

**THE APPROVED BY-LAWS OF
THE CANADIAN PALESTINIAN FOUNDATION OF QUEBEC**



PREAMBLE:

In accordance with the letters patent issued under part II of the Canada Corporation Act, hereinafter referred to as the “Charter”, respecting the Canadian Palestinian Foundation of Quebec (CPFQ) which shall also have the French name La Fondation Canado-Palestinienne du Québec (FCPQ), hereinafter referred to as the “Foundation”, the following articles as they may be amended from time to time, hereby constitute the General By-Laws of the Foundation.

PURPOSES AND OBJECTS:

1. In accordance with Article III of the Charter which must be amended in law should the present article be amended in any way, the Foundation shall be a non-profit charitable organization. The Purposes and Objects of the Foundation shall be as follows:
 - a. To teach the Arabic language to interested persons in Canada in structured and methodical courses and set up elementary and secondary schools for the benefit of the Palestinian Canadian Community.
 - b. To set up organizations in Canada assigned the task of collecting donations for purposes of the present objects, for the relief of poverty to needy refugees and immigrants of Palestinian descent by providing basic subsistence necessities and monetary donations.
 - c. Donations and funds collected through various Foundation organizations in Canada will be channelled back into the Palestinian Community in the form of scholarship funds, bursaries and grants enabling needy members to pursue academic or vocational ambitions in Canadian educational institutions.
 - d. Donations to and funds of the Foundation will also be used to organize medical assistance efforts from Canada to children in any Arabic speaking country, who are victims of violence, suffering from acts of aggression or poverty, and for whom adequate medical treatment and supervision is not made available. These efforts include covering medical costs, treatment, medications and, whenever necessary, passage expenses to Canada for treatment in local medical facilities.
 - e. To contribute to any and all qualified donees under Section 149.1 (1) (b) of the Canada Income Tax Act who share the purposes and objects of this Foundation.
 - f. To work towards elimination of all forms of racism, discrimination and prejudice, and to cooperate with other concerned groups and organizations for that purpose.

FOUNDATION STRUCTURE:

2. The Foundation structure shall be as follows:
 - a. General Meeting of the active members, whether Annual or Special
 - b. Board of Trustees
 - c. Board of Directors
 - d. Executive Committee
 - e. Other committees
 - f. Appointed officers and employees

TERRITORY OF THE FOUNDATION:

3. The Territory of the Foundation shall initially encompass all areas within the Province of Quebec, but it may eventually encompass other areas in Canada.

HEAD OFFICE AND CORPORATE SEAL:

4. The head office and principal place of business of the Foundation shall be located in the Greater Montreal Area. Unless otherwise stated, the mailing address of the Foundation Head Office shall be:
845 Décarie Boulevard
Saint-Laurent, Québec
Canada H4L 3L7

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

MEMBERSHIP:

5. Any Canadian with a Palestinian family connection who has attained his/her eighteenth (18th) birthday and is interested in achieving the purposes and objects of the Foundation is eligible to apply for admission as a member. Other Canadian citizens or residents who are committed to these purposes and objects may also apply for admission. The membership application form prescribed by the Foundation shall be completed and signed by the applicant. In all cases admission as a member shall be subject to approval of the Board of Directors and payment of the prescribed membership dues.

Membership dues shall be as directed from time to time by the Board of Directors.

6. There shall be two classes of membership:

- a. Ordinary membership
- b. Honourary membership

7. An ordinary member who has paid up the prescribed membership dues shall be considered an active member, and as such, shall have the rights, privileges and responsibilities of active membership. Such members may attend, speak and vote at all Foundation General Meetings and seek office on the Board of Directors or on any of the Foundation committees.

Ordinary membership may be individual or family. In the case of family membership only the two parents shall be entitled to the rights, privileges and responsibilities described above.

8. An honorary member may be a person of any nationality who has been nominated to the rank of Honorary Member jointly by the Board of Directors and the Board of Trustees by way of resolution. Such Honorary member may be appointed for one or more years or for life.

An Honourary Life Member is one who by his/her outstanding conduct, time and effort has made a substantial and worthy contribution to the Foundation and/or to the Palestinian Community or people. An Honourary Member shall not be considered an active member.

9. Any member may withdraw from the Foundation by submitting a written resignation to the Foundation, with a copy to the Secretary.
10. Any member may be suspended for a specified period of time or expelled by resolution of the Board of Directors adopted by a majority of at least two thirds (2/3) of the members present at a General Meeting called for that purpose, provided it is established that the member in question had acted in a manner contrary to the principles, aims or interests of the Foundation. Any such member shall have the right to attend the said General Meeting and present all evidence in his/her favour before the Meeting renders its decision.

FOUNDATION GENERAL MEETINGS:

11. The Annual or any General Meeting of the members shall be held at the head office of the Foundation or at any place within the Territory of the Foundation as the Board of Directors by resolution may determine, and on such day and time as the said Directors shall set. The General Meeting of members may resolve that a particular meeting can be held anywhere, inside or outside Canada.
12. The Annual General Meeting of members shall be held during the month of April
13. At every Annual General Meeting, in addition to election of new Directors and any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

In the event that the business of any General Meeting is not completed within four (4) hours from commencement of such meeting, the meeting shall be adjourned unless the Chairperson decides to extend it for an additional hour.

14. The Board of Directors or the President shall have power to call at any time, a General Meeting of the members of the Foundation. Furthermore, it shall be incumbent upon the Board of Directors to call a Special General Meeting of members on a written or e-mailed request signed by not less than ten percent (10%) of the active members. The Board of Directors shall call such Special General Meeting within thirty (30) days from receiving such petition.
15. A fourteen (14) day written or e-mailed notice shall be given to each voting member of any Annual or Special General Meeting. A notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decisions to be taken.
16. The members shall register for each General Meeting upon entering the place of the meeting. A simple majority of active members personally present at a meeting shall constitute a quorum. If there is no quorum one hour after the time specified for commencement of the General Meeting, then another meeting shall be called three weeks later, and the members present at that meeting shall constitute a quorum, provided that their number shall not be less than twenty percent (20%) of the total active membership. This process shall be repeated until the required attendance is achieved.
17. At the start of each General Meeting, the members present at that meeting shall elect a chairperson to chair the meeting, and a secretary to take and prepare minutes of the meeting. The Board of Directors has the responsibility to supply the Chairperson with a copy of the By-Laws and Charter of the Foundation. The Foundation President, or in his absence the Vice-President, shall conduct the procedure leading to election of the Chairperson and Secretary of the General Meeting.
18. No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether annual or special, of the members of the Foundation 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, a Director or an Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his last postal or e-mail address recorded on the books of the Foundation.

VOTING OF MEMBERS:

19. At all General Meetings of members of the Foundation every issue shall be determined by majority vote unless otherwise specifically provided by statute or by these By-Laws.

In the event of equality of votes, the Chairperson of the meeting shall have the deciding vote. Each voting member personally present at a General Meeting shall have the right to cast one vote. There shall be no voting by proxy.

BOARD OF TRUSTEES:

20. An independent Board of Trustees shall be created for the purpose of holding and managing all real property and immovable assets of the Foundation.
21. The Board of Trustees shall consist of a minimum of seven (7) and a maximum of twenty-one (21) members. The President and Treasurer of the Foundation shall be ex-officio non-voting members of this Board as long as they remain in office. Membership of the Board of Trustees shall include major donors to the Foundation as well as persons who possess such merits, capabilities or skills as are likely to enhance the success and prosperity of the Foundation and to augment said Board's capacity to carry out its responsibilities.
22. The members of the first Board of Trustees shall be as proposed by the Foundation's Board of Directors and approved by resolution of the Special General Meeting held on the 3rd of February 2002. Thereafter, the Board of Trustees itself shall determine from time to time the size and composition of its membership in accordance with its own internal rules/by-Laws, and in the light of prevailing circumstances.
23. The Trustees are appointed for life; however, a Trustee shall lose his/her membership in the Board of Trustees if he/she:
 - a. Submits a written resignation to the Secretary of the Board of Trustees, or
 - b. Is found by a court of law to be of unsound mind, or
 - c. Becomes bankrupt or suspends payment or compounds with creditors, or
 - d. Is convicted by a court of law of a criminal offence, or
 - e. Violates the internal rules/By-Laws of the Board of Trustees or harms the interests of the Foundation, or
 - f. Is expelled by the unanimous vote of all other voting members of the Board of Trustees, or
 - g. Dies or becomes incapacitated.
24. Subject to any Government restrictions, the Board of Trustees shall be solely and exclusively responsible for the purchase, acquisition, possession, ownership, hypothecation, sale, major renovations, leasing and usage of all immovable assets and real property that had been or will be acquired, held and/or alienated by the Foundation. Furthermore, all funds raised by the Foundation in connection with or for the purpose of the afore mentioned responsibilities shall be solely and exclusively held and managed by the Board of Trustees. The General Meeting of members, by adopting these By-Laws, shall irrevocably cede the afore mentioned responsibilities to the Board of Trustees; no decision or resolution adopted by any Board of Directors and/or General Meeting or any Meeting of the members of the Foundation, relating to the afore mentioned responsibilities, shall be binding on the Board of Trustees.
25. The Board of Trustees shall, in addition to its other duties:
 - a. Act as an Advisory body to the Board of Directors.
 - b. Act as a Watchdog body to ensure total compliance with these By-Laws by all concerned.
 - c. Protect and control funds held in trust for the Child Sponsorship Program and other important programs requiring funds to be held in trust.
26. Trustees who become members of the Board of Directors shall lose the right to vote on the Board of Trustees; however, they shall recover that right when they are no longer members of the Board of Directors.

27. Until such time as the Board of Trustees develops its own internal rules/by-Laws, its proceedings shall generally be guided by these By-Laws.

BOARD OF DIRECTORS:

28. The Board of Directors shall manage and administer the affairs of the Foundation, excluding the Foundation's immovable assets and real property in accordance with the provisions of these By-Laws.
29. The Board of Directors shall consist of a minimum of five (5) and a maximum of eleven (11) elected members, of which a simple majority of members personally present shall constitute a quorum. Procedures for nomination and election of Directors shall be as detailed in Appendix I of the By-Laws.

The Chairman and Treasurer of the Board of Trustees shall be ex-officio non-voting members of the Board of Directors.

30. The applicants for incorporation shall become the provisional Directors of the Foundation whose term of office on the Board of Directors shall continue until their successors are elected at the first Annual General Meeting. The Board of Directors then elected shall replace the provisional Directors named in the Letters Patent of the Foundation.
31. In order to be eligible for election to the Board of Directors, a member must meet the following requirements:
- a. He/she must have been an active paid up member for at least six (6) months prior to the election. In exceptional cases, the General Meeting, by majority vote, may waive this requirement for a highly qualified new member.
 - b. He/she must be nominated and seconded by at least two active members.
 - c. He/she must not be a member of another organization whose objects and/or activities conflict with or are detrimental to those of the Foundation.
 - d. He/she must be prepared to give to the members present at the General Meeting dealing with the election, a brief presentation covering the candidate's background and qualifications, as well as his/her ideas, proposals or programs for enhancing the performance of the Board and effectiveness of the Foundation.
32. Each elected Director shall hold office for a term of one (1) year and until election of his/her successor, unless his/her office becomes vacant by reason of resignation, death or otherwise. A Director may not hold office for more than three consecutive terms or a maximum of four consecutive years, whichever is less. Such members shall not become eligible again for nomination as Directors until the lapse of at least one year after they complete three consecutive terms.
33. A Director shall lose his membership on the Board of Directors if he/she:
- a. Submits a written resignation to the secretary of the Foundation or
 - b. Is found by a court of law to be of unsound mind, or
 - c. Becomes bankrupt or suspends payment or compounds with creditors, or
 - d. Is convicted by a court of law of a criminal offence, or
 - e. Violates these By-Laws or harms the interests of the Foundation, or
 - f. Is removed from office by a resolution passed by a simple majority of members present at a General Meeting, or
 - g. Fails to attend three consecutive meetings of the Board without valid reasons, or
 - h. Fails to pay the prescribed annual membership dues for more than three (3) months, or
 - i. Dies or becomes incapacitated.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote may, by appointment, fill the vacancy with a suitable active member of the Foundation.

34. E-mail voting is allowed and shall adhere to the following rules:

- a. Proposals should be stated very clearly and sent to all Directors.
- b. All Directors shall be copied on all correspondence related to the requested e-mail vote.
- c. The Directors will have three (3) full days to respond to voting proposals made by e-mail.
- d. Passive voting is not allowed (example: no response shall not be construed as a vote, for or against the proposal).
- e. The number of directors responding to the proposal should reach the quorum in order for the vote to be valid.
- f. The proposal is accepted if a majority of votes received is in favour.

35. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that notice of such meeting shall be given by e-mail to each Director at least seven (7) days before the meeting. Notice by mail shall be sent at least fourteen (14) days prior to the date of the meeting. The Board of Directors shall meet regularly at least four (4) times per year. A simple majority of members of the Board shall constitute a quorum, and resolutions shall be adopted by a simple majority of votes. Each Director personally present is authorized to cast one (1) vote. In the event of a tie, the President shall have the deciding vote.

No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Foundation shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive a notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

If all the Directors of the Foundation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference, telephone, or any other communications facilities as may permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

36. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position on the Board, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
37. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and a successor is elected.
38. The Board of Directors may appoint such officers, agents and employees as it shall from time to time deem necessary and those persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of their appointment.
39. A reasonable remuneration of all appointed officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall only have force and effect when it shall be confirmed by a resolution of the members at their next General Meeting, or in the absence of such confirmation, remuneration to such appointed officers, agents or employees shall cease to be payable from the date of such meeting of members.

POWERS OF DIRECTORS:

40. The Directors may administer the affairs of the Foundation in all matters 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 otherwise provided in these By-Laws; they may generally exercise all such other powers and do all such other acts and things as they are authorized, to exercise and do.
41. The Directors shall have the power to authorize from time to time expenditures on behalf of the Foundation, and may delegate by resolution to an officer or officers of the Foundation the right to employ and pay salaries to employees. The Directors in cooperation with the Board of Trustees shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Foundation in accordance with such terms as the Board of Directors and the Board of Trustees may jointly prescribe.
42. Subject to restrictions mandated elsewhere in these By-Laws, the Board of Directors in cooperation with the Board of Trustees shall take such steps as they may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Foundation.

OFFICERS OF THE FOUNDATION:

43. Following the General Meeting at which the Directors are elected, but not later than one week after such General Meeting, the members of the new Board of Directors shall meet for the purpose of electing from among their number the Foundation Officers, namely the President, Vice-President, Secretary and Treasurer. These elected Officers and any appointed officers shall hold office for one year from the date of election or appointment, or until their successors are elected or appointed, as the case may be. Officers shall be subject at any time to removal by resolution of the Board of Directors.
44. The President shall be the chief executive officer of the Foundation. He shall preside over all meetings of the Board of Directors and the Executive Committee. He shall organize the general and active management of the affairs of the Foundation subject to the provisions of these By-Laws. He shall ensure that all orders and resolutions of the Board of Directors are carried out.
45. The Vice-President shall, in the absence of the President, assume his duties and any other duties as may, from time to time, be directed by the Board of Directors or the President.
46. The Treasurer shall have custody of the funds and securities of the Foundation, other than such funds and securities whose custody is assigned to the Board of Trustees by the provisions of these By-Laws, and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation in the books belonging to the Foundation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Foundation in such chartered bank or trust company, or, in case of securities, in such registered dealer in securities as may from time to time be designated by the Board of directors. He shall disburse the funds of the Foundation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors and Trustees at the regular meetings of the Board of Directors and the Board of Trustees, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Foundation. He shall also perform such other duties as may from time to time be directed by the two afore mentioned Boards. Furthermore, he shall closely cooperate and exchange relevant financial information with the Treasurer of the Board of Trustees.
47. The Secretary may be empowered by the Board of Directors, upon a resolution of that Board to carry out the affairs of the Foundation generally under the supervision of the Officers thereof and shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

He shall give or cause to be given notice of all meetings of members, Board of Directors and Executive Committee, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. He shall be the custodian of the seal of the Foundation, which he shall deliver only when authorized to do so by a resolution of the Board of Directors and to such persons as may be named in the resolution.

The Secretary shall also be the custodian of these By-Laws and shall keep a detailed record of all officially sanctioned amendments thereof. Furthermore, the Secretary shall rigorously verify the accuracy of any duly amended version of the By-Laws, and ensure that every page of each amendment and each revised version of the By-Laws carries, at the lower right corner, the date of the General Meeting of members which approved the amendment or duly amended By-Laws version.

48. The duties of all other appointed officers of the Foundation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTIVE COMMITTEE:

49. The Executive Committee shall consist of the President, the Vice-President, the Secretary and the Treasurer. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Officer or Executive Committee member may be removed from his/her post by a majority vote at a Special or Annual General Meeting. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
50. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of the Committee, provided that notice of such meeting shall be given by e-mail to each member of the Committee at least forty-eight (48) hours before the meeting. Written notice by mail shall be sent at least 14 days prior to the date of the meeting. A simple majority of the members of such committee shall constitute a quorum, and decisions shall be taken by a simple majority of votes. Each Committee member personally present is authorized to cast one vote. In the event of a tie the President shall have the deciding vote.
51. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and, any member of such committee may at any time waive a notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

EXECUTION OF DOCUMENTS:

52. Subject to restrictions mandated elsewhere in these By-Laws, contracts, documents or any written instruments requiring the signature of the Foundation shall be signed by any two of the four elected Officers of the Foundation and all contracts, documents and written instruments so signed shall be binding upon the Foundation without any further authorization or formality, provided that the signing of any such contracts, documents and written instruments falls within the authority of the Board of Directors and does not contravene the responsibilities of the Board of Trustees as defined in these By-Laws. The Directors shall have from time to time power, by a resolution to appoint a representative or representatives on behalf of the Foundation to sign specific contracts, documents, and written instruments. The Directors may give the Foundation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Foundation. The seal of the Foundation when required, may be affixed to contracts, documents and written instruments signed as aforesaid or by any officer or officers appointed by resolution of the Boards of Directors.

AWARDS AND PLAQUES

53. Any awards, plaques and similar instruments issued by the Foundation to honour individuals or organizations shall be subject to the joint approval of the Board of Directors and the Board of Trustees.

INDEMNITIES OF TRUSTEES, DIRECTORS AND OTHERS:

54. Every Trustee, Director or Officer of the Foundation or other person who has undertaken or is about to undertake any liability on behalf of the Foundation or any entity 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 held harmless out of the funds of the Foundation from and against.
- a. All costs, charges and expenses which such Trustee, Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, directed or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability.
 - b. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

FINANCIAL YEAR:

55. Unless otherwise ordered by a General Meeting of members, the fiscal year-end of the Foundation shall be the 31st day of December.

COMMITTEES

56. The Board of Directors may appoint committees whose members shall hold their offices at the will of the Board of Directors.

BY-LAWS AND AMENDMENTS:

57. The present By-Laws constitute the only Foundation By-Laws; any other By-Laws, which may have existed in the past in any manner or form, are to be considered null and void. Valid copies of these By-Laws shall be numbered and bear the original seal of the Foundation and the original initials of the Foundation President and Secretary.

These By-Laws shall come into force and have effect as and from the date of their sanction and approval at a General Meeting of the Foundation.

58. The By-Laws of the Foundation not embodied in the letters patent may be repealed or amended by By-Laws enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a General meeting duly called for the purpose of considering the said By-Laws, provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until after the approval of the Minister of Consumer and Corporate Affairs has been obtained.

AUDITORS:

59. The members shall, at each Annual General Meeting, appoint an auditor to audit the accounts of the Foundation and report to the members at the next Annual General meeting. The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

BOOKS AND RECORDS:

60. The Directors shall see to it that all necessary books and records of the Foundation as required by these By-Laws or by any other applicable statute or law are regularly and properly maintained.

RULES AND REGULATIONS:

61. The Board of Directors may prescribe such rules and regulations consistent with these By-Laws relating to the management and operation of the Foundation as they deem expedient, provided that such rules and regulations shall only have force and effect when confirmed at the next Annual General Meeting of the members of the Foundation, and failing such confirmation, shall at and from that time cease to have any force and effect.

INTERPRETATION:

62. In these by-laws and in all other by-laws of the Foundation hereafter passed, unless the context otherwise requires, words importing the singular number or 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.

APPENDIX I

Procedure for Nomination and Election of Directors (Refer to Article 31 of the By-Laws)

Nomination Procedure:

A member wishing to run for election to the Board of Directors must nominate himself by completing the nomination form and having two CPFQ active members second the nomination on the same form. The form must be submitted to the Election Committee no later than the deadline set in the call for the Annual General Meeting (AGM). Forms received later than this deadline will not be considered.

The nomination procedure and the call for elections will be posted on the CPFQ website and sent by mail to all CPFQ members.

The Election Committee will receive the nominations and determine whether or not the nominees meet the nominations requirements as detailed in the By-Laws and this Appendix.

Voting Procedure:

Only those members who submit properly completed nomination forms by the above-mentioned deadline, and who meet the eligibility requirements of Article 31 will be allowed to run for election to the Board of Directors. Each candidate will be required to give a two-minute presentation, describing his/her vision, objectives and suitability for Board membership.

An alphabetical list of the candidates will be distributed to all active, paid-up members present at the AGM. Such members will vote by making a check mark next to the names of the candidates they believe are suitable for the position of Director. The voters shall vote for up to a maximum of eleven (11) candidates; voting lists with more than this number checked off shall be considered invalid. Only candidates who receive more than 50% of the votes cast will be eligible for the position of Director. If the number of candidates receiving more than 50% of the votes exceeds eleven (11), then the eleven candidates who receive the most votes shall form the new Board. However, if the number of such candidates is less than the required minimum number of five (5), then the AGM shall fill the empty seats on the Board from the remaining candidates, based on the number of votes each of them received.
