



Bylaws

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PART A: GENERAL PROVISIONS

1. **Contractual Nature.** These general Bylaws create relations of a contractual nature between the Association, its Members and its Member Associations.

2. **Definitions in the Bylaws.**

Association or ECA: Concordia Engineering and Computer Science Student Association.

BOD: Board of Directors.

CEO: ECA's Chief Electoral Officer.

Day: A business day which excludes Saturdays, Sundays, Good Friday, Easter Monday, third Monday of the month of May, Quebec's National Holiday, Canada Day (or July 2nd if July 1st falls on a Sunday), Labour day, Thanksgivings day, Concordia University Holidays where the University is closed and any days starting December 20th until January 5th inclusively. These days shall not be calculated in calculating any delays under the Bylaws, regulations or policies of the ECA.

ENCS: Engineering and Computer Science.

3. **Membership.**

Every undergraduate student registered in a program in the Faculty of Engineering and Computer Science in a credit course or its equivalent and subject to the ECA fee levy at Concordia University shall be a member of the ECA. Membership entails the right to vote in all elections, by-elections, general meetings and to run and hold an elected office in the ECA. Membership starts on the first day of the semester in which the student is registered in a credit course or its equivalent and subject to the ECA fee levy, as defined in the University's academic calendar.

Membership in the ECA will expire the day following Concordia University's DNE drop deadline the semester following the last semester they were registered in a credit course or its equivalent and subject to the ECA fee levy, or the fall semester if the last semester the member was registered in a credit course or its equivalent and subject to the ECA fee levy was the winter semester. For greater clarity, a member who registers for the following winter and does not register for the fall semester will be an associate member for the duration of the fall semester.

An undergraduate student registered in a program in the Faculty of Engineering and Computer Science or from another faculty who is registered in a credit course or its equivalent in the in a program in the Faculty of Engineering and Computer Science who does not fulfill the conditions for membership is an associate member. This will also include students who are under a suspension, waiting for their graduation or on a leave from their program of studies. Associate members have access to services offered by the ECA but do not have the right to vote in all elections, by-elections, general meetings and to run or hold an elected office in the ECA.

4. **Mandate of the Association.**

The Engineering and Computer Science Association (ECA) supports growth and communication within its members and member groups to ensure their moral, intellectual, cultural, academic, social, and economic well-being. The Association represents all undergraduate students enrolled in a class in the Faculty of Engineering and Computer Science at Concordia University, Montreal, Quebec, Canada. ECA is the official

representative of undergraduate students in the Faculty of Engineering and Computer Science in accordance with an Act respecting the accreditation and financing of student's association, R.S.Q., c. A-3.01.

The goal of the ECA is to solicit, represent, organize and exchange views, information and activities pertinent to the goals of its Members as to ensure their moral, intellectual, cultural, academic, social and economic well-being. The means by which this will be done include, but are not limited to:

- Organizing and hosting conferences, meetings, congresses, assemblies, exhibitions, and competitions related to this end;
- Printing, editing and distributing all publications related to this end and in conformity with Canadian laws;
- Affiliating itself with any organization pursuing these same goals;
- Acquiring, via purchase, rent or otherwise, possessing and operating the assets, movables and real estate necessary for the accomplishment of the above mentioned goals;
- Providing to its members services of all kinds related to the above mentioned goals; and
- Promoting the public image of Engineering and Computer Science students at Concordia University.

PART B: STRUCTURE OF THE ASSOCIATION

The Association shall act through its Board of Directors and its Officers.

Section 1 - Board of Directors

5. **Authority.** ECA shall be administered by the Board of Directors. Its authority shall supersede all other ECA representative bodies, save for meetings of the Members and Referenda, except where provided by law.
6. **Composition.** The BOD shall be composed of the following:
 - a. The Officers of the Association;
 - b. The Departmental Representatives; and
 - c. Four (4) Independent Representatives.
7. **Meetings.** The Board of Directors shall meet on the second week of every month throughout the year and on the last week of the months of October, November, January and February. The Chairperson of the Association shall be the chair of the BOD meetings, and the Secretary of the Association shall be the secretary of the BOD meetings. The President or 3 directors can call meetings of the BOD. Quorum shall be 50% of Directors currently holding office.
8. **Notice Requirements.** A notice stating the date and time of said meeting shall be sent at least five (5) days before such meeting takes place. If a special meeting of the Advisory Council is called it must be done three (3) days before the meeting.
9. **Tasks and Powers.** The duties of the Board of Directors are:
 - a. At the August Regular Board Meeting, the Board shall approve the list of officially recognized Member Associations; the list shall not include any Member Association not adhering to the Subsidiary Governance Policy;
 - b. Approve the annual budgets for the Association and its Member Associations;

- c. Enact, amend, or repeal Policies, which shall be binding on the Association, its Member Associations, Officers, employees, and all others under its authority, by a two-third (2/3) majority of the Board;
- d. Appoint members to committees of the ECA and faculty university bodies for the Faculty of Engineering and Computer Science unless an appointment is to be made differently according to these Bylaws. Consider all resolutions passed at the Advisory Council meeting at the next regular Board Meeting; and
- e. Such other acts allowed by law which do not contravene these Bylaws.

Section 2 - Advisory Council

- 10. **Authority.** The Advisory Council is an advisory body for the ECA Board of Directors and Executive officers and holds no legal authority in the ECA, although it may act as a representative of all member associations within the ECA.
- 11. **Composition.** The Advisory Council shall be composed of the following:
 - a. Each Member Association officially recognized by the BOD , who shall nominate one Councilor to represent them
 - b. All members of the Board of Directors, shall be ex-officio non-voting members of the Advisory Council.
- 12. **Meetings.** The Advisory Council shall meet on the last week of every month from September until April of each year except during the month of December. The President or 3 members can call meetings of the Advisory Council. Quorum shall be 50% of Councilors currently holding office.
- 13. **Notice Requirements.** A notice stating the date and time of meetings for each semester shall be sent to the Advisory Council members fifteen (15) days before the beginning of each semester. The agenda shall be sent to the Advisory Council members three (3) days before each meeting is to take place. If a special meeting of the Advisory Council is called it must be done three (3) days before the meeting.
- 14. **Absences.** Should any member of the Advisory Council fail to attend two Advisory Council meetings per Academic semester, they shall be issued a written warning.
- 15. **Tasks and Powers.** The Advisory Council may request reports from the Board of Directors, to be presented at the next regular meeting, and may make recommendations related to the mandate and activities of the ECA to be considered by the BOD or Executive for approval.

Section 3 - Committees

- 16. **Authority.** The committees shall have authority over the mandate described in the Book of Policies, unless the Board issues a resolution overriding their mandate.
- 17. **Reports.** The chairpersons of each standing committee shall submit a report to the Chairperson of the Association, due two weeks after the end of every Academic semester.

Section 4 - Directors

18. **Election.** Each Director shall be elected at the Annual General Elections of the Association, in accordance with Part E.
19. **Vacancy.** Should a Director seat be vacant, the Board may fill the vacancy for the remainder of the original term through a by-election or through an appointment, as the Board sees fit.
20. **Appointment.** Directors shall be appointed by a two-thirds (2/3) majority vote of the Board.
21. **Duration of the Term.** Directors shall be in office for one (1) year, starting May 1st and ending April 30th. They shall stay present for one (1) month transition period following the end of their mandate, during which they shall give training to the incoming Directors, draft the end-of-year report, and have the right to be present at closed sessions of the BOD.
22. **Resignation.** Should any Director wish to resign from their office, they may do so by sending written notice to both the Chairperson of the Association and the President, to be read at the next meeting of the BOD and Advisory Council by the Chairperson.
23. **Report.** All directors must submit an end-of-year report, detailing their work as a Director of the ECA, to the Chairperson of the Association.
24. **Remuneration.** Directors shall be remunerated in accordance with any policy adopted by the ECA, or, should no such policies exist, by a resolution passed by a two-thirds (2/3) majority vote of the Board. Such remuneration shall only be distributed at the end of the transition period, and upon a two-thirds (2/3) majority vote in favour of adopting a Director's end-of-year report.
25. **Eligibility.** The following are not eligible to be Directors:
 - a. Current Executives of a Member Association;
 - b. Current Chief Electoral Officer of the Association;
 - c. Current Secretary of the Association; and
 - d. Current Chairperson of the Association.Holding such an office shall be deemed a resignation from their office as director.
26. **Removal from Office.** A director may be removed from office by a two-thirds (2/3) majority vote in a special general meeting called for that purpose by the members who had the right to vote for that director.

Section 4.1 – Executive Officers

27. Executive Officers sit as Directors, as defined in Section 4, in addition to the tasks described in the current section of the Bylaws.
28. **Positions.** The Executive Officers of the Association are:
 - a. The President;
 - b. The Vice-President of Internal Affairs;
 - c. The Vice-President of Finance;
 - d. The Vice-President of External Affairs;

- e. The Vice-President of Competitions;
- f. The Vice-President of Communications;
- g. The Vice-President of Academic Affairs; and
- h. The Vice-President of Social Affairs.

29. **Duties.** The Executive shall govern all day-to-day affairs of the Association and report to the Board of Directors. They shall also inform the Advisory Council about their activities. .

30. **Mandate.**

- a. **President.** The President shall be a signing officer of the Association. They will act as official representative of the Association, chief spokesperson, and primary liaison between the ECA and other University bodies. They shall oversee the progress on implementing the strategic direction of the Association. They shall submit the ECA's end of the year report by one month after the end of their mandate on behalf of the Executives.
- b. **Vice-President of Internal Affairs.** The VP Internal shall be the primary liaison between the ECA and its Member Associations. They shall assist the MAs' needs, ensure their official registration, and ensure their compliance with the ECA's Regulations. They shall ensure the efficient communication between the ECA and its internal bodies, as well as the reception of pertinent information to their operations throughout the year. They shall oversee all employees and ECA-managed space.
- c. **Vice-President of Finance.** The VP Finance shall be responsible for all of the ECA's financial matters, including, but not limited to, financial negotiations and the financial books and documents of the Association. They shall be the Treasurer of the ECA. Should the office of the President be vacant or should the President be unable to act the VP Finance will act as interim President.
- d. **Vice-President of External Affairs.** The VP External shall be the primary liaison between the Association and bodies outside the University. They shall be responsible for seeking sponsorship and establishing fundraising activities. They shall be responsible for corporate relationships.
- e. **Vice-President of Competitions.** The VP Competitions shall be the primary liaison between the ECA and its Competitive Teams. They shall be responsible for overseeing and enforcing any regulations related to Competitive Teams.
- f. **Vice-President of Academic Affairs.** The VP Academic shall be the primary liaison with students for all academic matters. They shall ensure student representation on Faculty decision-making bodies. They shall be a voting member of the Council of the Faculty of Engineering and Computer Science.
- g. **Vice-President of Social Affairs.** The VP Social shall be primarily responsible for all social events and activities of the Association, including, but not limited to, the planning of the Fall Orientation activities and events throughout the year that cater to the diversity of all Members.
- h. **Vice-President of Communications.** The VP Communications shall be responsible for all communications with the Membership. They shall be responsible for compiling and disseminating all marketing materials distributed to the Members, as well as the promotion of those materials through physical and online publications. They shall ensure the promotion of all the ECA's activities.

Section 4.2 – Departmental Representatives

31. Departmental Representatives have the mandate of Directors, as defined in Section 4, in addition to the following provisions.

32. **Positions.** There shall be one Departmental Representative for each Department within the Faculty. The Departmental Representatives are:
- The Department of Building, Civil, and Environmental Engineering Representative;
 - The Department of Mechanical and Industrial Engineering Representative;
 - The Department of Computer Science and Software Engineering Representative; and
 - The Department of Electrical and Computer Engineering Representative.
33. **Duties.** The Departmental Representatives shall act as the point contact for students for all academic matters within their department and report to the Board of Directors and Advisory Council thereon.
34. **Mandate.** The Departmental Representatives shall be the representative on their respective Department Councils and act as a representative of the ECA on the Faculty Council of Engineering and Computer Science.

Section 5 – Chairperson of the Association

35. **Appointment.** The Chairperson of the Association shall be appointed by a two-thirds (2/3) majority vote of the Board.
36. **Vacancy.** Should the position of Chairperson be vacant, the President shall send a notice to the membership 2 weeks before the next meeting of the Board, at which the applicants shall be considered.
37. **Acting Chairperson.** The President shall be the acting Chairperson of the Association should the position of Chairperson be vacant.
38. **Duration of the Term.** The Chairperson shall be in office for one (1) year.
39. **Resignation.** Should the Chairperson wish to resign from their office, they may do so by sending written notice to the President.
40. **Remuneration.** The Chairperson shall be remunerated in accordance with any policy adopted by the ECA or by a resolution passed by a two-thirds (2/3) majority vote of the Board.
41. **Eligibility.** Associate Members shall be eligible to run for the position of Chairperson. The following are not eligible to run for the position of Chairperson:
- Current Executives of a Member Association;
 - Current Secretary of the Association; and
 - Current Directors of the Association.
42. **Duties.** The Chairperson shall be the Chairperson of the Corporation.
- They shall preside over all meetings of the Members, Board of Directors, and Advisory Council;
 - They shall be responsible for forming and distributing the agenda in a timely manner for the aforementioned meetings; and
 - They shall uphold and ensure that the Association’s Bylaws and Policies are adhered.

43. **Removal from Office.** The Chairperson may be removed by a two-thirds (2/3) majority vote of the BOD.

Section 6 – Secretary of the Association

44. **Appointment.** The Secretary of the Association shall be appointed by a two-thirds (2/3) majority vote of the BOD.

45. **Vacancy.** Should the position of Secretary be vacant, the President shall send a notice to the membership 2 weeks before the next meeting of the BOD, at which time the applicants shall be considered.

46. **Acting Secretary.** The VP Internal shall be the acting Secretary of the Association should the position of Secretary be vacant.

47. **Duration of the Term.** The Secretary shall be in office for one (1) year.

48. **Resignation.** Should the Secretary wish to resign from their office, they may do so by sending written notice to the Chairperson.

49. **Remuneration.** The Secretary shall be remunerated in accordance with any policy adopted by the ECA or by a resolution passed by a two-thirds (2/3) majority vote of the Board.

50. **Eligibility.** Members of the Concordia Student Union shall be eligible to run for the position of Secretary. Notwithstanding, the following are not eligible to run for the position of Secretary:

- a. Current Executives of a Member Association;
- b. Current Chairperson of the Association; and
- c. Current Directors of the Association.

51. **Duties.** The Secretary shall be the Secretary of the Corporation.

- a. They shall record minutes of all meetings of the Members, Board of Directors, and Advisory council; and;
- b. They shall be responsible for submitting a final version the minutes ten (10) days after the aforementioned meeting.

Section 7 – Councilors

52. **Appointment.** Each Councilor shall be appointed by their Member Association. The appointment shall be officially recognized by the Chairperson receiving a written notice from the President of the Member Association, a minimum of two (2) days before the next meeting of the Advisory Council. Should no Councilor be appointed, the President of the Member Association shall be the acting Councilor.

53. **Voting rights.** Only Councilors recognized, in accordance with Article 11.a, shall have voting rights at the Advisory Council meetings.

54. **Eligibility.** Regular Members shall be eligible to run for the position of Councilor.

- a. A Councilor may hold no more than one (1) seat on the Advisory Council at any given time.

b. A Member Association may hold no more than one (1) seat on the Advisory Council at any given time.

55. **Duties.**

- a. They shall make decisions in the best interests of the ECA;
- b. They shall support policies and resolutions once they are adopted by the Advisory Council, although they may register their dissent and insist that it be recorded in the Minutes; and
- c. They shall act report to the Member Association's executive and act as liaisons with the Advisory Council.

PART C: RECORDS AND TRANSPARENCY

56. **Physical records.** The ECA shall maintain the following in its corporate records:

- a. These Bylaws, and any amendments made since the ECA's incorporation;
- b. The Book of Policies, and any amendments made since its enactment;
- c. The names and addresses of all Directors currently in office;
- d. Minutes from all meetings of the Board of Directors, as approved by the Board and signed by the Secretary;
- e. Minutes from all meetings of the Advisory Council, as approved by the Council and signed by the Secretary;
- f. All Financial Statements adopted by the Board of Directors;
- g. All audits adopted by the Board of Directors;
- h. All contracts for which the ECA is a party;
- i. Details as to the receipts and disbursements of the ECA.

The corporate records of the ECA shall be available for viewing by any Member during the ECA Office's opening hours.

57. **Online records.** The ECA shall publish on its website, in a text-selectable format, the following:

- a. The Bylaws currently in force, including any resolutions made by the Board of Directors in accordance with Article 117;
- b. The Book of Policies currently in force;
- c. Minutes from all meetings of the Board of Directors, as approved by the Board and signed by the Secretary;
- d. Minutes from all meetings of the Advisory Council, as approved by the Council and signed by the Secretary;
- e. All Financial Statements adopted by the Board of Directors.

PART D: MEMBER ASSOCIATIONS

Section 1 - Governance

58. Member Associations must have a constitution which defines at a minimum:

- a. Its objects;
- b. Its membership; and
- c. Its electoral process.

59. The constitution of Member Associations must not conflict with any ECA Bylaws, regulations, etc.
60. Member Associations must have a mandate that furthers the Mission Statement of ECA.
61. Executives of Member Associations must be ECA members at all times during their term of office. Should an Executive no longer be a member they are deemed to have resigned.
62. Membership in Member Associations must be open to all ECA members.
63. Membership for a Member Association must consist of at least half ECA members.
64. Member Associations must comply, at all times and through all activities, with all ECA policies, regulations, and adopted resolutions.
65. A Member Association shall, upon request of the Board of Directors, the President, or the VP Internal, immediately provide access to the minutes of its meetings.
66. A Member Association shall, upon request of the Board of Directors, the President, or the VP Internal, immediately provide a list of all assets and inventories currently being administered by the Member Association.
67. All spaces occupied by a Member Association are property of the ECA.

Section 2 - Recognition

68. Associations or organizations registered under another umbrella are not eligible for recognition under the ECA.
69. MAs shall register as a student group with the Dean of Students in the month following their recognition by the ECA.
70. Organizational units of incorporated entities, as designated in those entities' Bylaws, shall be recognized by the ECA as Affiliated Chapters. All other associations shall be recognized as Societies of the ECA.

Section 3 - ECA Societies

71. A Society shall inform the Board of Directors of any change to its constitution upon its approval.

A Society shall, upon request of the Board of Directors, amend their constitution to reflect the Board of Directors' request. Failure to amend their constitution within 30 days will be ground for losing its status within the ECA.

72. Societies must not open bank accounts or entering into contracts in the Society's or ECA's name.

73. All funds received by a Society shall be the property of the ECA, and remitted to the ECA in a timely fashion.
74. All assets purchased, or otherwise acquired, for the use of a Society shall be property of the ECA but administered by that Society.
75. Activities of a Society must be carried out with the explicit consent of the ECA. Activities which are carried out by a Society without the explicit consent of the ECA shall be liable upon the members of the Society, as defined in its Bylaws, even if such activities are carried out on ECA's premises.

Section 4 - Affiliated Chapters

76. Affiliated Chapters may conduct any such business afforded to it by law independently of the ECA.
77. Activities which are carried out by an Affiliated Chapter without the explicit consent of the ECA shall be liable upon the Affiliated Chapter's organization, even if such activities are carried out on ECA's premises.
78. All assets purchased, or otherwise acquired, by the ECA for the use of an Affiliated Chapter shall be property of the ECA but administered by that Affiliated Chapter.
79. Affiliated Chapters must inform the ECA of any assets or inventory maintained on ECA's premises which were purchased by an organization other than ECA. For the purposes of this article, items which are purchased through Concordia in the name of the ECA shall be considered a purchase of the ECA.

Section 5 - Other Provisions

80. Violation of these Bylaws constitutes grounds for the Board of Directors to remove the status of a Society by resolution.

PART E: ELECTIONS AND REFERENDA

Section 1 – Procedures

81. The Annual General Elections of the ECA shall be held every year in March.
82. The Annual General Elections shall follow a timeline such that candidates have ample time for campaigning and a polling period lasting for 3 consecutive days starting on a Tuesday and ending on a Thursday.
83. Quorum for the elections shall be 2% of members.
84. No candidate shall be elected by acclamation. In the case of an uncontested candidacy, the candidate shall only be declared elected upon obtaining a majority of votes in a ratification poll.

Section 2 – Electors

85. Any Member by the first day of the polling period is a qualified elector.

86. **Ballots.** Every elector may cast one (1) ballot for the following:
- a. each referendum question;
 - b. each of the Executive Officer positions;
 - c. each of the Independent Representative positions; and
 - d. the position of the Departmental Representative for the Department under which their program is accredited.

87. Notwithstanding the above, any Electoral Officer may not vote in any elections or referenda.

Section 3 – Candidate

88. Any Elector shall be deemed an eligible candidate should their Cumulative GPA be greater than or equal to 2.0. Additionally, Electors shall only be eligible for the office of Departmental Representative for the Department under which their Program is accredited.
89. Notwithstanding the above, all Elections Officers and all Polling Clerks shall not be eligible for any office within the ECA.
90. Candidates shall be elected individually, and shall appear on the ballots as such.

Section 4 – Election Committee

91. **Composition.** The Election Committee shall be composed of the following:
- a. the Chief Electoral Officer (CEO);
 - b. the Assistant to the CEO; and
 - c. the polling clerks.
92. **Eligibility.** Members of the Concordia Student Union shall be eligible to sit on the Election Committee. The following are not eligible to run for the Election Committee:
- a. Current Directors of the Association;8
 - b. Current executives of any ECA Member Association;
 - c. Candidates for the current ECA General Election.

Section 5 – Electoral Officers

93. The Board of Directors shall appoint a Chief Electoral Officer and a Deputy Electoral Officer for each Annual General Election, whom must be selected by the Advisory Council.
94. The Board of Directors shall be empowered to appoint Electoral Officers without the prior selection of the Advisory Council only in emergency circumstances, and only should the normal appointment process fail to produce satisfactory candidates or should the office of CEO or DEO become unexpectedly vacant.
95. **Resignation.** Should the CEO or DEO wish to resign, they may do so by sending a written notice to both the Chairperson of the Association and the President.

96. Should the office of CEO become unexpectedly vacant, all duties of the CEO shall then be designated to the DEO.
97. **Remuneration.** The CEO and the DEO shall be remunerated in accordance with a contract, signed upon their respective appointments, between the Board and each Electoral Officers.
98. **Duties.** The CEO, with their Assistant, shall see to the effective carrying out of elections and ensuring candidates' compliance with the ECA's Regulations, including, but not limited to:
- a. Receiving complaints of electoral matters;
 - b. Receiving and examining requisitions of election expenses;
 - c. Holding an information session before the start of the campaign period for all candidates and referendum committees;
 - d. Drafting an elections report.

Section 6 – Referenda

99. The Board of Directors may, by resolution, put any question before the membership.
100. A petition signed by 10% of the membership shall be sufficient to put any question before the membership without approval by the Board of Directors. Such petition shall be submitted to the Chief Electoral Officer, who shall place it on the ballot.
101. Referenda may only occur synchronously with the Annual General Elections.

Section 7 – By-elections

102. By-elections shall be held for any vacant position on the Board of Directors.

PART F: GENERAL MEETINGS

103. In accordance with the Quebec Companies Act the annual general meeting is set to receive the financial statements from the previous year and the interim statements from the current year, receive the year-end report from the directors, appoint auditors, and receive the report of the Chief Returning Officer electing the directors.
104. The annual general meeting shall be held annually during the month of April.
105. Notice of any general meetings shall be fourteen (14) days. The notice shall be sent by email to each member.
106. Quorum at any General meeting shall be 40 members.
107. Each member has the right to participate and vote at the annual and in special general meetings.
108. General Meetings shall be governed by the latest edition of Robert's rules of order. Should there be a conflict between Robert's rules and the Bylaws or policies of the ECA, the latter takes precedence.

109. Special General Meetings can be called by the BOD or upon the request of 5 percent of the members. The request must contain the items of business to be included on the agenda of the special meeting. Only the items contained in the notice of meetings can be discussed at a special general meeting.

PART G: MEMBERSHIP FEE

110. All members shall pay the membership fees duly assessed by the ECA.

111. Fees shall be collected by the University and remitted to the ECA in accordance with any agreements in place between the ECA and the University.

112. Membership fees shall only come into effect at the date set in the referendum question after the change to the Bylaw is confirmed by the members a referendum

113. The General Operations fee of the ECA shall be assessed at \$2/credit.

114. The Equipment Fund fee shall be assessed as follows:

- a. for students taking 12 or more credits per year: \$60
- b. for students taking less than 12 credits per year: \$30

115. Fees shall be refunded to members in accordance with University policies on tuition refunds.

PART H: GENERAL PROVISIONS

116. **Authority of these Bylaws.** All amendments, regulations, resolutions, motions or decisions of the ECA, including, but not limited to, those made by its Board of Directors and Membership, must be made in conformity with these Bylaws.

117. **Amendments to these Bylaws.** Additions, deletions, or amendments to these Bylaws and the adoption of any new bylaw must be approved by a two-thirds majority vote resolution of the Board of Directors. Unless otherwise specified in the resolution, the resolution shall take immediate effect.

All such resolutions shall be placed on the ballot of the following Annual General Elections. Should any resolution not be confirmed, or should quorum not be reached for the Election, those resolutions shall cease to have effect at that time.

Any resolutions confirmed by the members shall be added to the Bylaws, and a printed copy, signed by the Secretary, shall be added to the ECA's corporate record.

118. **Book of Policies.** Further specifications to these Bylaws shall be codified in the ECA's Book of Policies.

Resolutions adopted by the Board of Directors shall only be binding during the term in which they were adopted, unless it is specified in said resolution that it shall be included within the ECA's Book of Policies.

119. **Head Office.** The Head Office of the ECA shall be located in the city of Montreal within the Province of Quebec.

120. **Fiscal Year.** The Fiscal Year shall end on the 30th of April.

121. **Conflict of interest.** Any member of the Board of Directors shall disclose any ECAs that he (or a member of his immediate family) has a business interest in that intends to contract with the ECA. When any business with such ECA arises, the Director shall abstain, except to answers questions from Board members, from participating in any discussion and vote on the issue.

A Director must report any situation of conflict of interest he is facing to the Board of Directors and such conflict must be noted in the minutes of the meeting following the disclosure.

122. **Limitation of Liability.** No director, officer or employee shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the ECA through the insufficiency or deficiency of title to any property acquired for or on behalf of the ECA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the ECA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the ECA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the ECA shall be deposited, or for any loss occasioned by any error in judgment or oversight on such person's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or employment or in relation thereto, unless the same are occasioned by such person's own negligence or willful default; provided that nothing herein shall relieve any director, officer or employee from the duty to act in accordance with the Act or from liability for any breach thereof.

123. **Indemnification.** The ECA shall indemnify a director or officer of the ECA, a former director or officer of the ECA or a person who acts or acted at the ECA's request as a director or officer of a body corporate of which the ECA is or was a shareholder (or other type of equity holder) or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of such Corporation, Company or body corporate, to the full extent permitted by the Act and by law. The ECA is authorized to enter into agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law and may purchase and maintain insurance against the risk of its liability to indemnify pursuant to this provision.

124. **Contractual Matters.** Contracts, documents or other instruments in writing requiring the execution by the ECA are signed by the President and the Secretary. All contracts, documents or other instruments in writing so signed shall be binding upon the ECA without any further authorization or formality. Notwithstanding this provision, the directors are authorized from time to time, by resolution, to appoint any officer or officers, director or directors, or any other person or persons on behalf of the ECA either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

125. **Banking and borrowing arrangements.** The banking business of the ECA including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or ECAs and under such agreements, instructions and delegations of powers as the directors determine from time to time. Without limiting the borrowing powers of the ECA, the board may from time to time: (a) borrow money upon the credit of the ECA; (b) issue, re-issue, sell or pledge bonds, debentures, notes, or other evidence of indebtedness or guarantee of the ECA, whether secured or unsecured; and (c) mortgage, hypothecate, pledge, or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the ECA, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the ECA. Nothing in this section limits or restricts the borrowing of money by the ECA on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the ECA.
126. **Delegation of Duties.** The Board may, from time to time, entrust to and confer upon any one or more of the Directors or any standing or special committee or any officer or officers of the ECA for the time being or any corporation or person or attorney or agent or trustee, either within or without Canada such of the powers exercisable by the Directors as they think fit, including the powers to sub-delegate, for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as determined by law or the Board of Directors as the Board of Directors may deem expedient and may from time to time revoke, withdraw, alter or vary all or any of such powers.
127. **Conflict.** In the event of any conflict between these Bylaws and any regulations of the ECA, these Bylaws shall take precedence.
128. **Conformity to Bylaws.** All amendments, regulations, and resolutions, motions or decisions of the ECA, including, but not limited to those made by the executive, the BOD, Special General Meetings or Referendums must be made in conformity with these Bylaws.
129. **Gender and Number**
In these Bylaws the masculine shall include the feminine, singular shall include the plural, and vice-versa, where appropriate.