

Article 6. Head Office

~~Until changed in accordance with the Act, the Head Office of the Society shall be in the City of Mississauga, in the Province of Ontario~~The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

Article 11. Powers of Directors

5. ~~Meetings~~Subject to Article 11.6 and Article 11.7, meetings of the board of directors may be held at any time and place or by telephonic means to be determined by the directors provided that 48 hours notice of such meeting shall be given by the preferred means of communication (e-mail, fax or letter) to each director. There shall be at least 6 meetings per year of the board of directors. Attendance is obligatory unless notification is provided by members to the Secretary prior to such meetings. Each director is authorized to exercise one (1) vote.
- 6 If all the directors of the Corporation, or of a committee of the board, as the case may be, consent thereto generally or in respect of a particular meeting and each has adequate access, a director may participate in a meeting of the board or of a committee of the board by means of teleconference or by other electronic means that permit all persons participating in the meeting to communicate adequately with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 7 Provided further that at the outset of each meeting referred to in Article 11.6, the Chair of the meeting shall call roll to establish quorum and whenever votes are required, and unless a majority of the directors present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality.
- 8 ~~6~~A majority of directors in office, from time to time, but no less than five (5) directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Society.
- 9 ~~7.~~All decisions of the board of directors shall be determined by a majority of the votes cast by the directors present and carrying voting rights at a meeting duly called and held ~~or by written resolution executed by all directors entitled to vote on such matter.~~

