

IEEE Canadian Foundation

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**www.ieeecanadianfoundation.org
CONSTITUTION**

ARTICLE I - NAME, PURPOSE & TERRITORY

Section 1 - Name

The name of the society is "IEEE Canadian Foundation," hereinafter called the "Foundation."

Section 2 - Purpose

The purpose of the Foundation is to support the scientific and educational objectives of The Institute of Electrical and Electronics Engineers, Incorporated, a New York not-for-profit corporation (the "IEEE") within Canada by: (a) promoting the advancement of the theory and creative practice of electrical and electronics engineering in all its related branches; and (b) promoting the IEEE in Canada through activities including, but not limited to, the funding of IEEE McNaughton Learning Resource Centres, the awarding of IEEE Canadian Foundation Scholarships, and the awarding of IEEE Canadian Foundation Grants; all in consonance with the Constitution of the IEEE.

Section 3 - Territory

Activities of the Foundation shall normally be confined to Canada. Activities may, however, go beyond these boundaries when necessary or desirable to provide the maximum benefit to recipients of grants or to optimize return on investment of Foundation funds.

ARTICLE II – CHARITABLE ORGANIZATION.

Section 1 - Non-Profit

The Foundation shall be carried on without gain for its Members, and any surplus or other accretions to the Foundation shall be used in achieving its purpose.

Section 2 - Registered Charity

The predecessor corporation, I.E.E.C. Inc., was incorporated in the Province of Ontario by Letters Patent dated June 10, 1971. The name of the corporation was changed to IEEE Canadian Foundation, by Supplementary Letters Patent dated June 29, 1992. By Supplementary Letters Patent dated September 22, 1993, the objects, provisions and powers of the corporation were amended so the Foundation qualified for tax-exempt status as a Registered Charity and as a Public Foundation. On October 6, 1993,

Revenue Canada notified the Foundation of this registration.

Section 3 - Compliance

To maintain its tax-exempt status, the Foundation shall operate in compliance with applicable laws, regulations and requirements governing Registered Charities and Public Foundations. This includes compliance to the applicable provisions of: (a) the Objects, Special Provisions and Power Clauses of the Supplementary Letters Patent granted to the IEEE Canadian Foundation dated September 22, 1993, (b) the Income Tax Act, (c) the requirements of the Canada Revenue Agency (CRA), (d) the Charities Accounting Act and (e) the requirements of the Public Trustee for Ontario.

ARTICLE III - BYLAWS & CHANGES

Section 1 - Bylaws

Bylaws shall be established as hereinafter set forth for the purpose of governing the operation and administration of the Foundation.

Section 2 - Review and Approval of Changes

Proposed Constitution or Bylaw changes and reasons therefore shall be forwarded to the IEEE Canada (IEEE Region 7) Executive Committee for their review, and approval by the IEEE Board of Directors. No revisions to the Foundation Constitution or Bylaws may be made without such approval.

BYLAWS

ARTICLE I - HEAD OFFICE AND SEAL

Section 1 - Head Office

The head office of the Foundation shall be in the general vicinity of Toronto, in the Province of Ontario, and at such place in that area as the Directors may from time to time determine.

Section 2 - Seal

The seal, and impression whereof is stamped in the margin hereof, shall be the corporate seal of the Foundation.

ARTICLE II - MEMBERSHIP

Section 1 - Members

The membership shall consist of individuals admitted to membership by the Board of Directors.

The maximum number of Members shall be limited to 30. With the exception noted in

article III section 2, all Members of the Foundation shall be members of IEEE.

The Secretary of the Foundation shall promptly inform each Member of admission. The normal term of membership shall be for five years, unless membership ceases prior to the completion of the normal term due to resignation, removal, death or other reason. More than one term of membership is permitted, subject to mutual agreement of the individual and the Board of Directors, and the limitation on the maximum number of Members.

Each Member in good standing shall be entitled to one vote on each question arising at an annual or special general meeting of the Members.

Any Member may withdraw from the Foundation by delivery of a written resignation to the Secretary of the Foundation.

A Member may be removed with or without cause by a vote of three-quarters (3/4) of the Members present and entitled to vote, provided there is a quorum, at an annual or special general meeting, provided that such Member shall be granted an opportunity to be heard at such meeting.

Section 1.1 - Emeritus Members

The Board of Directors may recognize a long-serving Member who has made exemplary contributions to the Foundation by a Resolution conferring the *Emeritus Member* designation upon expiration of the Member's last term of membership in the Foundation, or at any other suitable time. The Secretary of the Foundation shall promptly inform each individual so designated. There may be up to ten (10) Emeritus Members of the Foundation at any time. Emeritus Members are no longer Members of the Foundation as defined in Article II, Section 1, are not actively involved in the Foundation, and do not enjoy voting privileges. The Emeritus Member designation ceases upon the death of the Emeritus Member, or by Resolution of the Board of Directors.

Section 2 - Dues

There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by unanimous vote of the members of the Board of Directors present and entitled to vote. The vote shall become effective only when confirmed by a majority vote of the Members at an annual or special general meeting.

Section 3 - Meetings

The annual general meeting or a special general meeting of the Members shall be held at such location, and on such day, as the Directors shall appoint.

A Member may participate in an annual or special general meeting of the Members by means of teleconference facilities such that all persons participating in the meeting can hear one another. Any Member so participating in such a meeting is deemed to be present at the meeting.

At every annual meeting, in addition to other business that may be transacted, the report of the Directors, an audited financial statement and the report of the auditors shall be presented. Elections shall be held to fill vacancies on the Board of Directors and auditors shall be appointed for the ensuing year.

The Board of Directors, the President or the (First) Vice President, shall have the power to call at any time a special general meeting of the Members of the Foundation upon receipt of a written request for such a meeting signed by not less than three Members.

Notice of annual or special general meetings of Members shall be given personally, by fax or by email not less than seven (7) days before the date of the meeting, or by mail not less than fourteen (14) days before the date of the meeting. Such notice shall be deemed to be given when sent by fax or email, or deposited in the Canadian mail with first class postage prepaid, to Members at their last known postal address, email address, or fax number, as maintained in Foundation records. Notice of any meeting at which special business will be transacted should contain sufficient information to permit the Member to form reasoned judgement on the decision to be taken. Notice of each meeting of Members must remind the Members of their rights to vote by proxy.

Section 4 - Error or Omission in Notice

No error or omission in giving notice of any annual or special general meeting or any adjourned meeting of the Members of the Foundation shall invalidate such meetings 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. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be the last address (including postal, email address, fax number or other contact information) in the Foundation records.

Section 5 - Adjournments

Any meetings of the Foundation Members or Directors may be adjourned to any time, from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Section 6 - Quorum of Members

A quorum for the transaction of business at any meeting of Members shall consist of not less than ten Members present in person, by teleconference, or by proxy; provided that in no case can any meeting be held unless there are five Members present in person and by teleconference.

Section 7 - Voting of Members

Subject to the provisions, if any, contained in the Letters Patent of the Foundation, each Member of the Foundation shall be entitled to one vote at all meetings of Members. A

Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of the Members in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Foundation.

At all meetings of Members, every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the Bylaws of the Foundation, or by law. Every question shall be decided in the first instance by a show of hands of those present, and a poll of those Members participating by teleconference, unless any Member demands a full poll. Every Member having voting rights shall have one vote, and unless a full poll be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation shall be admissible as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of the votes given by the Members present in person, by teleconference or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Foundation in a general meeting upon the matter in question.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Board of Directors

The Board of Directors, hereinafter referred to as the "Board," shall manage the activities of the Foundation.

Section 2 - Qualifications of Directors

With the exception noted below, only persons who are Members of the Foundation and who are also members of IEEE, with the grade of Senior Member or higher, may be Directors of the Foundation. The immediate Past President of IEEE Canada shall be a Member of the Board and the Foundation by virtue of holding that office, as shall be the immediate past President of the Board. At the discretion of the Board, a maximum of two non-members of IEEE, who are considered highly qualified to serve and whose professional reputation would enhance the reputation of the Foundation, may be elected Directors and Members of the Foundation provided that evidence for such selection is entered into the minutes of the meeting.

Section 3 - Number of Directors

The number of voting Directors shall be twelve (12), inclusive of the two Directors noted in Section 2 above. The number of voting Directors may be increased or decreased by amendment of the Bylaws subject to the limitation that no decrease shall shorten the term of any incumbent voting Director. In no event, however, shall the number of voting Directors be less than seven.

Section 4 - Election of Directors

At each annual general meeting of the Members of the Foundation, Directors shall be

elected to replace the vacancies next to occur. A Director shall be elected to hold office until the term expires and until a qualified successor has been elected. Election of Directors shall be by majority vote of the Members present, even though less than a quorum exists.

The past President of the Board shall serve as Chair of the Nominations Committee and shall prepare a slate of suitable candidates prior to each annual general meeting. This committee shall contain at least two additional Members of the Foundation who are not currently on the Board and who will not be candidates for the incoming Board.

Section 5 - Term of Directors

The immediate past President of the Board shall be a member of the Board for the duration of tenure in that office (normally three years). The immediate Past President of IEEE Canada shall be a member of the Board for the duration of tenure in that office (normally two years). All other Directors shall normally be elected for a three-year term, unless the directorship ceases prior to the completion of the given term due to resignation, removal, death or other reason. Approximately one-third of the total number of Directors shall be elected each year, to hold office until the third succeeding annual general meeting of Members. More than one term of directorship is permitted, subject to mutual agreement of the individual and the Board of Directors, and the limitation on the maximum number of Directors.

Section 6 - Vacancies

Vacancies occurring on the Board for any reason may be filled by a majority vote of the voting Directors then in office, even though less than a quorum may exist. A voting Director elected to fill a vacancy shall be elected to serve until the next annual meeting of the Members of the Foundation, and until a successor has been elected and appointed.

Section 7 - Removal of Directors

Any Director may be removed for cause by a majority of the total number of voting Directors then in office. The Members of the Foundation may, by resolution passed by at least two-thirds (2/3) of the votes cast at an annual general meeting or special general meeting of Members, for which notice specifying the intention to pass such resolution has been given, remove any Director before the expiry of their term of office and may, by a majority of the votes cast at that meeting, elect any qualified candidate as a replacement Director for the remainder of term of the removed Director.

Section 8 - Resignation of Directors

Any Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 9 - Quorum of Directors

One-half of the number of voting Directors that there would be if there were no vacancies, but in no event less than six, constitutes a quorum for the transaction of business or of any specified item of business. Unless specified otherwise in these Bylaws, a majority of the voting members of the Board of Directors shall constitute a quorum.

Section 10 - Meetings of the Board

Meetings of the Board shall be held for the purpose of transacting the business of the Foundation. Unless specified otherwise by the Board, these meetings shall be held within Canada. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. A Director may participate in a meeting of the Board or of a committee of the Board by means of teleconference facilities such that all persons participating in the meeting can hear one another. Any Director so participating in such a meeting is deemed to be present at the meeting.

Section 11 - Notice of Meetings of the Board

All regular and special meetings of the Board may be held upon notice to each Director at the call of the President, or (First) Vice President, or voting Directors sufficient to constitute a quorum. Notice of any meeting shall state the place, date and hour of the meeting, and specify the business which will be transacted at the meeting, and, unless it is a regular meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting.

The notice shall be given to Directors personally, by fax or by email not less than seven (7) days before the date of the meeting, or by mail not less than fourteen (14) days before the date of the meeting. Such notice shall be deemed to be given when sent by fax or email, or deposited in the Canadian mail, with first class postage prepaid, directed to Directors at their last known postal address, email address or fax number, as maintained in Foundation records. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors as well. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 12 - Errors in Notice

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken.

Section 13 - Voting

Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at such meeting shall be taken by poll of Directors attending in person and by teleconference, if so demanded by any Director present, but if no demand is made, the

vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Section 14 - Committees of the Foundation and of the Board

The entire Board may designate an Executive Committee and other standing committees of the Board, each consisting of three or more Voting Directors unless specified otherwise, and each of which to the extent provided by resolution of the entire Board shall have all the authority of the Board except as to the following matters:

1. The filling of vacancies in the Board or in any committee;
2. The amendment or repeal of the Bylaws, or the adoption of new bylaws;
3. The amendment or repeal of any resolution of the Board which by its terms may not be so amended or repealed

The Board may designate one or more Voting Directors as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee. Each committee of the Board shall serve at the pleasure of the Board.

The Board may create standing and special committees, including an audit committee, which shall be committees of the Foundation. Such committees shall assume such duties as may be assigned by the Board but shall not be delegated any of the authority or powers of the Board. Each member of a committee of the Foundation shall be elected by the Board to hold office until the next annual meeting and until his/her successor has been elected and qualified.

A. Executive Committee The Foundation's Executive Committee shall consist of: the President, Past President (only when that position is filled), Secretary, Treasurer and all the Vice Presidents. The Executive Committee shall be authorized to act on behalf of the Board of Directors during time periods between meetings of the Board, subject to the limitations of Section 14 above.

B. Grants Committee The Grants Committee is a committee of the Foundation. This committee is charged with ensuring that all funds disbursed from the Foundation are to be utilized in a manner consistent with the Foundation Constitution and Bylaws. Its duties shall be to evaluate requests for funding from qualified persons and entities within Canada. The Grants Committee shall develop guidelines for qualifications, application procedures and evaluation criteria. These guidelines shall be consistent with the purposes of the Foundation as specified in the Constitution and approved by the Board. This committee shall make recommendations to the Board regarding all requests for funding. However, the Board may set guidelines that enable the committee to act between meetings of the Board. The Grants Committee shall consist of a minimum of three voting Members of the Foundation. At least two members, including its Chair, shall be Directors of the Board. The committee shall be representative of Canada, with at least one member from each of Québec and Ontario.

C. Donations Committee The Donations Committee is a committee of the Foundation. Its duties shall be to seek and promote the giving of donations to the Foundation and to advise the Board in such matters. Activities of this committee may include the preparation of promotional strategies and materials. The Donations Committee shall consist of a minimum of three voting Members of the Foundation. At least one member, its Chair, shall be a Director of the Board. The committee shall be representative of Canada, with at least one member from each of Québec and Ontario.

D. Audit Committee The Audit Committee is a committee of the Foundation. Its duties shall be to review the annual report of the Auditor, review policies and procedures that substantially impact the finances of the Foundation, monitor conformance thereto, and recommend such changes as it considers desirable. The Audit Committee shall consist of a minimum of three voting Members of the Foundation; at least one member, its Chair, shall be a Director of the Board. No member of the Audit Committee shall be either an Officer of the Foundation or a member of the Investment Committee.

E. Investment Committee The Investment Committee is a committee of the Foundation. Its duties shall be to monitor the investment of funds of the Foundation and to make recommendations pertaining thereto. The objective of this committee shall be to obtain a reasonable rate of return on investments with a minimum risk of capital fund depletion. The Investment Committee shall consist of a minimum of three voting Members of the Foundation, including the Treasurer as Chair and at least one other Director of the Board.

F. Investment Advisory Committee The Investment Advisory Committee is a committee of the Foundation. Its duties shall be to review the annual report of the Investment Committee, review policies and procedures that substantially impact the finances of the Foundation, monitor conformance thereto, and recommend such changes as it considers desirable. The Investment Advisory Committee shall consist of a minimum of two voting Members of the Foundation and a minimum of three external investment professionals. The Chair of the Investment Advisory Committee shall be one of the three investment professionals.

G. Student Branch Liaison Committee The Student Branch Liaison Committee is a committee of the Foundation. Its duties shall be to liaise with IEEE Student Branches and counsellors in Canadian universities and colleges to provide information, provide support, and to follow up on grants and scholarships awarded by the Foundation. The Student Branch Liaison Committee shall consist of a minimum of three voting Members of the Foundation. At least one member, its Chair, shall be a Director of the Board. The committee shall be representative of Canada, with at least one member from each of Québec and Ontario.

Section 15 - Compensation of Directors

No Director shall receive any salary or other compensation for services as a Director. No reimbursement of travel or other expenses will be paid for or reimbursed out of

Foundation funds, unless approved by the Board of Directors.

Section 16 - Disclosure of Conflict of Interest

Any actual or potential conflict of interest on the part of any Director shall be fully disclosed to the Board prior to the conduct of any related business.

Section 17 - Powers of Directors

The Directors may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into, and, save as hereinafter provided, generally, may exercise all such powers and do all such acts and things as the Foundation is by its charter or otherwise authorized to do.

ARTICLE IV - OFFICERS

Section 1 - Number

The Officers of this Foundation shall be the President who shall also serve as Chair of the Board, the (First) Vice President, the Secretary, the Treasurer, and any other officers elected by the Board.

Section 2 - Election and Term of Office

Each Officer shall be elected, at a meeting of the Directors immediately following the annual general meeting of the Foundation, to hold office until the next annual general meeting and until the successor has been elected and qualified. Officers shall be subject to removal, with or without cause, at any time by resolution of the Board.

Section 3 - President

The President shall chair all meetings of the Board and all annual and special general meetings of the Members of the Foundation. The President shall be an ex-officio member of all committees of the Foundation and shall, in general, supervise, manage, and control all of the business and affairs of the Foundation, subject to the approval of the Board. The President shall have the power, subject to the approval of the Board and in accordance with Article V Sections 3 and 4, to co-sign all contracts and instruments of conveyance in the name of the Foundation, to co-sign cheques, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees. The President shall perform all of the duties usually incident to that office.

Section 4 – Vice Presidents

The Vice President, or if there is more than one then the First Vice President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Each Vice President shall have such powers and perform such duties as may be delegated to him/her by the President or prescribed by the Board. One of the Vice Presidents shall be designated as the First Vice President.

Section 5 - Secretary

The Secretary shall have charge of the minute books, records and seal of the Foundation. The Secretary shall keep the minutes of all meetings of the Board and of the annual and special meetings of Members in the Foundation's minute books provided for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the Members, and all other notices required by law or by these Bylaws. In case of the Secretary's absence or refusal to do so, any such notice may be given by any person whom the President so directs, or by the Director at whose request the meeting is called.

Section 6 - Treasurer

The Treasurer shall have custody of all funds, securities, evidences of indebtedness and other financial records of the Foundation; and, when necessary or proper, shall endorse on behalf of the Foundation for collection of cheques, notes and other obligations and shall deposit the same to the credit of the Foundation in such bank or banks or depository as the Board may designate. The Treasurer shall receive and give or cause to be given receipts for money paid in on account of the Foundation and shall pay out of the funds on hand all just debts of the Foundation of whatever nature upon maturity of same. The Treasurer shall make disbursements for Scholarships and Grants upon the recommendation of the Grants Committee and the approval of the Board, in accordance with the statutes governing the operation of the Foundation. The Treasurer shall enter or cause to be entered in the books of the Foundation to be kept for that purpose full and accurate accounts of all money received and paid out on account of the Foundation and, whenever required by the President or the Board, shall render a statement of accounts. The Treasurer shall keep or cause to be kept such other books as will show a true record of the expenses, losses, gains, assets and liabilities of the Foundation; and shall at all reasonable times exhibit the books and accounts to any Director of the Foundation upon application at the office of the Foundation during business hours. The Treasurer shall perform all other duties and acts incident to the office of treasurer.

Section 7 - Vacancies

If the office of any Officer becomes vacant, the Board may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of the predecessor.

ARTICLE V - MISCELLANEOUS PROVISIONS

Section 1 - Fiscal Year

The fiscal year of the Foundation shall begin on the first day of January and terminate on the thirty-first day of December in each calendar year.

Section 2 - Auditors

The Audit Committee, at each annual meeting, shall recommend to the Members of the Foundation, the appointment of an auditor to conduct the audit of the Foundation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Audit Committee shall recommend, and the

Board shall approve, filling any vacancy in the office of the auditor. Upon the recommendation of the Audit Committee, the Board shall fix the remuneration of the auditor.

Section 3 - Signing of Obligations

All cheques, drafts, notes or other obligations of the Foundation shall be co-signed by two Officers of the Foundation as follows: either the President or (First) Vice President, and either the Treasurer or Secretary. Signing authorization shall be updated immediately following the first meeting of the newly elected Board.

Section 4 - Signing of Document.

All deeds, transfers, licences, contracts and engagements on behalf of the Foundation shall be co-signed by two Officers of the Foundation as follows: either the President or (First) Vice President, and either the Secretary or Treasurer. The Secretary shall affix the seal of the Foundation to such instruments as required. Any person so authorized by the Board may enter into contracts in the ordinary course of the Foundation's operation on behalf of the Foundation. The Directors shall ensure that all necessary books and records of the Foundation, as required by the Bylaws of the Foundation or by applicable statutes or laws, are regularly and properly kept.

Section 5 - Financial Management

The Board of Directors shall be responsible to the Members of the IEEE Canadian Foundation for the management and protection of all funds utilized in the operation of the Foundation. The Foundation's capital funds shall be prudently invested at a reasonable rate of return. In order to protect these capital funds, only investment income and income from donations shall be made available for disbursement. These moneys shall be disbursed in accordance with the Constitution and Bylaws of the Foundation.

The Foundation shall be entitled to accept special purpose endowments provided that the terms thereof are consistent with the aims and objectives of the Foundation and are not contrary to law or Canada Revenue Agency (CRA) rules and regulations for Registered Charities and Public Foundations. The Board shall have the authority to negotiate the terms of any such endowment and to make all arrangements necessary to carry out its special terms.

In the event of dissolution of the Foundation, and after payment of all debts and liabilities, the residual funds and assets of the Foundation shall be distributed to one or more Canadian charitable organizations for use in support of IEEE activities in Canada.

Section 6 - Amendment and Dissolution

Bylaws may be amended, repealed, or adopted by a two-thirds vote of the Board, subject to the limitations imposed by the constitution, and provided that notice of any meeting to amend the Letters Patent or Bylaws or to provide for the dissolution of the Foundation shall be given to the members of the Board of Directors at least fourteen

(14) days prior to the meeting. Additionally, any action relating to dissolution of the Foundation requires a two-thirds (2/3) confirming vote at a duly constituted meeting of the Members.

Section 7 - Indemnification

No Director shall be liable for the acts, receipts, neglects, or defaults of any other Director or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Foundation due to the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of any security in or upon which any of the moneys of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities, or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgment or oversight, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto, unless the same shall happen through the Director's own wilful neglect, dishonesty or deceit.

Every Director of the Foundation 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 Foundation and from insurance provided for this purpose by the Board of Directors, from and against:

(a) all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against the Director, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Director in or about the execution of their duties of office;

(b) all other costs, charges and expenses sustained or incurred by the Director in or about or in relation to the affairs thereof; except where such costs, charges or expenses as are occasioned by the Director's own wilful neglect, dishonesty or deceit.

This Section shall not apply to any person serving under contract to the Foundation.

Section 8 - Interpretation

In these Bylaws and in all other Bylaws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be and vice-versa, and references to persons shall include firms and corporations.

SIGNATURES

Effective Date: _____

On behalf of the Board of Directors of the IEEE Canadian Foundation (approved):

President

Secretary

On behalf of the IEEE Canada (IEEE Region 7) Executive Committee (reviewed):

President

Secretary

On behalf of the IEEE Board of Directors (approved):

President

Secretary