

**BY-LAW NO. 1 OF THE BY-LAWS OF
AMERICAN SCHOOLS OF ORIENTAL RESEARCH IN CANADA -
LES ÉCOLES AMÉRICAINES DE RECHERCHE ORIENTALE AU CANADA**

Final draft October 3, 1990

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1.00 -CORPORATE SEAL

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

2.00 - CONDITIONS OF MEMBERSHIP

2.01 Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation or who shall otherwise qualify for membership according to requirements established from time to time by the board of directors.

2.02 There shall be three classes of members of the Corporation:

(a) individual members, being those persons who have paid annual dues as established from time to time by the board of directors; (b) life members, being those individuals who have made a single payment in accordance with a schedule of dues to be fixed by the board of directors from time to time and who shall be entitled to be members during their lifetimes without payment of further dues; and (c) institutional members, being educational or other institutions which have paid annual fees as established from time to time by the board of directors.

The membership of annual members and institutional members shall be subject to annual renewal. Annual members, life members and institutional members shall each have the right to one vote at all meetings of the members of the corporation.

2.03 Membership in the Corporation is non-transferable and shall lapse and cease to exist on the death or resignation of the member. The membership of any member who is in arrears for more than three months in payment of membership fees may be cancelled by the board of directors if such arrears are not paid within one month after the posting of a notice to such member by ordinary mail at his or her address on the Corporation's records.

2.04 There shall be no membership fees or dues unless otherwise directed by the board of directors.

2.05 Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

2.06 Any member may be required to resign by a vote of 3/4 of the members at an annual meeting; provided that no motion of the members to require a member to resign may be initiated without prior approval by a resolution of the board of directors; and provided that any such member shall be granted an opportunity to be heard at such meeting.

3.00 - HEAD OFFICE

3.01 Until changed in accordance with the Act, the Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto in the Province of Ontario.

4.00 - BOARD OF DIRECTORS

4.01 The property and business of the Corporation shall be managed by a board of a minimum of three and a maximum of eleven directors of whom a majority of the number of members of the board from time to time shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.

4.02 The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected.

4.03 At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.

4.04 Directors shall be elected by the members at an annual meeting of members and shall retire in rotation. At the first annual meeting:

(a) the members shall elect that number of directors which is equal to the whole number nearest $\frac{1}{3}$ of the number of directors to be elected, to hold office for a term of three years from the date of such meeting or until the third annual meeting after such date, whichever shall first occur; (b) the members shall elect that number of directors which is equal to $\frac{1}{2}$ of the number of directors to be elected or, if the number of directors is an odd number, the lowest whole number greater than $\frac{1}{2}$ of the number of directors to be elected, to hold office for a term of two years from the date of such meeting or until the second annual meeting after such date, whichever shall first occur. (c) the members shall elect the remaining number of directors for a term of one year from the date of such meeting or until the first annual meeting after such date, whichever shall first occur.

At the second and each subsequent annual meeting of the members a number of directors equal to the number of directors retiring in such year shall be elected for a term of three years or until the third annual meeting after their election, whichever shall first occur.

Notwithstanding the generality of the foregoing, if required by an agreement made pursuant to Section 20.02 hereof, one member of the board of directors shall at all times be appointed by ASOR (U.S.).

4.05 The office of director shall be automatically vacated:

(a) if a director shall resign his or her office by delivering a written resignation to the secretary of the Corporation; (b) if he or she is found by a court to be of unsound mind; (c) if he or she become bankrupt or suspends payment or compounds with his or her creditors; (d) if at a special or general meeting of members a resolution is passed by $\frac{2}{3}$ of the members present at the meeting that he or she can be removed from office; (e) on death;

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 member of the Corporation.

4.06 Meetings of the board of directors may be held at any time and place to be determined by the directors. The President or any two directors may call a meeting. All meetings shall be held at the municipality in which the head office of the Corporation is located, unless otherwise determined by the board. 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one meeting per year of the board of directors. No error or inadvertent omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one vote. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meeting of the board.

4.07 If all the directors of the Corporation 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 other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

4.08 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

4.09 Provided a quorum of directors is present, each newly-elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.10 The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

4.11 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from servicing the Corporation as an officer or in any other capacity and receiving compensation therefor.

4.12 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

4.15 The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

4.16 A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members, when such resolution shall be confirmed by resolution of the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

4.17 No director shall be disqualified by his or her office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation, with any director or in which any director is in any way interested, be liable to be avoided nor, subject to the provisions of the *Canada Corporations Act*, shall any director so contracting or being so interested be liable to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

4.18 It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the *Canada Corporations Act* and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the said Act.

5.00 - INDEMNITIES TO DIRECTORS AND OTHERS

5.01 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall have from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- (b) all other costs, charges and expenses which he or 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 or her own wilful neglect or default.

6.00 - EXECUTIVE COMMITTEE

6.01 There shall be an executive committee composed of three directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

6.02 Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee. Any two members may call a meeting. All meetings shall be held at the municipality in which the head office of the Corporation is located, unless otherwise determined by the committee. 48 hours written notice of such meeting shall be given, other than by mail, to each member. Notice by mail shall be sent at least 14 days prior to the meeting. Two members of such committee shall constitute a quorum. No error or inadvertent omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7.00 - POWERS OF DIRECTORS

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

7.02 The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors 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 interest of the Corporation in accordance with such terms as the board of directors may prescribe.

7.03 The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

7.04 The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. The President shall be a director. Other officers need not be directors, nor members.

7.05 The president shall be elected at an annual meeting of the members. Any vacancy in the office of president occurring prior to an annual meeting shall be filled by appointment by the board of directors, such appointee to hold office until the next annual meeting or until his or her successor is duly appointed. Officers other than the president of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.

7.06 The officers of the Corporation shall hold office for three years from the date of their appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

8.00 - DUTIES OF OFFICERS

8.01 The president shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the board of directors. He or she shall have the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the board of directors are carried into effect.

8.02 The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.

8.03 The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the board of directors.

8.04 The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation 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 or she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

8.05 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

9.00 - EXECUTION OF DOCUMENTS

9.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers appointed by resolution of the board of directors.

10.00 - MEETINGS

10.01 The annual or any other general meeting of the members shall be held at the municipality of the head office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of the members be held outside Canada.

10.02 At every annual meeting, in addition to any other business that may be transacted, the report of the 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. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. The greater of two members or % of the total number of members present in person or by proxy at a meeting will constitute a quorum.

10.03 Fourteen days' written notice shall be given to each voting member of any annual or special general meeting of members. 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 member that he or she has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of the members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meetings of the members.

10.04 No error or omission in giving notice of annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation 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 ratify, approve and confirm any or all proceedings taken or had thereat. Notice to any member, director or officer for any meeting or otherwise, shall be sufficiently given if sent to the last address of the member, director or officer recorded on the books of the Corporation by delivery, or by prepaid ordinary mail, or by means of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Corporation directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch.

11.00 - MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

11.01 The minutes of the board of directors or the minutes of the executive committee shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

12.00 - VOTING OF MEMBERS

12.01 At all such meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

13.00 - FINANCIAL YEAR END

13.01 Unless otherwise ordered by the board of directors the fiscal year of the Corporation shall **end on June 30 in each year.**

14.00 - COMMITTEES OF THE BOARD

14.01 The board of directors may appoint committees whose members will hold their offices at the will of the board of directors.

15.00 - AMENDMENT OF BY-LAWS

15.01 The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least 2/3 of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

16.00 - AUDITORS

16.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual 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. The auditor shall be entitled to receive all notices and other communication relating to meetings of members that any member is entitled to receive and to attend, but not vote, at all such meetings.

17.00 - BOOKS AND RECORDS

17.01 The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

18.00 - DEPOSIT OF SECURITIES FOR SAFEKEEPING

18.01 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

19.00 - RULES AND REGULATIONS

19.01 The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem

expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and, failing such confirmation at such annual meeting of members, shall at and from time to time cease to have any force and effect.

20.00 - RELATIONS WITH AMERICAN SCHOOLS OF ORIENTAL RESEARCH (U.S.)

20.01 The Corporation shall be affiliated with American Schools of Oriental Research of the United States ("ASOR (U.S.)"). It is acknowledged that the name of the Corporation is used with permission of ASOR (U.S.) and the Corporation shall be required to change its name if such permission is, in the future, revoked.

20.02 Subject to the by-laws of the Corporation, the board of directors is hereby authorized to enter into, amend and keep in force from time to time, an agreement between the Corporation and ASOR (U.S.) to provide for some or all of the following matters:

(a) establishment of the dues to be charged to members of the Corporation;(b) to provide that, apart from any special arrangements, all persons who reside in Canada and apply for membership in either of ASOR (U.S.) or the Corporation shall be members of the Corporation and their fees and dues shall be transmitted to the Corporation; and, conversely, that all persons who reside outside Canada and who apply for membership in the Corporation shall be members of ASOR (U.S.) and their fees and dues shall be transmitted to ASOR (U.S.); provided, further, that a person ordinarily resident in Canada who resides outside of Canada on a temporary basis, as determined between the Corporation and ASOR (U.S.), shall continue to be a member of the Corporation and vice versa;(c) to provide for members of the Corporation to receive such publications of ASOR (U.S.) as they shall elect to receive, upon payment of the subscription fee therefore;(d) to provide for the election of representatives of the Corporation to the board of directors or trustees from time to time of ASOR (U.S.);(e) to provide for the election of representatives of ASOR (U.S.) from time to time to the board of directors of the Corporation, subject to the provisions of this by-law;(f) to provide for full participation by members of the Corporation in all activities and through all facilities of ASOR (U.S.) on the same basis as persons who are members of ASOR (U.S.);(g) to provide for annual reports to be delivered by the Corporation to ASOR (U.S.) and for the holding of a meeting of the board of directors of the Corporation in conjunction with the annual meeting of ASOR (U.S.); and(h) to deal with such other matters not inconsistent with the terms of this section or the by-laws of the Corporation as may from time to time be deemed necessary by the board of directors for the purpose of maintaining and regulating the relationship between the Corporation and ASOR (U.S.).

21.00 - INTERPRETATION

21.01 In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context of the Corporation 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.

