

NATIONAL AIR FORCE MUSEUM OF CANADA **BY-LAWS, ANNEXES**



By-Laws, Annex A - Code of Conduct and Director's Agreement

The National Air Force Museum of Canada has an outstanding reputation in the community for its integrity, loyalty, dedication and commitment as well as its high quality training and education programs. In support of this positive image, the Museum expects and requires Directors to behave in a professional, respectful, collegial manner while carrying out their responsibilities on the Board.

To ensure that Directors have been duly informed of their obligation and that they understand this obligation and the consequences associated with violating the "Code of Conduct" a written sign-off is required and is as follows:

I will abide by the Code of Conduct by agreeing to:

- ➔ listen carefully and respectfully;
- ➔ respect the opinions of others;
- ➔ respect and support the decisions of the Board;
- ➔ participate actively in Board and Committee meetings;
- ➔ not succumb to an issue on an emotional level;
- ➔ seek advice from legal counsel before taking action upon contentious issues that may adversely affect the Museum;
- ➔ adhere to the code of Ethics, the Conflict of Interest Policy and other Museum policies and by-laws; and
- ➔ generally act in a manner becoming a Director of the National Air Force Museum of Canada

and I will not:

- ➔ engage in any activities that negatively affect the work of the Board or the Museum;
- ➔ verbally or physically intimidate or abuse any Director or staff;
- ➔ criticize fellow Directors or staff either in or outside the Boardroom;
- ➔ discuss the confidential workings of the Board outside the Boardroom;
- ➔ interfere with the day-to-day management of the Museum.

I, _____, hereby agree to abide by the National Air Force Museum of Canada Code of Conduct at all times in exercising my responsibilities as a Director.

Signature of Director: _____ Date: _____

This is to confirm that a copy of the Code of Conduct has been provided, reviewed and explained, and

_____ has pledged to honour his/her obligations under it.

Signature of Board Chair: _____ Date: _____

By-Laws, Annex B - Code of Ethics and Director's Agreement

The National Air Force Museum of Canada has an outstanding reputation in the community for its integrity, loyalty, dedication and commitment. As Canada's National Air Force Museum the Commander of 8 Wing Trenton expects and requires Board Directors to behave in a professional, respectful and considerate manner while carrying out their responsibilities on the Board.

As a Director of the National Air Force Museum of Canada, I hereby commit myself to the highest ethical conduct as an individual and a member of the Board and will strive at all times to:

- work with fellow Directors and the Museum Chairperson in a cooperative and respectful manner, remembering that I am accountable to the external community as a whole and not any special interest group(s), and that I have no legal or moral authority as an individual outside the meetings of the Board;
- support my fellow Directors in fulfilling their ethical, fiscal and professional obligations;
- base my decisions on the facts of each situation, vote with honest conviction, unswayed by any special interests, honour and uphold all majority decisions taken by the Board;
- ensure the Museum's mission, values and strategic plan and objectives are achieved in a democratic and fiscally responsible manner which enable staff to carry out their responsibilities competently and ethically and which enhance the Museum's public image;
- treat in a fair and equitable manner my fellow Directors, Museum staff, volunteers and general public regardless of race, religion, gender, disabilities, age or national origin;
- support the Chairperson, as the Museum's appointed leader, in the achievement of Museum's mission and strategic goals, dealing with any staff or volunteer complaints according to the established policy for such issues (See the National Air Force Museum of Canada Code of Conduct and Conflict of Interest Policy);
- bring instances of violations of this Code to the Chair for resolution; or, if the Chair is in violation, to the Board as a whole, following those procedures specified in the National Air Force Museum of Canada Code of Conduct and Conflict of Interest Policy;
- refrain from taking advantage of all instances for potential personal or professional gain arising from my position as a Director;
- accept the consequences for any of my actions which violate this Code of Ethics, the Code of Conduct or the Conflict of Interest Policy and abide by the resulting decisions;
- participate fully in any review of the Code and any revisions decided upon;
- generally be guided in the performance of my Board responsibility by high ethical standards.

To ensure that Directors have been duly informed of their obligation and that they understand this obligation and consequences associated with violating the "Code of Ethics" a written sign off is required and is as follows:

I, _____, hereby agree to abide by the National Air Force Museum of Canada Code of Ethics at all times in exercising my responsibilities as a Director.

Signature of Director: _____ Date: _____

This is to confirm that a copy of the Code of Ethics has been provided, reviewed and explained to

_____ who has pledged to honour his/her obligations under it.

Signature of Board Chair: _____ Date: _____

By-Laws, Annex C - Conflict of Interest and Director's Agreement

The National Air Force Museum of Canada has adopted its conflict of interest policy to assist Directors in carrying out their duties and responsibilities in an ethical manner while also protecting the integrity of the Board as a whole.

The Conflict of Interest Policy covers interests of a monetary or economic nature and religious, political, corporate or institutional interests which may influence Directors' duties and responsibilities on the Board of the National Air Force Museum of Canada. The Policy covers instances where there may be a personal benefit or the avoidance of loss or any instance in which there is personal benefit resulting from information obtained as a Director.

As Director of the National Air Force Museum of Canada, I understand that a conflict of interest is any situation in which a personal interest of mine may be incompatible or in conflict with my responsibility as a Director or my membership in another organization may, or may be perceived, to influence me carrying out my duties and responsibilities as a Director.

I accept that conflicts of interest may be actual – that is, an interest that may influence my duties and responsibilities as a Director; or potential, in that it could influence; or perceive, where there are reasonable grounds to believe there may be a conflict even if, in fact, there is none.

To avoid actual, potential or perceived conflict of interest situations, I agree that I will:

- declare a conflict of interest and the nature of the conflict, at the earliest opportunity to the Board; if I declare a conflict before a Board meeting, I shall do so to the Chair
- ensure the conflict is recorded in the minutes
- if unsure whether there is a conflict, raise the potential or apparent conflict with the Board for its decision and refrain from voting

Where a conflict does exist, I agree to:

- withdraw from Board or Committee meeting while the matter is being discussed and/or voted upon
- not attempt in any way before, during or after the meeting to influence the voting
- not discuss anything in relation to any decision taken on the matter outside of the Board meeting

As a Director of the National Air Force Museum of Canada, I understand and accept that if I violate the above Policy in any way, that the Board may exercise one or all of the following options:

- issue me a verbal or written reprimand
- request that I resign

I, _____, hereby agree to abide by the National Air Force Museum of Canada Conflict of Interest Policy at all times in exercising my responsibilities as a Director.

Signature of Director: _____ Date: _____

This is to confirm that a copy of the Conflict of Interest Policy has been provided, reviewed, and explained to

_____ who has pledged to honour his/her obligations under it.

Signature of Board Chair: _____ Date: _____

By-Laws, Annex D - Museum Conservation Policy

1. The Museum will observe all standard museum practices relating to care, conservation and preservation as set by the Canadian Conservation Institute.
2. The Curator is responsible for the conservation of the Museum's collection. Staff and volunteers entrusted with collection management duties shall receive periodic training in the care and handling of artifacts, archival and/or library material.
3. Preventative conservation treatment of artifacts will be carried out under the direction of the Curator. Artifacts that cannot be treated locally will be forwarded to the Canadian Conservation Institute or a private, accredited conservation specialist under the direction of the Curator.
4. The Curatorial staff will maintain condition reports on artifacts in the collections including record of any conservation treatment received. Periodic checks of the condition of the artifacts and of environmental conditions will also be performed.
5. It is the Curator's responsibility to bring to the Executive Director's attention all special matters related to the conservation activity.
6. All artifacts, archival and/or library material accepted into the Museum's collections, including incoming loans and temporary registered items, will be stored, displayed and handled in keeping with accepted conservation practices to ensure their preservation and care.
7. The Museum is committed to providing exhibition and storage facilities free from pests and all foreseeable hazards to the long-term preservation of its collections. To this end, the Museum will follow standard good housekeeping practices and provide basic security, emergency and disaster planning.
8. The Museum is committed to establish, monitor and maintain acceptable levels of relative humidity, temperature and lighting in storage and exhibition areas.
9. In all instances, the conservation of artifacts will be undertaken with an understanding of the health and welfare of the staff performing these duties, whether handling objects or using conservation methods and materials that might have a negative impact on health. The staff and volunteers of the Museum will follow health environment policies and procedures as set by the Department of National Defence.

By-Laws, Annex E – Museum Collections Management Policy

Definitions

- ➔ An **artifact** is an object that has lost its primary function and gained some historical significance.
- ➔ The **Collections Register** is a paper format document for recording items accessioned into the artifact and archives collections.
- ➔ The **digital catalogue** is an electronic data base of artifacts and archival material accessioned into the museum's collection.
- ➔ **Accessioning:** The formal process of recording an artifact in the Museum's collection. An artifact is not accessioned until it has been accepted as part of the Museum's permanent collection.
- ➔ **Acquire:** To accept an artifact, archive or library material into the Museum collection or library.
- ➔ **De-accessioning:** The formal sanctioning and documentation prior to the disposal of artifacts.
- ➔ **Donation:** A gift or contribution to the Museum.
- ➔ **Purchase:** The acquisition of an object(s) through legal sale.
- ➔ **Trade:** An exchange of items between two parties acting independently of each other and to their mutual benefit. The Museum may consider trade of items from its collections where this trade respects the Museum's public trust responsibilities and within guidelines set by the Department of National Defence (DND), Canadian Trust Law and Charitable Gift-in-Kind guidelines.
- ➔ **Transfer:** The acquisition, by the Museum, of objects from DND or other federal or provincial sources.
- ➔ **Incoming loan:** The temporary assignment of collections material (artifacts, archival or library material) provided to the Museum by an outside agency (such as an individual, a regiment, another association or museum) for purposes such as exhibition, identification and research. These assignments do not involve a change in ownership.
- ➔ **Outgoing loan:** The temporary assignment of collections material from the Museum, to other museums, agencies and educational or cultural institutions for the purposes of exhibit, research, identification, education, or conservation. These assignments do not involve a change in ownership.

Guidance

1. The Canadian Forces Museums Administrative and Operations Manual (A-AD-266-000/AG-001), Part 4 will be utilized as a guideline for outlining the Museum's policies regarding the growth, management, care and preservation of the collections.

Scope of the collections

2. The Museum collection will be representative of all aspects of military aviation history in Canada and of the Canadian Air Force activity abroad from the early 1900s to the present day.

Components

3. The Museum collection shall be divided into four entities as follows:

3.1. The **artifact collection** is the ensemble of objects whose significance is related to the Museum mission, has been accessioned into the Museum Collections Register and recorded in the digital catalogue.

3.2. The **archives collection** is the ensemble of paper historical documents and photographs that are relevant to Canada's Air Force history and have been accessioned into the Museum Collections Register and recorded in the digital catalogue.

3.3. The **library collection** contains books, periodicals, aircraft related manuals and audio-visual material relevant to the history and technology of Canadian and foreign military aviation. The library collection is an independent collection for which separate records are maintained.

3.4. The **outreach collection** is the ensemble of artifacts, archival and library material that are recorded in a Temporary Register.

Collections management

4. All collection management activities are the responsibility of the Curator.

Acquisitions

5. In compliance with the museum's mandate, the collections will be constantly enriched via donation, purchase, transfer or trade.

6. Unchecked growth is a liability. The Museum recognizes that the rate of collecting must be balanced against the Museum's capacity to provide proper care and accessibility for collected objects. Therefore, in collecting, care must be taken to avoid duplications, acceptance of irrelevant objects and items in unsuitable condition that may require extensive restoration.

7. Artifacts which do not contribute to the mission of the Museum will be collected only if space is available, and they are deemed to be of unique military interest or of value as part of a trading or outreach collection.

8. Objects must not be acquired under circumstances considered to be exploitative, unethical, illegal, or otherwise incompatible with DND regulations. Objects will be acquired in accordance with the laws of Ontario, Canada and international agreements between Canada and other countries.

9. The Curator has authority to acquire artifacts, in accordance with the policies outlined in paragraphs 5. to 8., above, of a value not to exceed \$1000.00. In the case of artifacts valued in excess of \$1000.00, the proposed acquisition will be submitted to the Board of Directors, through the Executive Director, for approval.

10. The Curator will, under extraordinary circumstances, solicit advice from the Executive Director, and the Board of Directors when conditional donations are being considered which may be of unique value to the Museum.

11. Staff and volunteers entrusted with collection management duties shall receive periodical training in the registration, care and handling of artifacts, in accordance with current DND regulations regarding Occupational health and safety.

Accessioning

12. To ensure control of the Museum holdings (collections), the Curator will maintain the following records: Temporary Register; Collections Register; Loans Register and digital catalogue.

13. For insurance and accounting purposes, all newly accessioned items will be included in the Museum's Distribution Account. Those items received from individuals will be reported to NPF Accounts, 8 Wing/CFB Trenton, in order to be included on the non-public funds Distribution Account. Items received from public sources, such as the Directorate Disposals, Sales, Artifacts and Loans (DDSAL), are to be included in a public Distribution Account in accordance with DND procedure.

14. Upon request, income tax receipts may be issued by the Museum to the donor for an amount equal to the fair market value of the donation. The Curator, in accordance with Canada Customs and Revenue Agency guidelines governing fair market value and gift-in-kind tax receipts, will undertake the appraisal, as outlined in A-AD-266-000/AG-001, Part 4.

15. For object(s) with a perceived value of less than \$1000.00, the Curator will complete this appraisal. For a single object with a perceived value exceeding \$1000.00, the Curator will seek a second opinion. For objects with a perceived value exceeding \$5,000.00 the services of a professional appraiser must be obtained. All appraisals will be provided in writing.

16. Should the donor not accept the Museum's appraised value, the donor may obtain alternate professional services at personal expense.

De-accessioning and Disposal

17. The Museum may de-accession and dispose of material that is not historically significant to its collections mandate, duplicates of historically significant artifacts or artifacts that are no longer useful for research, exhibition or loan.

18. A list of artifacts proposed for de-accessioning will be prepared by the Curator and submitted to the Executive Director for approval. The recommended disposal action will be included for each item. Artifacts valued in excess of one thousand dollars (\$1,000.00) require approval by the Board of Directors. This procedure is valid for items on both distribution accounts, public and NPF.

19. In the event of artifacts listed on the public Distribution Account are de-accessioned, they must be disposed of through DDSAL in accordance with DND procedures.

20. Incoming loans may not be submitted to the de-accessioning procedure.

Loans

21. The Museum will allow loans of artifacts, incoming and outgoing, for exhibition, research, and short term outreach activities. Loans are permitted with museums, Canadian or international, DND organizations, other federal or provincial institutions and individuals. The Curator will consider the following qualifiers when determining loan requests: purpose, public benefit, DND benefit or contribution to mission statement.

22. An outgoing loan can only be approved for the purpose of exhibition, restoration or outreach activity.

23. In exceptional cases, where the loan (incoming or outgoing) is subject to special terms and conditions, the Curator may seek approval from the Executive Director or the Board of Directors.

24. All loans will be documented through the use of the applicable loan form and loans register.

By-Laws, Annex F - Exhibitions and Research Policy

Museum Exhibitions

1. The Museum's exhibitions will illustrate the history of Canadian military aviation, domestic and international. Exhibitions will be the primary means by which the Museum's collections are made accessible to the public. For this purpose the Museum will maintain a permanent exhibition and a temporary exhibitions plan.

Definitions

- ➔ **Permanent exhibition:** a long-term display designed to make the Museum's collections accessible to the public through the use of static displays, hands-on and interpretative displays and textual and audio-visual support material.
- ➔ **Temporary exhibitions:** short-term presentations of air force related material, designed to illustrate selected topics such as, specific research themes, historical events, Museum projects, squadron histories, etc.
- ➔ **Exhibits:** sections in the exhibitions designed to depict a past event, illustrate a storyline, document a biography or theme related to the permanent/temporary exhibition.

Permanent Exhibition

2. The permanent exhibition includes the Air Park. The Museum's artifact collection shall form the basis of this exhibition. Replicas or reproductions are only to be used when an original artifact is unavailable.
3. Maintenance funding will be provided for in the Museum's annual budget.
4. The permanent exhibition will be documented and made accessible to visitors through published material such as, pamphlets, floor plans, captions and signs, etc. The information provided will be displayed in the two official languages (CFAO 2-15).

Temporary Exhibitions

5. Temporary exhibitions will complement both the permanent exhibition and the Museum's mission statement. These exhibitions may be held within designated areas of the Museum or where required to meet the needs of the Outreach program.
6. The temporary exhibitions program will be presented for approval to the Executive Director and the Board of Directors annually.

7. Temporary exhibitions may include signs, captions and published material appropriate to the exhibition. Published material may be offered to the public for sale through the Museum Gift Shop.

Research

8. Research is the ensemble of activities carried on by the curatorial staff in order to document, preserve and present the artifacts in the Museum's collection.

9. Exhibitions will normally require extensive planning and research to develop the concept of either permanent or temporary exhibitions. When appropriate, the Board of Directors may authorize the hiring of a consultant to assist in the development of exhibition themes.

10. The Board of Directors may authorize the Executive Director to form a committee to assist the Curator in the development of future displays and or/the re-alignment of current displays to ensure the exhibits remains effective and acceptable for long term public viewing.

By-Laws, Annex G - Museum Education, Outreach and Public Relations Policy

Education

1. The Museum shall create, develop, market and implement educational programs targeting a variety of groups.
2. The Educational Programmer will create and execute programs in consultation with curatorial staff. The Educational Programmer is accountable to the Curator. The Curator will keep the Executive Director informed of educational activities.

Outreach

3. The museum will develop external activities which will take the Museum's message to the public.
4. Outreach activities are secondary means by which the Museum's mission is accomplished.

Public Relations

5. The Museum will promote and present activities involving public awareness and participation, motivating the public to visit the Museum.
6. The Public Relations Specialist, accountable to the Executive Director shall promote the Museum's mission using a variety of means and media.

Program Fees

7. The Museum may charge fees as required to defray, in whole or in part, the costs of providing Educational and Outreach programs as described above.

By-Laws, Annex H - Rules of Order

Introduction

1. The fundamental principle throughout this Annex is to ensure a careful balance of the rights of individuals, with due regard for the rights of the majority, and of any minority, of the members. Ultimately, it is the majority present at a meeting who decide a course of action, but only following the opportunity for a full and free discussion.
2. This annex should be read in conjunction with Annexes A, B and C.

Rules of Order

3. This term refers to the written rules of parliamentary procedure contained in this Annex as approved by a two-thirds majority of the Board members. These rules relate to the orderly transaction of business at Board meetings and to provide a firm basis for resolving questions of procedure that may arise. These rules are intended to supplement existing Board By-Laws, recognize authoritative publications and accepted practices in a single location for the benefit of Board members.

Definitions Note: some definitions are By-Laws and are included in this annex for ease of reference.

- **Amendment:** Is a secondary motion that modifies the working, and within certain limits the meaning, of a motion before it is acted upon.
- **Appeal:** The Chair has the duty and authority to make necessary rulings on questions of parliamentary law. Any two members, however, have the right to appeal such rulings. By proposing a motion and another “seconding”, the ruling is taken from the Chair and vested in the Board by a majority vote of the members present.
- **Discussion:** Formally known as debate, means discussion of the merits of a motion. Normally, the originator of the motion has a one-time right to speak first on the merits of the proposal.
- **Motion:** Is a formal proposal by a voting member, at a meeting, that the board take a specified action.
- **Parliamentary Authority:** Is the source document(s) for the Rules of Order. The source documents for the Board are the Museum By-Laws and Roberts Rules of Order (current edition), as modified in this annex.
- **Point of Order:** Is the legal interruption of Board business, by a voting member, regarding a violation of the rules. The member shall clearly state “Point of Order”. The Chair requests the member to state the concern, following which the Chair rules on the alleged violation, briefly outlining the rationale for the decision.

- ➔ **Question of Privilege:** Is a device that permits a request or motion relating to the rights and privileges of the Board or its members to be brought forward for immediate consideration because of its urgency. The member should rise and address the Chair that “I rise to a question of privilege”. The Chair immediately directs the member to state the matter, following which the Chair rules whether the request or motion is, in fact, a question of privilege and, if so, whether it is urgent enough to interrupt the pending business. The question may be resolved immediately, delayed until a later date or referred to a committee for resolution. If stated as a motion a second is required, followed by discussion (or amendment), concluding with a vote by the members.
- ➔ **Quorum:** A quorum for any meeting of the Board shall be one more than fifty (50%) of the voting members of the Board (By-Law 25.).
- ➔ **Rescind:** Is the motion by which a previous action or order can be cancelled or countermanded. The effect is to strike out a motion, resolution, rule, by-law, section, or paragraph that has been adopted at some previous time. A two-thirds majority of the voting members of the Board is required for approval.
- ➔ **Second:** A motion must be “seconded” in order to be considered. To second a motion a member may simply state “second”, which implies only that the member agrees the proposal is worthy of consideration. It does not imply support for the motion. If there is no “second” the motion is deemed to have been withdrawn.
- ➔ **Voting Member:** The voting members of the Board are the ten (10) Directors appointed by the Wing Commander and two (2) designated senior members from 8 Wing CFB Trenton as follows: Wing Administration Officer and Wing Logistics and Engineering Officer. Voting members are not required to send a representative if they are unable to attend a meeting.

Amendments

4. The Rules of Order contained in this Annex are an extension of By-Law 27. and may be changed with a minimum 10 day previous notice and a two-thirds majority vote of members present.

Meetings, Order of Business

5. The Chair will determine that a Quorum is present. The order of business at any regular Board meeting includes:

- a. call the meeting to order;
- b. review and approval of the Minutes of the previous meeting;
- c. business arising from the Minutes of the previous meeting;

- d. review of the financial status of the Museum;
- e. correspondence received since the previous meeting;
- f. business arising from correspondence received;
- g. report from the Museum Executive Director;
- h. reports from Committee Chairs;
- i. new business;
- j. next meeting; and
- k. adjournment.

Lack of Quorum

6. Should no quorum be present one-half (1/2) hour after the scheduled meeting time, the secretary shall record the names of the members present and the meeting stands adjourned.

Participation

7. Board members have the right to full participation in Board proceedings, that is, the right to make motions, second, to speak in debate (discussion) and to vote.

Exceptions

8. These exceptions are:
- a. To maintain total impartiality, the Chair is excluded from paragraph 7. above, except that the Chair may cast a deciding vote. Further, on a ballot vote the Chair is entitled to cast a vote, and
 - b. Ex-officio members are limited to the “discussion/debate” inputs.

Courtesy

9. Members address only the Chair and address each other through the Chair. A member does not speak without being recognized by the Chair, at which time the member has the exclusive right to be heard. Exception: **Point of Order** or a **Question of Privilege**.

Agenda

10. The agenda is the order of business for the conduct of matters at a Board meeting. The Chair will normally solicit inputs from the members well in advance of the meeting date. The secretary will ensure Board members are advised of the agenda a minimum of five (5) days prior to a meeting.

Motion

11. To be approved, all Motions must be adopted by a majority of the votes cast, when specified, by a minimum two-thirds majority of cast votes.

12. Motions requiring a minimum two third (2/3) majority vote consist of amending or rescinding, in whole or part: the Museum Constitution, By-Laws, Rules of Order or previously adopted Motions.

13. A motion may be withdrawn by the Mover with the approval of the Seconder at any time prior to a vote.

Methods of Voting

14. Show of Hands. This is the accepted practice of voting on a motion. When the motion has been clearly stated and the discussion ended, the Chair will ask all those “in favour” of the motion to raise their hand. Following a count of hands the Chair will continue by asking for “those opposed”, followed by a count of hands. The Chair may cast a deciding vote. A statement by the Chair that the motion is carried or lost will conclude that order of business.

15. Voting by Ballot (slips of paper on which the member marks his/her vote). Is used when it is believed the members may more likely to vote their true sentiments or when secrecy of the members’ vote is desired. A Board member may move the vote be taken by ballot. Approval will be a simple majority of the votes cast. The Chair is entitled to vote when this method is to be employed. The Chair will appoint a teller to distribute, collect, count the ballot and announce the results to the Chair. The teller is responsible to ensure the integrity of the process.

Right of Abstention

16. Although it is the duty of every Board member who has an opinion on a motion to express it by voting, the member can abstain. No member should vote on a proposal which he/she has a direct personal or pecuniary interest.

Committee Reports

17. Committees are accountable to the board and as such will report periodically, normally at a regular scheduled meeting.

Electronic Mail (email)

18. The use of electronic mail (email) is authorized for routine correspondence between and among Board members, and in exceptional circumstances (see below) to enable urgent decisions to be taken without bringing Board members together.

Urgent Issues

19. When in the judgment of the Chair an issue urgently requires a Board decision and it is impracticable to secure a timely decision at a meeting called as described in paragraph 21 or 22 of these By-laws, the Chair may invoke the following procedure.

20. All communications required or allowed in this procedure shall be copied to the Executive Director.

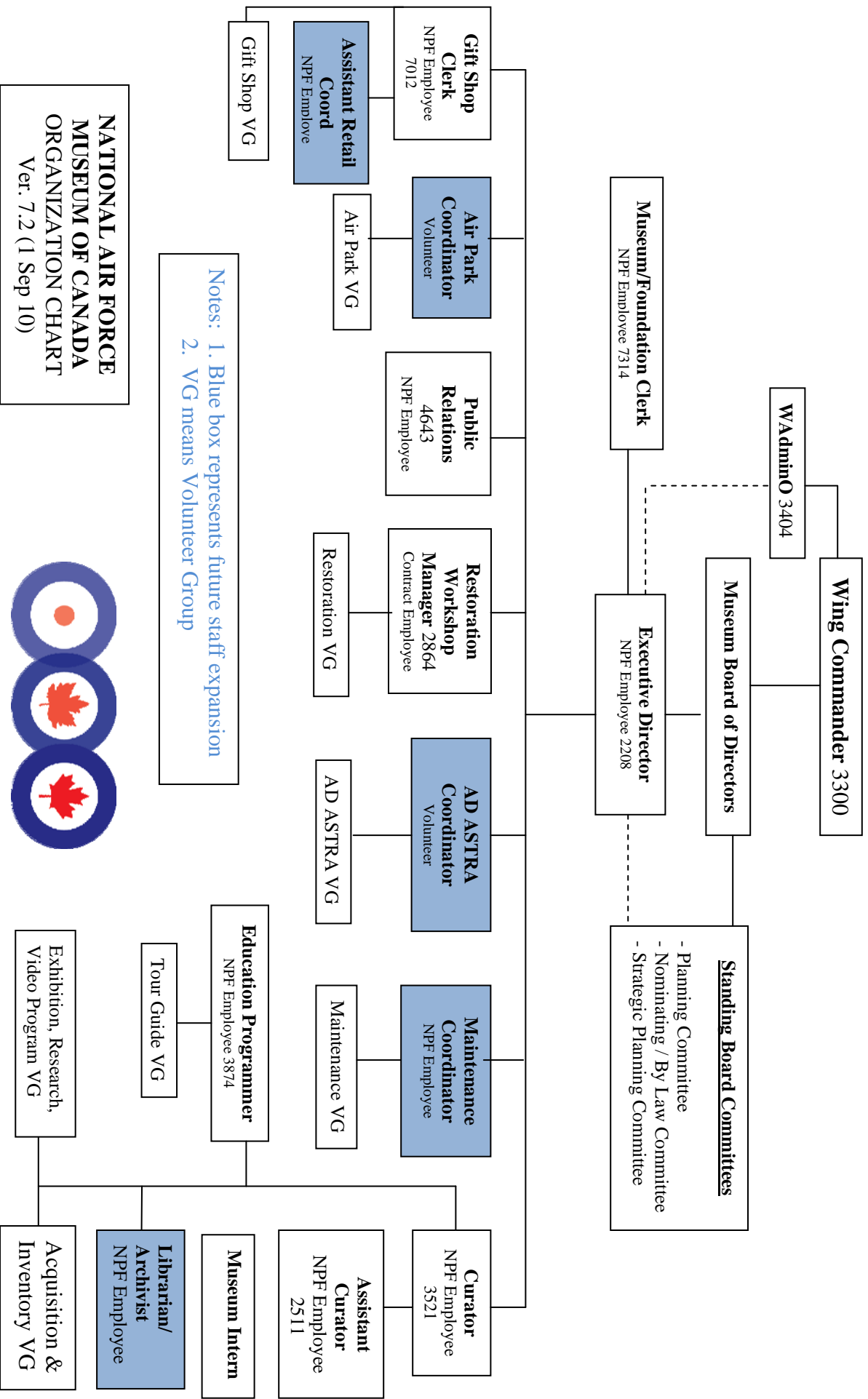
21. Notice of a requirement for a decision shall be sent by email by the Chair to every member (including *ex officio* members) of the Board, and shall:

- (a) include a description of the issue to be decided, sufficient to enable reasoned consideration by the Board member;
- (b) offer a period for consideration and circulation of views of not less than 48 hours after the time the Notice is sent out and before a specified voting deadline;
- (c) require that each Board member circulate by email to all other members his or her views and suggestions, if any, on the issue;
- (d) offer a choice of no more than three clear alternatives to be voted upon;
- (e) offer each voting member the option of abstaining from voting, and
- (f) require each voting member to signify by email a vote (“in favour” or “opposed”) or abstention by the specified time deadline.

22. A member may change his vote or abstention at any time before the specified voting deadline. Any such change shall be circulated to all other members.

23. For a decision taken using this procedure to be valid, at least a quorum of Directors must either vote or abstain from voting.

24. The Executive Director shall compile and retain written records of all communications sent using this procedure, and shall present a summary of the use of the procedure and the results obtained to the entire Board at its next regular meeting, for inclusion in the minutes of that meeting.



By-Laws, Annex J – Organization Chart