

7. The Board shall meet at least twice a year: one meeting during October or November and another during March or April. Additional meetings may be held at the call of the Chair or a majority of the Board members. Meetings shall be held in Ottawa or in such other places as the Board or the Executive Committee shall determine. Subject to the bylaws, a director may, if all the directors of the corporation consent, participate in a meeting of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed for the purposes of this Act to be present at that meeting. Not less than fourteen days' notice shall be given for each meeting of the Board unless the members unanimously agree upon some shorter notice period.

8. The presence of five Canadian members and five American members shall constitute a quorum at meetings of the directors.

9. Agendas and reference material for each meeting shall be sent to all members in a timely fashion such that they would in the normal course of transmission reach the member at a minimum of three working days before the meeting. A draft of the minutes of each meeting will be sent to each member within two weeks following the meeting. Each member shall submit any requests for changes, corrections, additions and deletions within two months following the meeting.

10. a) On the occasion of the first meeting of the Board following receipt of the audited financial statements of the Foundation, there shall be held in conjunction therewith the annual meeting of members. Additional meetings may be held at the call of the Chair or a majority of the Board members. Meetings shall be held in Ottawa or in such other places as the Board or the Executive Committee shall determine. Not less than fourteen days' notice shall be given for each meeting of the members unless the members unanimously agree upon some shorter notice period. Notice of any meeting of members 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 each meeting of members must remind the member that he has the right to vote by proxy. Each member present at a meeting shall have the right to exercise one vote, except for the ex-officio members. A member may, by way of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation.
- b) The presence of five Canadian members and five American members shall constitute a quorum at meetings of the members.
- c) The Chair of the Foundation shall serve as Chair of the meeting unless such person is temporarily unable to serve or has resigned, in which case the Secretary shall serve in his or her stead until a replacement is elected or the Chair has returned. In the event the Secretary is unable to serve, the members shall name a replacement from among their number. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented, and auditors appointed for the ensuing year by the members.