

- c) Approve cheques in amounts greater than a sum to be fixed from time to time by the Board for the disbursement of Foundation funds based on vouchers which are certified for payment by the Executive Director or an authorized member of the Board after review to ensure that vouchers and cheques are in proper form and the amount being paid is reasonable, provided that the Board may authorize one or more of the other officers to approve such cheques and to conduct such reviews in the absence of the Treasurer;
 - d) Review Foundation quarterly financial reports to ensure that they reflect the Foundation's financial operation and approve them;
 - e) Serve as action officer on recommendations made by the independent auditor appointed by the members to review Foundation financial and management operations; and,
 - f) Undertake such other duties as may be requested by the Board.
3. Secretary: Acting on behalf of the Board, the Secretary will:
- a) Keep a record of all the proceedings of the Board including, but not limited to, all action items passed by the Board;
 - b) Maintain archives of all Foundation business, reports, memoranda, letters, etc;
 - c) Conduct the necessary and proper correspondence of the Board;
 - d) Be custodian of the seal of the Foundation which he or she shall deliver only when authorized by Resolution of the Board to do so to such person or persons as may be named in the Resolution; and,
 - e) Undertake such other duties as may be requested by the Board.
4. a) For all purposes of the Foundation, the Chair shall have signing authority.
- b) The Chair may delegate such authority in whole or in part to the Secretary, the Treasurer or the Executive Director or to any two of them acting together.

ARTICLE 7

Amendments

The Bylaws may be amended or repealed by an affirmative vote of at least two-thirds (2/3) of the members duly called for the purpose of considering the said Bylaw, provided that the repeal or amendment of such Bylaw shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.