting containing enough information to allow a reasoned decision, shall be published in the organization's official publication, to be mailed to the members not more than 60 days and not less than 21 days prior to the date of the meeting. At the discretion of the Board of Directors, the direct mailing of a letter to all members may be substituted for the organization's official publication.

Notice of any mail vote and a summary of the purposes of the vote containing enough information to allow a reasoned decision, shall be given to the members and shall be mailed to the

members not more than sixty days and not less than twenty-one days prior to the date of the vote. Such notice may be published in the organization's official publication.

The Secretary shall appoint a committee of three or more tellers, one of whom will be a member of the Executive.

Any member who shall deliver to the Secretary at the Corporate Head Office, a written petition signed by at least ten Full Members or Full Life Members eligible to vote stating their desire to witness the counting by the committee of tellers of the ballots shall be permitted the opportunity to do so at his own expense and shall be accorded reasonable opportunity to satisfy himself of the correctness of the count reported to the committee.

Ballots to be counted shall reach the Corporate Head Office not later than noon on the deadline date. No envelopes marked as containing ballots shall be opened until the meeting of the committee of tellers held for the purpose of counting the ballots.

The committee of tellers shall meet at the Corporate Head Office or such other place designated for such purpose, as soon as possible after the balloting closes, and in the presence of each other shall open the envelopes containing ballots and shall count the vote after first eliminating the ballots of anyone disqualified from voting. They shall forthwith prepare and sign a report of the results of the vote. All ballots shall be stored at the Corporate Head Office for a period of one year, after which they shall be destroyed.

Article 5 - Persons Entitled to be Present

All members of the Corporation are entitled to be present at any annual or special general meeting of members.

Article 6 - Quorum

Ten or more members entitled to vote shall constitute a quorum for all purposes of any meeting of members.

Article 7 - Persons Entitled to Vote

Only Full and Full Life Members present at a meeting of members, or responding to a request for mail voting, shall have the right to exercise one vote. Proxy votes are not acceptable.

Article 8 - Votes to Govern

Unless otherwise required by the Letters Patent or By-laws of the Corporation or by statute, every question submitted to the members shall be decided by the majority of votes duly cast on the question, and the President shall be entitled to a vote in case of an equality of votes.

Article 9 - Rules of Order

On questions of order and procedure not otherwise determined by by-law, the provisions of the current edition of Robert's Rules of Order shall prevail.

Article 10 - Adjournment

The chairman of any meeting of members, with the consent of the meeting and subject to such conditions as the meeting may impose, may adjourn the meeting from time to time and from place to place, and no notice of any such adjourned meeting need be given.

SECTION 7. DIRECTORS

Article 1 - Number and Quorum

The property and business affairs of the Corporation shall be managed by a board of seven Directors, one from each of the seven Regions specified in Section 5, of whom a simple majority shall constitute a quorum for both general and special meetings of Directors.

Article 2 - Designation of Directors

Each director shall be designated as the Director of the Region in which he was elected. The Director shall be the principal representative of the Corporation in his Region for such matters and activities as may be assigned from time to time by the Board of Directors.

Article 3 - Qualification of Directors

a) Directors shall be elected from among the Full Members and Full Life Members of the Corporation and shall at the time of nomination:

1. have reached their age of legal majority;
2. be a Full Member in good standing for at least one full year immediately prior to the nomination, or Full Life Member of the Corporation;
3. be resident in the Region from which they are nominated; and

b) No person shall be eligible for, or hold the office of Director whose business connections are of such nature that he could gain financially through the shaping of the affairs of the Corporation by the Board, or by the improper exploitation of his office for the furtherance of his own aims or those of his employer. The primary test of eligibility under this clause shall be the freedom from commercial or governmental connections of such nature that his influence in the affairs of the Corporation could be used for his private benefit.

Article 4 - Term of Director Office

All positions on the Board shall have a term of two years. A full term of office is defined as commencing January 1 of the first year to December 31 of the second year. Any person may occupy the same office for a maximum of three consecutive terms, with a partial term not being counted as a full term. At the discretion of the Board, that person may subsequently hold an Executive office or may return as a Director after a break from that office of at least one year.

Article 5 - Elections Scheduling

Directors for regions: Atlantic, Ontario North/East, Midwest, and British Columbia/Yukon shall be elected in even numbered years to hold office from the first day of January in the year

following their election for the following two years. Similarly, Directors for regions: Quebec, Ontario South, Alberta/North West Territories/Nunavut shall be elected in odd numbered years.

Article 6 - Method of Election

The Full Members, and Full Life Members of the Corporation shall elect directors in the following manner:

- a) **Election Committee:**
The Secretary shall appoint an election committee of three or more persons one of whom shall be a member of the Executive of the Corporation.
- b) **Invitation to Submit Nominations:**
The Secretary shall solicit nominations for Directors immediately prior to the month of August in each election year, by a notice that will show the name of the incumbent. Such notice may be published in the organization's official publication.
- c) **Nominations:**
Ten or more Full Members or Full Life Members in any Region may nominate any qualified Full Member or Full Life Member resident in that Region to the position of Director for that Region. Such original nominating petitions should be sent to the Secretary, at the Corporate Head Office not later than the first day of September of an election year, or such alternative date as may be announced.
- d) **Biographical Notes:**
Each candidate shall supply a brief biographical sketch (resume) limited to 500 words setting out his/her background and qualifications. A candidate choosing to submit a biographical sketch (resume) in both English and French languages would be allowed 500 words in each language.
- e) **Review of Eligibility:**
The Election Committee shall delete the name of any nominee who may be ineligible to election and the name of any who may withdraw.
- f) **Only One Eligible Nominee:**
If there is only one eligible nominee, the Election Committee shall declare him elected without balloting by the membership.
- g) **Ballot by Mail:**
On or before the first day of October of each election year, the Corporate Head Office, in consultation with the Secretary, shall send by mail to every person who on the first day of September of that year was a Full Member or Full Life Member of the Corporation, a bilingual ballot listing the candidates, and a return envelope soliciting a vote. The ballot shall contain a copy of the relevant by-law provisions, and a copy of each candidate's biographical notes.
- h) **Committee of Tellers:**
 - 1) The Secretary shall appoint a committee of three or more tellers, none of whom may be candidates, and one of whom shall be a member of the

Executive;

- 2) Any member who shall deliver to the Secretary on or before the first day of October of election year a written petition signed by at least ten Full Members or Full Life Members eligible to vote for a given candidate, stating their desire to witness the counting by the committee of tellers of the relevant ballots, shall be permitted the opportunity to do so at his own expense and shall be accorded reasonable opportunity to satisfy himself of the correctness of the count reported to the committee.
- 3) Ballots, to be counted, shall reach the Corporate Head Office not later than noon of the third Friday of November of election year. No envelopes marked as containing ballots shall be opened until the meeting of the Committee of Tellers held for the purpose of counting the ballots.
- 4) The Committee of Tellers shall meet at the head office of the Corporation or such other place designated for such purpose, as soon as possible after the balloting closes, and in the presence of each other shall open the envelopes containing ballots and shall count the vote after first eliminating the ballot of anyone disqualified from voting. They shall forthwith prepare a report of the results of the vote, declaring duly elected as the new Director the candidate receiving the greatest number of votes.

All ballots shall be stored at the Corporate Head Office for a period of one year, after which they shall be destroyed.

- i) No Eligible Nominee:
If there is no eligible nominee, the procedure provided for in the present Article shall be repeated three months later and if there again be no eligible nominee, the Board of Directors shall declare the position vacant and may fill the vacancy by appointment.

Article 7 - Removal/Vacancy of Directors

The office of Director shall be vacated upon the occurrence of any of the following events but only upon a majority vote of the Board confirming that the said office is vacated:

- a) the death of the Director;
- b) the Director resigns his office after delivering written notice of such resignation to the Secretary of the Corporation, which resignation shall take effect upon receipt by the Secretary if no alternate effective date is declared in the written notice;
- c) he is found by a Court to be of unsound mind;
- d) he becomes bankrupt or is declared insolvent or suspends payments or compounds with his creditors;
- e) such Director is removed from office by at least Seventy-Five Percent (75%) of the

members of his Region present at a members' meeting validly called;

- f) his failure to act, including absence from more than half of the Board meetings over a six month period, or abstention from voting on over half of the motions over a six month period;
- g) he moves his permanent residence outside the Region from which elected.

Article 8 - Vacancy of Director

If a Director vacancy shall occur for any reason, the Board of Directors may by appointment fill the vacancy with a person in good standing on the books of the corporation as a Full Member or Full Life Member, and having the other qualifications required of Directors. Such an appointment by the Board, when more than a year remains in the term, shall be for an interim period only until a formal election can be held in the Region. An appointment by the Board when less than a year remains in the term, shall be for the remainder of the term.

Article 9 - Meetings and Notices

a) Annual Board of Directors Meeting:

The Annual Meeting of the Board of Directors shall be held at such time and place as is determined by the Executive pursuant to the provisions of law and the by-laws of the Corporation generally, provided that twenty one day's notice of such meeting shall be sent in writing to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing. Each Director is authorized to exercise one vote.

b) Special Board Meeting:

Special meetings of the Board of Directors may be called from time to time as required in the same manner as the Annual Board of Directors Meeting. The call for any such meeting shall specify the matters to be considered. Each Director is authorized to exercise one vote at any such special meeting.

c) Teleconference:

The Directors of the Corporation may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Corporation.

d) Agenda:

Prior to any regular meeting of the Board of Directors, the Secretary, upon consideration of the reports of the officers and directors, shall establish an agenda for the meeting. Proposals for amendment of the agenda or for the deletion or addition of items shall be the first order of business.

e) Rules of Order.

On questions of order and procedure not otherwise determined by by-law, the provisions of the current edition of Robert's Rules of Order shall prevail.

Article 10 - Remuneration

All Officers and Directors shall serve without compensation in any form. This shall not preclude the reimbursement of, and the Corporation shall reimburse, within budgetary limits, the reasonable and necessary traveling expenses of Officers and Directors from their homes to the place of meeting of the Board of Directors or of the Executive and return to their homes, or of telephone expenses associated with teleconference meetings.

Article 11 - Powers of the Board

The Directors may exercise all such powers of the Corporation as are not required by the Canada Corporations Act to be exercised by members at general meetings, or which cannot otherwise by reason of law be delegated by members to the Directors. The Board of Directors may take such actions as they deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

Article 12 - Board Meeting Guests

The Board may extend to the President, or his/her designate, of the International Amateur Radio Union Administrative Council, the International Amateur Radio Union Region 2 Executive Committee, or the Region 2 Area "A" Director, and/or other International Amateur Radio Union member societies, the courtesy of attending meetings of the Corporation. Such guests however will be considered non-voting observers.

Article 13 - Deputy Directors

Each Director of RAC is authorized to appoint one Deputy Director from among RAC members residing in their region, to serve at the pleasure of the Director. Deputy Directors may attend all RAC Board meetings and teleconferences as observers at their own expense. In the event that a Director is unable to attend a Board meeting, that Director may authorize his or her Deputy Director to attend and vote the Director's proxy on any matter before the Board.

Article 14 - Assistant Directors

As many regional Assistant Directors as are deemed advisable may be appointed by the respective Director, based on the criteria of geographic location or technical expertise. A regional Assistant Director shall serve only while the appointing Director is in office.

SECTION 8. OFFICERS

Article 1 - Executive Officers

The Executive Officers of the Corporation shall be a President, First Vice President, Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board may determine. The offices of Secretary and Treasurer may be combined on decision of the Board.

Article 2 - Nomination Committee

The Nomination Committee shall consist of all the Regional Directors.

Article 3 - Nomination Committee Chair

- a) The Directors at their discretion shall appoint a Nomination Committee Chair who shall be a Full Member or Full Life Member of Radio Amateurs of Canada, and shall be appointed from the membership at large excluding the current Directors and Executive.
- b) The Chair of the Nomination Committee shall serve at the pleasure of the Board and may be replaced by a simple majority vote of the Board of Directors with no requirement for notice to the incumbent. The Nomination Committee Chair shall have no authority to override a decision by the simple majority of the Board of Directors.

Article 4 - Secretary of the Nomination Committee

The Secretary of Radio Amateurs of Canada shall be the Secretary of the Nomination Committee. The Secretary shall record all correspondence and nominations for the Committee. The Secretary shall provide the Committee with a copy of correspondence and nominations immediately upon receipt.

Article 5 - Term of Nominating Committee

The Nominating Committee, comprising the Directors of the Corporation will be in force at all times. Nominations from individual Directors for Executive positions will normally be received by the Nominating Committee Secretary after January 1 of the second year of the Executive term. The term of Chair shall expire following the Executive election for which he is appointed.

Article 6 - Nominations for Executive Positions

The Directors shall submit their nominations for Executive positions including a maximum 500 word biographical sketch (resume) for each candidate to the Secretary by regular mail or by electronic means. The deadline for all nominations shall be September 30 of the second year of the Executive term. A candidate choosing to submit a biographical sketch (resume) in both English and French languages shall be allowed 500 words in each language.

Article 7 - Election of the Executive

The Directors, Nomination Committee Chair and Secretary shall meet in person for voting by secret ballot, or by teleconference for verbal voting, between October 1 and November 30 of the second year of the Executives' term to finalize their choice for Executive positions. Each Director shall have one vote. Should there be more than two nominations for a position, any candidates not receiving sufficient votes in the first round to be first or second will be dropped from the second round of voting. Should any nominee get a majority of votes in the first round he shall be declared elected. The successful candidates and the retiring Executives shall be immediately informed of the Committee's decision by the Secretary.

Article 8 - Term of Executive Office

All positions on the Executive shall have a term of two years. A full term of office is defined as commencing January 1 of the first year to December 31 of the second year. Any person may occupy the same office for a maximum of three consecutive terms, with a partial term not being counted as a full term. At the discretion of the Board, a person may subsequently hold a different Executive office or may return to an office previously held after a break from that office of at least one year.

Article 9 - Election and Replacement

All officers shall be elected by the Board of Directors. In the event of death or other inability to act, the Board may appoint a replacement for the vacant office, for the remainder of his/her unexpired term.

Article 10 - Removal

Any Executive officer may be removed from office at any time by a simple majority vote of the Board, which may then appoint a successor to fill the unexpired term.

Article 11 - Qualifications

Except for the Secretary and Treasurer who may have professional qualifications that override the requirement to be a licensed radio amateur or member of the Corporation, the restrictions and qualifications set forth for the Directors in Section 7, Article 3 shall apply also to all officers of the Corporation. In addition, no officer shall, during his term of office, be a Director of the Corporation.

Article 12 - Duties of President

The President shall be subject to instructions from the Board of Directors. He shall preside over all meetings of members and of the Board of Directors. He shall represent the Corporation in its relationship internationally, to the public, and to governmental agencies and officials with which the Corporation may be concerned. He shall be the official spokesman of the Board of Directors on all matters of Corporation policy. The President is also responsible for the motivation and functioning of the Executive. In addition, he shall provide direction and annual performance and salary reviews for the Manager. In addition, the President shall respond to any additional directions on any other matters, as provided to him by the Board of Directors.

Article 13 - Duties of First Vice President

In the absence, disability, or other failure to act or the resignation of the President or his dismissal by the Board, the First Vice President shall temporarily perform the duties and exercise the powers of the President until the Board elects a suitable replacement. He shall also perform such duties and exercise such powers as the Board may delegate to such office.

Article 14 - Duties of Secretary

The Secretary shall record the proceedings of all meetings of members, of the Board, and of the Executive. He shall promptly furnish copies of the Minutes of these meetings to all officers and

members of the Board and arrange for their publication. The Secretary shall give, or cause to be given, all notices required to be given to members and Directors, and shall perform such other duties as may be prescribed by the by-laws or the Board. The Secretary shall be the custodian of all records, other than financial records, of the Corporation, and of the Corporate Seal.

Article 15 - Duties of Treasurer

The Treasurer shall keep full and accurate records of all financial transactions and shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation. He shall be responsible for the disbursement of the funds of the Corporation, ensuring that proper vouchers exist, and shall render to the Directors and Officers financial statements. The Treasurer shall provide a minimum of quarterly reports to the officials of the Corporation. The Treasurer shall also perform such other duties as may be prescribed by the Board.

Article 16 - Remuneration

The terms of remuneration specified in Section 7, Article 10, govern remuneration for Executive Officers.

Article 17 - Meetings

Meetings of the Executive shall be held at any time and place to be determined by its members provided that three days notice of such meeting shall be given, other than by mail, to each member of the Executive. Notice by mail shall be sent at least fourteen days prior to the meeting. A simple majority shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive shall invalidate such meeting or make void any proceedings taken thereat and any member of the Executive may at any time waive notice of such meeting.

SECTION 9. BY-LAWS, RULES AND REGULATIONS

Article 1 - By-laws

The Board of Directors may enact such by-laws not contrary to law or the Letters Patent as may be required, and may repeal, amend or re-enact any such by-law; but every such by-law, repeal, amendment or reenactment shall not be enforced or acted upon until it has been confirmed by an affirmative vote of at least two-thirds of the members present at a general or special meeting of membership, or alternatively by at least two-thirds of those members returning mail ballots and provided that the repeal or amendment of any such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

Article 2 - Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with this Constitution relating to the management and operation of the Corporation as they deem expedient.

SECTION 10. COMMITTEES

Article 1 - Establishment of Committees

The Board of Directors, as well as the President, may establish such standing committees and ad hoc committees as they or he may deem advisable in order to better serve the aims and interests of the Corporation and its members, which members shall hold office at the pleasure of the Board of Directors. The remuneration of such committee members, if any, shall be fixed by the Board of Directors.

SECTION 11. FINANCIAL

Article 1 - Fiscal Year

The financial year of the Corporation shall be the calendar year.

Article 2 - Audit

The Members shall appoint, at the Annual General Meeting, an auditor to audit the accounts of the Corporation for the ensuing year for report to the members, to hold office until the next annual meeting of the Members, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be authorized from time to time by the Board of Directors.

Article 3 - Payments

Any two of the President, First Vice President, Treasurer and Manager shall have the signing authority for corporate cheques. None of these is to sign or co-sign a cheque payable to himself/herself.

Article 4 - Borrowing

The Directors of the Corporation may from time to time:

- a) borrow money upon the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the Corporation;
- d) pledge or sell debentures, or other securities for such sums and at such prices as may be deemed expedient;
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation;
- f) authorize any Director, Officer, employee of the Corporation or any other person not employed

by the Corporation:

1. to make arrangements for borrowing of money, terms and conditions for repayment and payment of interest;
2. to make arrangements in regard to the documents to be signed, executed and delivered by the Corporation to evidence any obligations incurred by it;
3. to sign, execute and deliver any instruments on behalf of the Corporation necessary or desirable for the purposes aforesaid;
4. to modify, amend or extend the terms and conditions relating to any borrowing aforesaid and to give additional securities and/or guarantees on behalf of the Corporation in respect thereof.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers already possessed by the Directors to borrow money for the purposes of the Corporation.

SECTION 12. LEGAL COUNSEL

Article 1 - Appointment of Honorary Legal Counsel

The Board of Directors shall appoint, coincident with the Executive term of office of two years, an Honorary Legal Counsel who shall be an ex-officio member of the Executive. The appointed Honorary Legal Counsel shall be a member in good standing of a law society of one of the provinces or territories of Canada (ie: entitled to practice law in a province or territory), and shall be Full or Full Life Member of RAC. The Honorary Legal Counsel shall serve without compensation, but shall be entitled to reimbursement of “out-of-pocket” expenses incurred on behalf of RAC.

Article 2 - Duties of the Honorary Legal Counsel

The Honorary Legal Counsel shall provide the Board of Directors, through the President or directly, with advice and assistance on matters which can or do affect the corporation, or on any matters for which the President and/or Board of Directors may seek such advice or assistance. He shall also make appropriate recommendations to the Board of Directors when it is determined that there is a need to retain remunerated legal services.

Article 3 - Committee

The Board of Directors may appoint a committee of lawyers, who are Full or Full Life Members of RAC, and who have expressed an interest in being of service to RAC, to assist the Honorary Legal Counsel. The Honorary Legal Counsel shall chair such Committee and report to the President and Board of Directors on its behalf.

SECTION 13. CERTIFICATION OF DOCUMENTS AND CORPORATE SEAL

Article 1 - Certification of Documents

Contracts, documents or any instrument in writing requiring the signature of the corporation, shall be signed by any two of the President, Vice Presidents and Secretary, and all contracts,

documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by By-law to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

Article 2 - Custody of Corporate Seal

The Secretary shall be the custodian of the Seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.