GENERAL BY-LAWS OF [YOUR COMPANY NAME]

**TABLE OF CONTENTS**

Pages

[1. SEAL AND OFFICES 4](#_Toc217717171)

[1.1. Corporate Seal 4](#_Toc217717172)

[1.2. Registered Office 4](#_Toc217717173)

[1.3. Other Offices 4](#_Toc217717174)

[2. MEMBERSHIP 4](#_Toc217717175)

[2.1. Definition of Person 4](#_Toc217717176)

[2.2. Membership 4](#_Toc217717177)

[2.3. Condition of Membership 5](#_Toc217717178)

[2.4. Application for Membership 5](#_Toc217717179)

[2.5. Membership Dues 5](#_Toc217717180)

[2.6. Registration of System Members 5](#_Toc217717181)

[2.7. Withdrawal 5](#_Toc217717182)

[2.8. Removal 6](#_Toc217717183)

[2.9. Regional Associations 6](#_Toc217717184)

[3. MEETINGS 6](#_Toc217717185)

[3.1. Fiscal Year and Time of Annual Meeting 6](#_Toc217717186)

[3.2. Annual Meeting 6](#_Toc217717187)

[3.3. Auditors’ Report 6](#_Toc217717188)

[3.4. General and Special General Meetings 6](#_Toc217717189)

[3.5. Regional Meetings 6](#_Toc217717190)

[3.6. Vote Allocation to Each Voting Member 6](#_Toc217717191)

[3.7. Majority of Votes to Determine Question 6](#_Toc217717192)

[3.8. Notice of Meeting Quorum 6](#_Toc217717193)

[3.9. Error or Omission 6](#_Toc217717194)

[3.10. Rules 6](#_Toc217717195)

[4. BOARD OF DIRECTORS 6](#_Toc217717196)

[4.1. Range 6](#_Toc217717197)

[4.1.1. Directors - System Members 6](#_Toc217717198)

[4.1.2. Directors - Service Members 6](#_Toc217717199)

[4.1.3. Director - Trade Members 6](#_Toc217717200)

[4.1.4. Certain Ex-officio Directors 6](#_Toc217717201)

[4.1.5. Directors - Regions 6](#_Toc217717202)

[4.1.6. Regions 6](#_Toc217717203)

[4.2. Directors - Qualification 6](#_Toc217717204)

[4.3. Directors – Re-election 6](#_Toc217717205)

[4.4. Chairman Ex-officio Director 6](#_Toc217717206)

[4.5. Vacation of Office 6](#_Toc217717207)

[4.6. Directors’ Meetings 6](#_Toc217717208)

[4.7. Remuneration 6](#_Toc217717209)

[4.8. Resignation 6](#_Toc217717210)

[4.9. Powers - General 6](#_Toc217717211)

[4.10. Agents, Employees 6](#_Toc217717212)

[4.11. Remuneration - Agents, Employees 6](#_Toc217717213)

[4.12. Delegation 6](#_Toc217717214)

[4.13. Borrowing 6](#_Toc217717215)

[4.14. Delegation - Borrowing 6](#_Toc217717216)

[4.15. No Restriction – Borrowing 6](#_Toc217717217)

[4.16. Committees 6](#_Toc217717218)

[5. EXECUTIVE COMMITTEE 6](#_Toc217717219)

[5.1. Executive Committee 6](#_Toc217717220)

[5.2. Powers 6](#_Toc217717221)

[5.3. Meetings 6](#_Toc217717222)

[5.4. Quorum 6](#_Toc217717223)

[6. OFFICERS 6](#_Toc217717224)

[6.1. Officers 6](#_Toc217717225)

[6.2. Chairman 6](#_Toc217717226)

[6.3. President 6](#_Toc217717227)

[6.4. Secretary 6](#_Toc217717228)

[6.5. Treasurer 6](#_Toc217717229)

[6.6. Immediate Past Chairman 6](#_Toc217717230)

[6.7. Absence of Chairman 6](#_Toc217717231)

[6.8. Directors to Occupy Offices 6](#_Toc217717232)

[6.9. Removal 6](#_Toc217717233)

[6.10. Remuneration 6](#_Toc217717234)

[7. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS 6](#_Toc217717235)

[7.1. Indemnity 6](#_Toc217717236)

[8. NOMINATING COMMITTEE 6](#_Toc217717237)

[8.1. Nominating Committee 6](#_Toc217717238)

[8.2. Duties 6](#_Toc217717239)

[9. EXECUTION AND CERTIFICATION OF DOCUMENTS 6](#_Toc217717240)

[9.1. Execution 6](#_Toc217717241)

[10. RULES AND REGULATIONS 6](#_Toc217717242)

[10.1. Rules 6](#_Toc217717243)

[10.2. Construction 6](#_Toc217717244)

[11. AMENDMENT OF BY-LAWS 6](#_Toc217717245)

[11.1. Amendment 6](#_Toc217717246)

[11.2. Previous By-Laws 6](#_Toc217717247)

GENERAL BY-LAWS OF [YOUR COMPANY NAME]

These General By-Laws are made and effective [DATE].

1. SEAL AND OFFICES
   1. Corporate Seal

The corporate seal shall have inscribed thereon the name of [YOUR COMPANY NAME], referred hereto as the “Corporation”.

* 1. Registered Office

The head office of the Corporation shall be in the City of [NAME OF THE CITY] in State/Province of [STATE/PROVINCE] or elsewhere in COUNTRY/STATE/PROVINCE] as may be determined from time to time by by-law of the Corporation pursuant to the applicable provisions of the [COUNTRY] Corporations [ACT/LAW/RULE] (the “Act”).

* 1. Other Offices

The Corporation may establish such other offices and agencies elsewhere within [COUNTRY/STATE/PROVINCE] as the board of directors of the Corporation (the “Board of Directors” or the “Board”) may designate.

1. MEMBERSHIP
   1. Definition of Person

For the purposes of this By-law “person” includes a corporation, a subsidiary or division thereof, a partnership, joint venture, an individual or other entity.

* 1. Membership

Membership in the Corporation shall be limited to persons directly or indirectly engaged in, or supplying goods, equipment and services to the [INDUSTRY/MARKET] and shall consist of the following classes

1. voting members (the “Voting Members”):
   1. system members (the “System Members”), being persons engaged in the operation of a licensed cable television system; and
   2. service members (the “Service Members”), being persons engaged in the operation of licensed pay, pay-per-view and/or specialty services.
   3. Voting Members shall be entitled to receive notice of, to attend and to vote at all meetings of members as provided in this By-law.
2. Non-voting members (the “Non-Voting Members”):
   1. trade members (the “Trade Members”), being persons engaged in the supply of goods, equipment, non-licensed cable services and other licensed cable programming distribution services to System Members; and
   2. associate members (the “Associate Members”), being persons who qualify for membership in the Corporation as described in Article [NUMBER] above, but are ineligible for membership as a System, Service or Trade Member.
   3. Subject to the provisions of Article [NUMBER], Non-Voting Members may receive notice of and attend all meetings of members provided that, they shall not be entitled to vote thereat.
   4. Condition of Membership

A condition of membership in either of the [PERCENTAGE %] classes shall be that such membership shall not in the determination of the Board, either at the time of application or at any other time, prejudice the best interests of the Corporation or of a majority of its members.

* 1. Application for Membership

Application for membership shall be made in writing addressed to the Secretary in such form as the Board of Directors may from time to time prescribe. Election to membership shall be by majority vote of the directors (the “Directors” or “Director”) present at any meeting of the Board. All applicants approved for membership shall abide by the Letters Patent, Supplementary Letters Patent and by [YOUR COUNTRY LAW] of the Corporation.

* 1. Membership Dues

Membership dues for each class or sub-class of members shall be that sum as is fixed by the Board of Directors from time to time.

* 1. Registration of System Members

Each and every System Member of the Corporation operating [NUMBER] or more systems, or having a sole or controlling interest in [NUMBER] or more persons operating such systems shall, as a condition of membership in the Corporation, register each and every one of such persons as System Members. For the purposes of this By-law, a System Member is deemed to control or have controlling interest in a person operating a [SYSTEM] where the System Member beneficially owns more than [PERCENTAGE %] percent:

* + - 1. of the share capital (having full voting rights under all circumstances) of such person, if a corporation; or
      2. of any other ownership interest (having full voting rights under all circumstances) of such person, if not a corporation.
  1. Withdrawal

Any members may withdraw from the Corporation by delivering a written resignation to the Secretary. Such member shall pay all membership dues due at the date of his, her or its resignation.

* 1. Removal

Any member may be required to resign by resolution of the Board of Directors. Prior to the adoption of such resolution the member affected shall have the right to appear before the Board of Directors and to be heard.

* 1. Regional Associations

The System Members of the Corporation may from time to time form an additional association of a regional or provincial nature. The Board of Directors, by resolution, may recognize such an association as an affiliate of the Corporation, provided that [PERCENTAGE %] percent of the subscribers served by those System Members constituting such association are also served by System Members of the Corporation and that the letters patent, supplementary letters patent, by-laws, rules, regulations or actions of such association, do not, at any time, prejudice the best interests of the Corporation or a majority of its members. The Board of Directors may, by resolution, revoke its recognition of any affiliate of the Corporation at any time, provided that such affiliate shall have the right to appear before the Board of Directors and to be heard.

1. MEETINGS
   1. Fiscal Year and Time of Annual Meeting

The fiscal year of the Corporation shall end on the last day of [MONTH] in each year and the annual meeting of the members (the “Annual Meeting”) shall be held in [COUNTRY] within the [NUMBER] months following in such place and at such time and date as shall be designated by the Board of Directors. The Voting Members may resolve that a particular meeting of members be held outside [COUNTRY].

* 1. Annual Meeting

At each Annual Meeting the Voting Members shall:

* 1. be deemed to have elected a Board of Directors as hereinafter set out; and
  2. shall receive reports of the officers of the Corporation (“Officers”) and Directors.
  3. Auditors’ Report

At each Annual Meeting the Voting Members shall receive the financial statements of the Corporation and the report of the auditors and appoint an auditor to audit the accounts of the Corporation to hold office until the next Annual Meeting, provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

* 1. General and Special General Meetings

The Board of Directors shall have the power to call, at any time, a general meeting of the Voting Members of the Corporation. The Board of Directors shall call a special general meeting at the written request of [PERCENTAGE %] percent of the Voting Members in good standing. Members other than Voting Members shall normally be permitted to receive notice of, and attend, general and special general meetings but in the interests of the Corporation the Board of Directors may at its discretion, or at the request of [PERCENTAGE %] percent of the Voting Members, whichever applies, restrict any general or special general meeting to Voting Members only.

* 1. Regional Meetings

Regional meetings may be called by the chairman of the Board (the “Chairman”) at his or her discretion or at the written request of [PERCENTAGE %] percent of the System Members from a Region. Such meetings may be restricted to System Members only.

* 1. Vote Allocation to Each Voting Member

Each Voting Member, in good standing, shall have the right to exercise that number of votes at the Annual Meeting or any general or special general meeting of the members and each System Member from within a Region (as referred to in Article [NUMBER], shall have the right to exercise that number of votes at a regional meeting of System Members, in the ratio of one vote for each [AMOUNT] or any part thereof assessed in annual dues payable by such Voting Member to the Corporation. Such Voting Member may vote in person or by proxy and, if a Voting Member is not an individual, such Voting Member shall vote by proxy. Any such proxy must be a duly authorized representative of a Voting Member. The name of any such proxy must be made known in writing, to the Corporation, by the Voting Member prior to any meeting at which such vote will be exercised. No Voting Member which owes any assessment or dues for any month except the two months prior to the month in which the Annual Meeting or general or special general meeting or regional meeting is held shall be entitled to vote.

* 1. Majority of Votes to Determine Question

At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.

* 1. Notice of Meeting Quorum

[NUMBER] days’ prior written notice shall be given to each member of any Annual Meeting, any general or special general meeting. [NUMBER] Voting Members present in person or by proxy shall constitute a quorum, provided that at least [NUMBER] System Members shall be present for a valid quorum. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of such meeting shall remind all Voting Members that they have the right to vote by proxy.

* 1. Error or Omission

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

* 1. Rules

The conduct of meetings shall be in accordance with Robert’s Rules of Order.

1. BOARD OF DIRECTORS
   1. Range

Determination of Number of Directors. Quorum. Notwithstanding any other provision of this By-law, the property and business of the Corporation shall be managed by a Board consisting of not less than [NUMBER] and not more than [NUMBER] Directors comprising those Directors and Ex-Officio Directors referenced in this Article [NUMBER]. Notwithstanding any other provision of this By-law, provided that the minimum number of such Directors exists following an Annual Meeting, a Board shall be deemed to have been constituted pursuant hereto. The number of Directors representing [NUMBER] of the total number of Directors determined from time to time as aforesaid shall constitute a quorum. Each Director shall have one vote on any matter properly brought before the Board, and any matter shall be decided by a majority of votes cast in respect of that matter.

* + 1. Directors - System Members

[NUMBER] Director shall be appointed by and from each System Member or group of System Members who are controlled by a System Member who have in each case in the aggregate no fewer than [NUMBER] subscribers. Each System Member or group of System Members under common control, as the case may be, serving at least [NUMBER] subscribers, shall be entitled to appoint [NUMBER] additional Director. For the purpose of this Article [NUMBER] “control” shall have the meaning ascribed to it in Article [NUMBER] of this By-law.

Each System Member or group of System Members under common control entitled to appoint a Director or Directors, as the case may be, pursuant hereto shall provide written notice of the name of its appointee or appointees, as the case may be, to the Secretary in advance of each Annual Meeting. In addition, each System Member or group of System Members under common control serving at least [NUMBER] subscribers shall designate that appointee who is to become a member of the Executive Committee and shall provide written notice of its designation to the Secretary in advance of each Annual Meeting.

* + 1. Directors - Service Members

The Service Members shall be entitled to elect [NUMBER] Directors by and from the Service Members. The Service Members shall provide written notice of the names of such Directors to the Secretary in advance of each Annual Meeting.

* + 1. Director - Trade Members

The Trade Members shall be entitled to elect [NUMBER] Director by and from the Trade Members. The Trade Members shall provide written notice of the name of such Director to the Secretary in advance of each Annual Meeting.

* + 1. Certain Ex-officio Directors

The president of the Corporation (the “President”) and the immediate past chairman of the Corporation (the “Immediate Past Chairman”) shall be members of the Board, ex-officio (“Ex-officio Directors”). The Ex-officio Directors shall be entitled to receive notice of, to attend and to participate at all meetings of the Board of Directors but shall not be entitled to vote thereat. The Ex-officio Directors shall be counted for the purpose of fixing the actual number of Directors within the range provided for in Article [NUMBER] and for the purpose of establishing a quorum at Directors’ meetings.

* + 1. Directors - Regions

In each of the [NUMBER] regions ([STATE/PROVINCE], [STATE/PROVINCE], [STATE/PROVINCE]), Midwest and Pacific) (“Regions”) System Members serving less than [NUMBER] subscribers will be entitled to elect [NUMBER] Director. Each such regional Director shall be a representative of one of such System Members from the relevant region. A meeting of such System Members in each Region will be convened prior to the time and place of the Annual Meeting to elect each regional Director. In this By-law, the term “province” shall be interpreted to include, if applicable, the associated territory as set out in the [SPECIFY]. Each Region shall provide written notice of the name of its Director to the Secretary in advance of each Annual Meeting.

* + 1. Regions

The Corporation shall recognize five Regions of its System Members, which Regions shall be composed of those provinces and associated territories as set out in the schedule below:

**SCHEDULE**

REGION [SPECIFY] NO. OF

DIRECTORS

SPECIFY [STATE/PROVINCE] [NUMBER]

[STATE/PROVINCE]

[STATE/PROVINCE]

[STATE/PROVINCE]

SPECIFY [STATE/PROVINCE] [NUMBER]

SPECIFY [STATE/PROVINCE] [NUMBER]

SPECIFY [STATE/PROVINCE]

[STATE/PROVINCE] [NUMBER]

[STATE/PROVINCE]

[STATE/PROVINCE]

SPECIFY [STATE/PROVINCE] [NUMBER]

[STATE/PROVINCE]

TOTAL: [NUMBER]

* 1. Directors - Qualification

Eligibility for appointment or election to the office of Director shall be confined to representatives of System Members of the Corporation in good standing or, in the case of the Directors representing the Service or Trade Members, a Service or Trade Member, in good standing.

* 1. Directors – Re-election
     + 1. Directors are eligible for re-election to the Board of Directors for a second and third term but, after three consecutive terms, must retire.
       2. Directors who also serve as Officers may serve for a maximum of five consecutive terms for the combined period as an Officer and/or Director.
       3. Following one year’s retirement, a Director, ineligible by virtue of this Article [NUMBER], shall again be eligible for re-election.
       4. Notwithstanding the provisions of Article [NUMBER], a Director elected pursuant to Article [NUMBER] may serve for additional consecutive years on the Board of Directors provided the election of such Director is sanctioned
          1. in the case of a Director elected by the Regions, by the affirmative vote of at least [NUMBER] of the System Members of the Region representing less than [NUMBER] subscribers from year to year; and
          2. in the case of a Director elected by the Service Members or Trade Members, by the affirmative vote of at least [NUMBER] of the Service Members or Trade Members, as the case may be.

1. The limitations imposed by Article [NUMBER] shall not apply to Directors appointed or elected pursuant to Article [NUMBER].
   1. Chairman Ex-officio Director

Notwithstanding anything in Article [NUMBER] above, the Chairman upon completion of his or her elected term of office, shall become Immediate Past Chairman and Ex-officio Director for a term of one year, provided that if a Chairman is re-elected for a further term, the incumbent Immediate Past Chairman shall remain in such office and shall remain an Ex-officio Director for such further term.

* 1. Vacation of Office

The office of Director shall be automatically vacated:

* + - 1. upon written resignation delivered to the Secretary,
      2. in the case of a Director appointed by a System Member, if such Director ceases to represent such System Member, or if such System Member is not in good standing;
      3. in the case of a Director elected by System Members serving less than [NUMBER] subscribers within a Region, if such Director ceases to represent one of such System Members, or if such System Member is not in good standing;
      4. in the case of a Director representing a Service Member or Trade Member, if such Director ceases to represent a Service Member or Trade Member, as the case may be, in good standing;
      5. if he or she is found to be a lunatic or becomes of unsound mind;
      6. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
      7. if at a general meeting of Voting Members a resolution is passed by a [NUMBER] vote that he or she be removed from office; or
      8. on death;

provided that if any vacancy shall occur for any reason in this Article [NUMBER] the Directors may by resolution fill the vacancy. The Directors shall fill such vacancy with a representative

1. appointed by the relevant System Member, in the case of vacation of office by an appointed representative of a System Member;
2. of a System Member serving less than [NUMBER] subscribers from the same Region in the case of vacation of office by a representative of such a System Member elected in a Region;
3. of a Service Member in the case of vacation of office by a representative of a Service Member; and
4. of a Trade Member, in the case of vacation of office by a representative of a Trade Member;
   1. Directors’ Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors and/or the Executive Committee provided that [NUMBER] days 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. Provided that all Directors have consented, a meeting of the Board of Directors or of a committee or sub-committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, provided that each participant acknowledges being able to hear each of the other participants, and every person participating in such a meeting by such means is deemed for the purposes of this By-law to be present at that meeting. If a majority of persons participating in a meeting held under the circumstances described in the foregoing sentence are then in [COUNTRY], the meeting shall be deemed to have been held in [COUNTRY].

* 1. Remuneration

Directors, as such, shall not receive any stated remuneration for their services, but by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Such fixed sum may be paid to the Directors as the Board of Directors may by resolution determine, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefore.

* 1. Resignation

A Director shall remain in office until either he or she resigns, is deemed to have vacated office or until the dissolution or adjournment of the meeting at which his or her successor is elected or becomes qualified. A Director shall hold office until the next Annual Meeting following his or her election or qualification.

* 1. Powers - General

The Board of Directors may exercise all such powers of the Corporation as are not by statute or by this By-law required to be exercised by the members at a general meeting.

* 1. Agents, Employees

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

* 1. Remuneration - Agents, Employees

The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution.

* 1. Delegation

The Board of Directors may from time to time, by resolution, delegate to the Chairman, the President, the secretary (the “Secretary”) or the treasurer (the “Treasurer”), all or any of the powers conferred on the Directors by Article [NUMBER] of this By-law, to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

* 1. Borrowing

The Board of Directors may from time to time:

* + - 1. borrow money upon the credit of the Corporation;
      2. limit or increase the amount to be borrowed;
      3. issue debentures or other securities of the Corporation;
      4. pledge or sell debentures or other securities for such sums and at such prices as may be deemed expedient;
      5. mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such debentures or other securities or any money borrowed or any liability of the Corporation.
  1. Delegation - Borrowing

The Board of Directors may from time to time by resolution delegate to the Chairman, the President, the Secretary or the Treasurer all or any of the powers conferred on the Directors by Article [NUMBER] above to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

* 1. No Restriction – Borrowing

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of a borrowing by-law.

* 1. Committees
     + 1. The Board of Directors may from time to time appoint committees, or subcommittees, in addition to those required by this By-law, as it deems necessary. The Board of Directors may dissolve any committee or sub-committee as it deems necessary
       2. The Board of Directors shall establish the terms of reference, authorities and budget of a committee so appointed, including the payment, if any, of remuneration and/or expenses of the members of such committee
       3. Any member of a committee may be removed upon a majority vote of the Directors present and voting at a duly constituted meeting of the Board of Directors
       4. A committee so appointed shall report to the Board
       5. The Board of Directors may, from time to time, by resolution, delegate to the Executive Committee or the President some or all of the powers conferred on the Directors by Article [NUMBER].
       6. The Board of Directors shall, from time to time, and at least once a year, review the performance and operation of each committee so appointed and revise the membership and terms of reference of the committee as it deems appropriate.

1. EXECUTIVE COMMITTEE
   1. Executive Committee

The Executive Committee shall be composed of [NUMBER] of the Directors appointed by each System Member or group of System Members under common control, as the case may be, serving at least [NUMBER] subscribers designated by the System Member or group of System Members which appointed each such Director, [NUMBER] Directors elected from among and by those Directors appointed by System Members or groups of System Members which have at least [NUMBER] subscribers but less than [NUMBER] subscribers, [NUMBER] Director elected from among and by those Directors elected by System Members serving less than [NUMBER] subscribers, the President and the Immediate Past Chairman. The Chairman shall be the chairman of the Executive Committee.

All members of the Executive Committee except the President and the Immediate Past Chairman shall be entitled to [NUMBER] vote on all matters which may properly come before the Executive Committee. The President and the Immediate Past Chairman shall be entitled to receive notice of, to attend and to participate in all meetings of the Executive Committee but shall not be entitled to vote thereat. The President and the Immediate Past Chairman shall be counted for purposes of establishing a quorum at meetings of the Executive Committee. A vacancy occurring from time to time in respect of the Executive Committee may be filled through an appointment or election, as the case may be, by the Members or Directors who appointed or elected the person who has vacated office provided that vacancies shall be filled by persons who qualify for membership on the Executive Committee pursuant hereto.

* 1. Powers

Subject to the Act and to other applicable [YOUR COUNTRY LAW], the Executive Committee shall exercise such powers and be responsible for such matters as may be delegated to it from time to time by the Board of Directors including, without limiting the generality of the foregoing:

* + - 1. reviewing and ensuring the adequacy of preparations for meetings of the Board;
      2. reviewing from time to time the budgets, plans and priorities of the Corporation;
      3. ensuring that the engagement and remuneration of all agents and employees is in accordance with the policy and direction of the Board; and
      4. reviewing the activities of agents, employees and committees established by the Board, in accordance with the policy and direction of the Board.
  1. Meetings

Where the Chairman deems it to be in the interests of the Corporation that the concurrence of the Executive Committee be attained expeditiously to a proposal in the intervening period between regular meetings of the Executive Committee, the Chairman may, in lieu of convening a special meeting of the Executive Committee, obtain the concurrence of a majority of the voting members of the Executive Committee to such a proposal by telephone, letter or otherwise, and such concurrence shall be deemed to be the decision of the Executive Committee as at the date on which it was obtained. Proposals reviewed in this manner are to be formally submitted to the next regular meeting of the Executive Committee, and the decision previously made entered in the minutes of that meeting.

* 1. Quorum

A majority of the members of the Executive Committee, one of whom shall be the Chairman, and with the Chairman’s consent, or in his or her absence or incapacity, the Secretary, shall constitute a quorum of the Executive Committee.

1. OFFICERS
   1. Officers

The Officers, of the Corporation shall be the Chairman, the President, the Secretary and the Treasurer.

* 1. Chairman

The Chairman shall preside at all meetings of the Corporation and of the Board of Directors. He or she shall see that all orders and resolutions of the Board are carried into effect. He or she or the President with the Secretary shall sign all by-laws and other documents requiring the signature of the Officers of the Corporation. The Chairman shall be elected by the Board from among the Directors of the Corporation appointed or elected to the Executive Committee pursuant to Article [NUMBER] at the first meeting of the Board of Directors subsequent to each election of Directors. A vacancy occurring from time to time in such office may be filled by the Board from among the Directors of the Corporation appointed or elected to the Executive Committee pursuant to Article [NUMBER].

* 1. President

The President shall be appointed by the Board of Directors, shall be a full time employee of the Corporation retained pursuant to a written contract of employment, shall be an Ex-officio Director and shall be the chief executive officer of the Corporation. He or she shall perform his or her duties in accordance with the policies and directives of the Board of Directors with direct responsibility to the Chairman. He or she shall be charged with the general control and management of the business of the Corporation and shall perform all duties incidental to his or her office. He or she shall keep the Board and the Chairman fully informed and shall freely consult with them concerning the business of the Corporation and from time to time shall make such recommendations regarding the establishment of policies germane to the objectives and business of the Corporation as he or she may deem appropriate.

* 1. Secretary

The Secretary shall keep or cause to be kept an accurate record of proceedings of all meetings of the members of the Corporation and of the Board of Directors, in books belonging to the Corporation, which books shall be kept at the head office of the Corporation and shall be open at all reasonable times to the inspection of any member of the Corporation. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board or Chairman under whose supervision he or she shall be. He or she shall be the custodian of the seal of the Corporation which he or she 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.

The Secretary shall be elected by the Board from among the Directors of the Corporation appointed or elected to the Executive Committee pursuant to Article [NUMBER] at the first meeting of the Board of Directors subsequent to each election of Directors.

A vacancy occurring from time to time in such office may be filled by the Board from among the Directors of the Corporation appointed or elected to the Executive Committee pursuant to Article [NUMBER].

* 1. Treasurer

The Treasurer shall be responsible for the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit or cause to be deposited all monies and other valuable effects in the name of and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Corporation as may be ordered by the Board taking or causing to be taken proper vouchers for such disbursements and shall render or cause to be rendered to the Chairman and Directors at their regular meetings of the Board or whenever they may require it an account of all his or her transactions as Treasurer and of the financial position of the Corporation. He or she shall also perform or cause to be performed such other duties as may from time to time be determined by the Board.

He or she shall give the Corporation a bond in a sum with one or more sureties satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation if required to post such a bond by the Board of Directors. The Treasurer shall be elected by the Board from among the Directors of the Corporation appointed or elected to the Executive Committee pursuant to Article [NUMBER] at the first meeting of the Board of Directors subsequent to each election of Directors. A vacancy occurring from time to time in such office may be filled by the Board from among the Directors of the Corporation appointed or elected to the Executive Committee pursuant to Article [NUMBER].

* 1. Immediate Past Chairman

The Immediate Past Chairman shall become qualified for such position upon completion of a term of office as Chairman. The Immediate Past Chairman shall be an Ex-officio Director, shall be a non-voting member of the executive committee (the “Executive Committee”), shall provide the Board and the Officers with the benefit of his or her advice when requested and shall perform such other duties as the Board may from time to time require. The Immediate Past Chairman shall hold such office and be an Ex-officio Director for a term of one year, provided that if an incumbent Chairman is re-elected, the incumbent Immediate Past Chairman shall hold such office and remain an Ex-officio Director for a further term of one year, and this process shall be repeated, if necessary.

* 1. Absence of Chairman

During the absence or disability of the Chairman or upon his or her written direction, the Secretary shall assume all the powers and perform all the duties of that office, and he or she shall perform all other acts authorized by the Board of Directors.

* 1. Directors to Occupy Offices

The offices of Chairman, Secretary and Treasurer shall only be occupied by Directors representing System Members of the Corporation. No [NUMBER] offices may be held by the same person.

* 1. Removal

Any Officer of the Corporation may be removed from office upon a majority vote of Directors present and voting at a duly constituted meeting of the Board of Directors.

* 1. Remuneration

The Officers of the Corporation shall receive such reasonable remuneration and/or reasonable expenses as the Board of Directors may by resolution from time to time determine.

1. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS
   1. Indemnity

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

1. all costs, charges, and expenses which such Director, Officer or other person sustains or incurs as a result of any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the good faith execution of the duties of his or her office or in respect of any such liability except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; and
2. all other costs, charges, and expenses which he or she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
3. NOMINATING COMMITTEE
   1. Nominating Committee

The Board of Directors shall appoint, at least [NUMBER] months before the Annual Meeting, a nominating committee (the “Nominating Committee”) of no more than [NUMBER] in number, who shall coordinate the nomination, appointment and election of Directors as provided for herein.

* 1. Duties

The Nominating Committee shall ensure that all Directors have been elected or appointed in conformity with the provisions of this By-Law and shall report to the relevant Annual Meeting.

1. EXECUTION AND CERTIFICATION OF DOCUMENTS
   1. Execution

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the Chairman alone or the President together with the Secretary or Treasurer, 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 to appoint an Officer or Officers, an agent or agents 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 an Officer or Officers, agent or agents appointed by resolution of the Board of Directors.

1. RULES AND REGULATIONS
   1. Rules

The Board of Directors may prescribe such rules and regulations not inconsistent with this By-law relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at each Annual Meeting of members, shall at and from that time cease to have force and effect.

* 1. Construction

In this By-law the singular shall include the plural and the plural the singular; the masculine shall include the feminine.

1. AMENDMENT OF BY-LAWS
   1. Amendment

The by-laws of the Corporation may only be repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of not less than [NUMBER] of the votes cast by not less than [PERCENTAGE %] percent of the Voting Members present, in person or by proxy, at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the appropriate Minister of the Government of [COUNTRY] has been obtained.

* 1. Previous By-Laws

This By-law replaces all prior by-laws and amendments adopted as of the date herein below noted and at the time of its adoption constitutes the only by-law of the Corporation.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on [DATE].

PRESIDENT VICE PRESIDENT

Authorized Signature Authorized Signature

Print Name Print Name

SECRETARY TREASURER

Authorized Signature Authorized Signature

Print Name Print Name