



By-Laws

to govern
the organization
and activities
of

Canadian Standards Association

**Revised Edition
June, 2008**

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Index to Articles and Sections by Subjects

ARTICLE / SECTION NO.	TITLE	PAGE
1	General	1
1.1	Article of Incorporation	1
1.2	Corporate marks and Abbreviation	1
1.3	Governing Body	1
1.4	Notices	1
2	Members	1
2.1	Committee Member	1
2.2	Sustaining Member	1
2.3	Associate Member	1
2.4	Honorary Member	2
2.5	Applications, Resignations and Terminations	2
2.6	Membership Fees	2
3	Board of Directors	2
3.1	Composition	2
3.2	Election and Terms of Office	2
3.3	Appointment and Terms of Office	2
3.4	Eligibility for Election or Appointment	3
3.5	Filing of Vacancies	3
3.6	Nomination and Election of Directors	3
3.7	Duties of Directors	4
4	Officers	4
4.1	Duties	4
4.2	Appointment of Officers	5
4.3	President	5
5	Divisions, Boards, Councils and Other Committees	5
5.1	Establishment and Appointment of	5
6	Meetings	5
6.1	Annual General Meeting	5
6.2	Meetings of the Board of Directors	5

6.3	Special Meetings	6
6.4	Notices and Appointments	6
6.5	Quorums and Proxies	6
6.6	Voting	6
7	Reports	6
7.1	Association Year	6
7.2	Annual General Meeting, Reports of Activities	6
7.3	Quarterly Reports to Board of Directors	6
7.4	Budget	6
7.5	Progress and Annual Reports of Boards, Councils, and Other Committees	6
8	Finances	7
8.1	Fiscal Year	7
8.2	Appointment of Auditors, Annual General Meeting	7
8.3	Appointment of Audit Committee	7
8.4	Bonding of Employees	7
8.5	Travelling Expenses	7
9	Borrowing of Money	7
9.1	Borrowing By-Law	7
10	Execution of Contracts	7
10.1	Contracts Binding upon the Association	7
10.2	Corporate Seal, Application to a Contract	8
11	Corporate Seal	8
11.1	Description and Custody of Corporate Seal	8
11.2	Sealing of Documents	8
12	Assets and Funds of the Association	8
12.1	Responsibilities of Association in Disbursing Funds	8
12.2	Responsibilities of Members in Winding-Up Proceedings	8
12.3	Disposal of Residue after Dissolution	8
13	Protection of Directors, Officers and Others	9
13.1	Indemnification	9
14	Trade Marks	9
14.1	Registration of Trade marks, Certification Marks, Word Marks, Design Marks and Standards Marks	9
14.2	Control of CSA Marks	9

15	Amendments	9
15.1	Sanction of By-Laws	9
15.2	Notice and Information to Members, in Calling of Meetings	9
NOTES		9

By-Laws of Canadian Standards Association

Article 1 General

Section 1.1 Articles of Incorporation

The affairs of the Canadian Standards Association shall be conducted in conformity with the powers granted by the Secretary of State for Canada in its Letters Patent dated January 21st, 1919, and the Supplementary Letters Patent granted on April 26th, 1944, and pursuant to the By-Laws hereinafter set forth or as the same may be amended or added to in the future.

Section 1.2 Corporate Marks and Abbreviation

The Canadian Standards Association, hereinafter referred to as the "Association" or "CSA", shall consist of Committee Members, Sustaining Members, Associate Members and Honorary Members.

Section 1.3 Governing Body

The Board of Directors ("Board") shall be the governing body of the Association. The Board of Directors may delegate its authority for operation of divisions and for the establishment of, appointment to and operation of boards, councils and other committees. (See Article 5.)

Section 1.4 Notices

Whenever the By-Laws of the Association provide that notice shall be given to any person, including without limitation the Members, such notice may be sent by mail or by electronic means such as e-mail or facsimile.

Article 2 Members

Section 2.1 Committee Member

2.1.1. A Committee Member shall be an individual who is not otherwise a member of CSA and who is a member of a board, council or other committee of CSA.

2.1.2. A Committee Member shall be entitled to not more than one vote in elections for Directors of the Association and at Annual General Meetings

and Special Meetings of the Association notwithstanding that the Committee Member may be a member of a number of boards, councils or other committees of CSA. Such members, if they are residing in Canada, shall also be eligible for election or appointment to the Board of Directors of the Association. Such members, if they are not residing in Canada, shall also be eligible for appointment to the Board of Directors of the Association.

Section 2.2 Sustaining Member

2.2.1. A Sustaining Member shall be an individual, a partnership, a company, a Government or Municipal department or agency, a Public Utility, an industrial or technical Association, and Sustaining Memberships shall be granted to such parties on acceptance by the Board of Directors of a formal application and through the payment of prescribed fees. (See Section 2.6.1) A Sustaining Member may hold either a single membership or a multiple membership.

2.2.2. A Sustaining Member, as such, except in the case of an individual, is not eligible to hold office in the Association or to vote, but may designate one of its officers or staff to exercise its voting powers. Such designated representative shall be entitled to vote in elections for Directors of the Association and at Annual General Meetings and Special Meetings of the Association, on the basis of one vote for each sustaining membership they represent. Such designated representatives, if they are residing in Canada, shall also be eligible for election or appointment to the Board of Directors of the Association. Such designated representatives, if they are not residing in Canada, shall also be eligible for appointment to the Board of Directors of the Association. A Sustaining Member may change its designated representative at its discretion, provided that the Secretary of the Association be notified of such change in writing prior to the date of balloting or voting.

Section 2.3 Associate Member

An Associate Member shall be a person selected because of technical ability and experience to give advice and assistance and who has been invited by the Chair of any committee so to act. Associate Members shall not be entitled to vote on any question, but at the discretion of the Chairs of the committees of which they are Associate Members, they shall be entitled to receive copies of documents sent to other members of those

committees. Associate Members are not eligible to hold office in the Association and are not required to pay fees.

Section 2.4 Honorary Member

An Honorary Member shall be a person of widely recognised eminence in some part of the field which the Association covers, as defined in the Letters Patent of the Association and in these By-Laws, or one who has rendered especially meritorious service to the Association. The number of Honorary Members elected shall be at the discretion of the Board of Directors. A nominee for Honorary Membership shall be proposed to the Board of Directors by at least five members of the Association and shall be elected only by the unanimous vote of the Board of Directors cast at a meeting of the Board. Honorary Members shall have the same rights and privileges as Committee Members except that they shall not be eligible to hold office in the Association and shall not be required to pay fees or assessments.

Section 2.5 Applications, Resignations and Terminations

Applications for memberships as Sustaining Members and resignations from such membership, shall be transmitted or forwarded to the Secretary of the Association at the Association's Head Office. The proper officials of the Association shall also be notified forthwith of all appointments of members to and of resignations and retirements of members from, boards, councils and other committees. Memberships shall not be transferable (although Sustaining Members may change their designated representatives in accordance with Section 2.2.2). Any membership in the Association may be terminated by a two-thirds majority vote of the Board of Directors, without prejudice to the authority of the Board of Directors over the establishment and composition of boards, councils and other committees.

Section 2.6 Membership Fees

2.6.1. Annual membership fees, payable in advance, shall be determined from time to time in their amounts for various classifications, by the Board of Directors, provided that no increase in fees shall be applicable to the fiscal year in which the increase was established.

2.6.2. Annual membership fees shall become due each year on the anniversary date of the acceptance of an application for membership.

2.6.3. Any member of the Association whose fees remain unpaid for a period of two months from the date in which such fees were due and payable, shall forfeit the right to vote and the member shall be advised by regular post that his membership and benefits related thereto are suspended.

Article 3 Board of Directors

Section 3.1 Composition

Subject to Section 3.5, the Board of Directors established under Section 1.3 shall consist of minimum of twelve (12) and a maximum of twenty (20) individuals, the exact number to be determined in accordance with Section 3.6.1, and shall be elected or appointed as follows:

(a) at least two-thirds ($\frac{2}{3}$) of the directors shall be individuals who are voting members of the Association who shall be elected by the members of the Association; and

(b) the remainder of the directors shall be individuals who shall be appointed by the Board of Directors, one of whom must be the President.

The President shall not be subject to the provisions of Sections 3.3 and 3.4 and shall serve the Association for such term as the Board of Directors deems appropriate.

Section 3.2 Election and Terms of Office

Subject to Sections 3.4 and 3.5, the Directors to be elected by the voting members shall be elected every two years in such manner that one-half (or as close thereto as is reasonably practicable) of such Directors shall be elected by the voting members of the Association every two years for a term expiring upon the regular election of directors occurring in the fourth year following such election. An appointment made to fill a vacancy, under Section 3.5, for a period of less than one term, shall be counted as a term of four years in assessing the member's eligibility for election under Section 3.4.

Section 3.3 Appointment and Terms of Office

Subject to Sections 3.4 and 3.5, the Directors to be appointed to the Board of Directors as referred to in Section 3.1(b) above shall be appointed every

two years to hold office for a term of two years from the date of their appointment or until the appointment of their successors. Such appointments shall be made by the Board of Directors as soon as may be convenient after each Annual General Meeting at which Directors have been elected in accordance with the provisions of Section 3.2, but not later than the second regular meeting of the Board of Directors held in the current Association year (see Section 7.1). Such appointments shall be made with the object of achieving a balanced Board and giving due consideration to geographical representation, and appropriate representation from those groups which have an interest in the activities of the Association. An appointment made to fill a vacancy, under Section 3.5, for a period of less than one term, shall be counted as a term of two years in assessing the member's eligibility for election or appointment under Section 3.4.

Section 3.4 Eligibility for Election or Appointment

Except for the persons holding the position of Chair and Vice-Chair, any Director who is elected or appointed for a four-year term or two-year term in accordance with Section 3.2 or Section 3.3, respectively, may be elected or appointed for additional terms to hold office for a maximum of twelve years, but no more; and shall not stand for election or appointment upon the expiry of twelve years during which time the Director in question was elected or appointed a Director, whether continuous or otherwise. Upon expiry of twelve years in office, whether continuous or otherwise, a Director so elected or appointed must retire from office. Notwithstanding the foregoing, in calculating the maximum term of twelve years any term as an appointed or elected director prior to the date of the coming into force of this amended Section 3.4 shall not be counted in calculating the maximum term of twelve years.

Section 3.5 Filling of Vacancies

3.5.1. If a vacancy occurs or remains in the Board of Directors, the remaining Directors, if constituting a quorum, may appoint a person to fill a vacancy if there is more than one year remaining in the former Director's term of office. The appointment shall be for the remainder of the former Director's term of office. If the remaining Directors do not constitute a quorum, the Chair of the Board or the remaining Directors shall forthwith call a meeting of the Association to fill the elected vacancies for the remainder of the former elected

Director's term of office. A vacancy on the Board of Directors shall automatically occur:

- (a) if at an Annual General Meeting or Special Meeting of voting members of the Association, a resolution is passed removing a Director from office;
- (b) if a Director has resigned from office by delivering a written resignation to the Corporate Secretary of the Association;
- (c) if a Director is found by a court to be of unsound mind;
- (d) if a Director becomes bankrupt or insolvent; or
- (e) on death.

Section 3.6 Nomination and Election of Directors

3.6.1. There shall be created a Corporate Governance & Nominating Committee consisting of a minimum of five (5) and maximum of nine (9) individuals (which number shall include the *ex-officio* members). The precise number of members on the Corporate Governance & Nominating Committee (including the *ex-officio* members) shall be 45% of the number of directors on the Board of Directors, rounding down. Subject to the foregoing, the Corporate Governance & Nominating Committee shall consist of the following individuals:

- (a) two (2) of the members of the Corporate Governance & Nominating Committee shall be the Chair of the Board and the Vice Chair, and the Chair of the Corporate Governance & Nominating Committee shall be the current Chair of the Board of Directors;
- (b) the President and CEO and the Corporate Secretary of the Association shall be non-voting *ex-officio* members of the Corporate Governance & Nominating Committee;
- (c) all other members of the Corporate Governance & Nominating Committee shall be selected by the Board of Directors in their sole discretion.

A majority of members of the Corporate Governance & Nominating Committee (excluding the *ex-officio* members) shall constitute a quorum for the transaction of business of the Committee.

The Corporate Governance & Nominating Committee shall review the qualifications of all nominees put forward pursuant to this Section 3.6, and shall identify and nominate to the Board of Directors individuals qualified to become Board members. The Corporate Governance & Nominating Committee shall also review the development and promotion of best practices in corporate governance for the Association on an on-going basis, and shall take on other mandates in the area of corporate governance for the Association as may be published in Terms of Reference for the Committee from time to time by the Board of Directors.

Subject to Section 3.1, the number of Directors on the Board shall be determined from time to time by the Corporate Governance & Nominating Committee after due consideration of the corporate governance needs of the Association, and the determination of the Corporate Governance & Nominating Committee shall be approved by a resolution of the Board of Directors.

3.6.2. In each year in which Directors are to be elected by voting members of the Association, the Secretary of the Association shall, at the time prescribed by the Corporate Governance & Nominating Committee, send to all voting members of the Association a notice

(a) consisting of the nominations for vacancies on the Board of Directors made by the Corporate Governance & Nominating Committee (including any retiring or former members of the Board of Directors) and

(b) requesting additional nominations for election to the Board of Directors. Such nominations shall be in writing, signed by five voting members, and by the nominee signifying consent to act as a member of the Board of Directors, if elected.

3.6.3. The Corporate Governance & Nominating Committee shall prepare a letter ballot which shall contain the names of all nominees selected by the Corporate Governance & Nominating Committee and any nominees made in accordance with the provisions of Section 3.6.2(b); provided, however, that the Corporate Governance & Nominating Committee may decline to list any person as a nominee on the letter ballot if the Corporate Governance & Nominating Committee determines such person has or may have a conflict of interest between such person's non-Association duties and the duties of a Director of the Association. At the time prescribed by the Corporate Governance &

Nominating Committee such letter ballot shall be mailed to all voting members prior to the date of the Annual General Meeting.

3.6.4. Completed ballots to be valid must be returned to the Secretary of the Association prior to the Annual General Meeting by the date prescribed by the Corporate Governance & Nominating Committee. The number of nominees corresponding to the number of vacancies to be filled, who receive the highest number of votes shall be declared elected at the Annual General Meeting replacing those elected members of the Board whose terms of office have expired.

Section 3.7 Duties of Directors

3.7.1. The Board of Directors shall administer the affairs of the Association.

3.7.2. The Board of Directors may establish an Executive Committee composed of 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. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that reasonable written notice of such meeting shall be given to each member of the committee by mail or by electronic means including by e-mail or facsimile. A majority of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 4 Officers

Section 4.1 Duties

The officers of the Association shall have such authority and shall perform such duties as shall from time to time be prescribed by the Board of Directors. From time to time the Board of Directors may vary, add to or limit the powers and duties of any officer or officers.

Section 4.2 Appointment of Officers

4.2.1. The Board of Directors at its first meeting after an election of Directors shall appoint from among its members a Chair of the Board and a Vice-Chair. Such officers shall hold office for two years and shall be ineligible for re-appointment to their respective offices for consecutive terms. The Board of Directors shall annually, or more often as may be necessary, appoint such other officers (other than the Chair and Vice-Chair), and agents as it shall deem necessary who shall have such authority and who shall perform such duties as may from time to time be determined by the Board of Directors, which may include a President (in accordance with Section 4.3.1), one or more Vice Presidents, one or more Presidents of the Association's operating divisions, a General Counsel and a Corporate Secretary of the Association, including one or more assistants to any of the officers so appointed.

4.2.2. The Chair of the Board shall preside at all meetings of the Association and of the Board of Directors, but may appoint any other officer or member of the Association to preside at any designated session of a meeting of the Association. The Chair and President shall be *ex-officio* members of every committee of the Association and the Chair shall be Chair of the Executive Committee if one is constituted under Section 3.7.2.

4.2.3. In the absence of the Chair of the Board the duties of presiding shall be performed by the Vice-Chair. In the absence of the Chair of the Board and the Vice-Chair, the duties of the Chair shall be performed by a Director elected by the Board of Directors in the case of a Board Meeting, and by the members present in the case of a Meeting of the Association.

Section 4.3 President

4.3.1. The Board of Directors shall appoint a President, who shall be the Chief Executive Officer of the Association and who shall be a member of the Board of Directors in accordance with Section 3.1.

4.3.2. The President shall have full authority to manage and direct the business and affairs of the Association (except such matters and duties as by law must be transacted or performed by the Board of Directors or by an Annual General Meeting) and to employ and discharge agents and employees of the Association. The President shall conform to all

lawful orders given by the Board of Directors of the Association and shall at all reasonable times give to the Board of Directors or any of them all information they may require regarding the affairs of the Association.

**Article 5
Divisions, Boards, Councils and Other Committees****Section 5.1 Establishment and Appointment of**

The Association shall have such divisions, and such boards, councils and other committees as the Board of Directors may from time to time determine. Each division shall be established by the Board of Directors and shall operate with the powers and in accordance with the procedures approved by or under the authority of the Board of Directors. The members from time to time of each board, council and other committee shall be appointed by or under the authority of the Board of Directors to hold office during the pleasure of the Board or until their respective successors have been appointed. Each board, council and other committee shall operate with the powers and in accordance with the procedures approved by or under the authority of the Board of Directors.

**Article 6
Meetings****Section 6.1 Annual General Meeting**

The Annual General Meeting of the Association shall be held within four months after the end of the Association year, at such time and place within Canada as the Board of Directors may determine, to receive the annual report of the Board of Directors and such other reports as required by these By-Laws, to appoint auditors for the ensuing year, and to transact the general business of the Association.

Section 6.2 Meetings of the Board of Directors

The Board of Directors shall hold at least four regular meetings during each year and the place at which such meetings shall be held shall be fixed by the Board of Directors. Additional meetings of the Board of Directors may be held at the discretion of the Chair of the Board or upon request in writing to the Chair of not less than four

Directors.

Section 6.3 Special Meetings

Special Meetings of the Association may be called at any time by the Chair of the Board, by resolution of the Board of Directors, or by written request to the Chair signed by at least ten voting members of the Association.

Section 6.4 Notices and Appointments

6.4.1. Written notice of Annual General Meetings and Special Meetings shall be sent by the Secretary of the Association to each member of the Association qualified to vote at such meeting. Notices of Annual General Meetings and Special Meetings shall be mailed at least two weeks before the time fixed for the meeting. In the case of a Special Meeting the notice shall set forth the object for which the meeting is being called.

Section 6.5 Quorums and Proxies

6.5.1. All persons qualified to vote at an Annual General Meeting or Special Meeting of the Association may be present in person or represented by proxy. Such proxies may be exercised only by persons qualified in their own right so to vote. Twenty persons qualified to vote assembled in response to due notice having been issued by the Secretary of the Association, calling an Annual General Meeting or Special Meeting of the Association, shall constitute a quorum.

6.5.2. A majority of Directors in office, from time to time, assembled in response to due notice having been issued by the Secretary of the Association, or by the Chair of the Board, calling a meeting of the Board of Directors, shall constitute a quorum.

6.5.3. Without prejudice to the authority of the Board of Directors under Article 5, procedures respecting quorums and the use of proxies for the transaction of the business of each board, council and other committee shall be established by or under the authority of the Board of Directors.

Section 6.6 Voting

6.6.1. Decisions on any matters placed before any Annual General Meeting or Special Meeting of the Association when a quorum is present or submitted to the members of the Association by Letter Ballot, shall be established only by a two-thirds majority of those voting.

6.6.2. Committee Members, the representatives of Sustaining Members designated under Section 2.2.2, and Honorary Members shall be entitled to vote in elections for Directors of the Association and at Annual General Meetings and Special Meetings of the Association.

6.6.3. Any person authorized to vote may propose the taking of a secret ballot on matters placed before an Annual General Meeting or Special Meeting. The proposal shall be upheld only on a two-thirds majority approval of those present and voting.

Article 7 Reports

Section 7.1 Association Year

The Association year shall be from April 1st to the following March 31st.

Section 7.2 Annual General Meeting, Reports of Activities

A general report shall be submitted to the Annual General Meeting by the Chair of the Board. It shall include a report from the President, covering the operations of the Association during the previous Association year. It shall include the audited financial statement for the previous Association year.

Section 7.3 Quarterly Reports to Board of Directors

The President shall present to the Board of Directors a quarterly report, including an interim financial statement and important items of current operations.

Section 7.4 Budget

The President shall submit to the Board of Directors, in time for its consideration at the Board's meeting to be held in the last quarter of the fiscal year, a budget for the next succeeding Association year.

Section 7.5 Progress and Annual Reports of Boards, Councils, and Other Committees

Chairs of boards, councils and other committees shall submit reports as and when requested by the Board of Directors. When such reports are so

requested for presentation to an Annual General Meeting, they shall be submitted in time to permit copies to be circulated to the membership at large before the date of the meeting.

Article 8 **Finances**

Section 8.1 Fiscal Year

The fiscal year of the Association shall commence on the first day of April, each year.

Section 8.2 Appointment of Auditors, Annual General Meeting

The Association shall at each Annual General Meeting appoint auditors who shall be Chartered Accountants or Certified Public Accountants, to audit the books and accounts and to prepare annual financial statements for presentation to the next succeeding Annual General Meeting, and to hold office until the said next Meeting.

Section 8.3 Appointment of Audit Committee

Subject to Section 5.1, the Board of Directors may, if deemed advisable, appoint from among its members an Audit Committee to act in an advisory capacity in the matter of Association finances.

Section 8.4 Bonding of Employees

Any salaried officials or other employees of the Association, who may have direct access to any funds that are the property of the Association, may on the recommendation of the Association auditors or at the discretion of the Board of Directors be bonded in the amount of such principal sum as the Board may decide. The cost of such bond shall be borne by the Association.

Section 8.5 Travelling Expenses

Only when authorized by the Board of Directors, shall any member of the Association as defined in Article 2 of these By-Laws be reimbursed for travelling expenses.

Article 9 **Borrowing of Money**

Section 9.1 Borrowing By-Law

The Board of Directors may, from time to time:

9.1.1. borrow money upon the credit of the Association in such amounts and upon such terms as they deem necessary;

9.1.2. issue bonds, debentures, or other securities of the Association for its lawful purposes, for such amounts and upon such terms as they deem expedient, and pledge or sell the same for such sums and at such prices as they determine;

9.1.3. mortgage, hypothecate, pledge or charge all or any of the property, real or personal, movable or immovable, of the Association, to secure any such bonds, debentures or other securities or any money borrowed by any other liability of the Association;

9.1.4. delegate to one or more of the directors or officers of the Association all or any of the powers conferred by the foregoing provisions of this By-Law; and

9.1.5. give indemnity to any directors or other persons who have been authorized by the Board to undertake and have undertaken any liabilities on behalf of the Association, and secure such directors or other persons against losses or liabilities by giving them a mortgage or other charge upon the whole or any part of the property, real or personal, movable or immovable, of the Association.

Article 10 **Execution of Contract**

Section 10.1 Contracts Binding upon the Association

Every contract, agreement, engagement or bargain made, and every bill of exchange drawn, accepted or endorsed, and every promissory note and cheque made, drawn or endorsed on behalf of the Association, by agents, officers or employees of the Association within the apparent scope of their authority as such agents, officers or employees shall be binding upon the Association.

Section 10.2 Corporate Seal, Application to a Contract

In no case shall it be necessary to have the Seal of the Association affixed to any such contract, agreement, engagement, bargain, bill of exchange, promissory note or cheque, or to prove that the same was made, drawn, accepted or endorsed, as the case may be, in pursuance of any by-law or special vote or order.

**Article 11
Corporate Seal****Section 11.1 Description and Custody of Corporate Seal**

The Association shall have a Corporate Seal, the face of which shall contain the words "Canadian Standards Association CSA Incorporated 1919", custody of which shall be entrusted to the persons authorized from time to time to affix the Corporate Seal pursuant to Section 11.2.

Section 11.2 Sealing of Documents

The Corporate Seal of the Association may, when required, be affixed to contracts, documents and instruments in writing signed by any officer or officers, person or persons appointed by the Board of Directors to sign such contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used herein shall include deeds, or mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers of securities and all paper writings.

**Article 12
Assets and Funds of the Association****Section 12.1 Responsibilities of Association in Disbursing Funds**

The income and property of this Association howsoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Charter of the Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise

howsoever by way of profit to the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or prevent the payment of interest at the prevailing prime bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Board of Directors shall be appointed to any salaried office of the Association nor that any office of the Association paid by fees or other benefit in money or money's worth shall be given by the Association to any member of such Board of Directors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

Section 12.2 Responsibilities of Members in Winding-Up Proceedings

All Sustaining Members of the Association shall be bound to contribute to the assets of the Association in the event of the same being wound up during the time they are Sustaining Members or within one year after they cease to be such members, provided such levies are required for the payment of debts and liabilities of the Association contracted before the time they ceased to be members and also for the payment of the expenses of such winding-up and for the adjustment of the rights of the contributories amongst themselves. Such contributions shall be as required but not exceeding the sum of \$25.00 per membership.

Section 12.3 Disposal of Residue after Dissolution

If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Association by the provisions of the present By-Law, such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to the

aforsaid provisions then to some charitable object.

Article 13
Protection of Directors, Officers and Others**Section 13.1 Indemnification**

All directors and officers of the Association or other persons who have undertaken or are about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors, administrators and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;

(a) all costs, charges and expenses which such persons sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or position;

(b) all other costs, charges and expenses which such persons sustain or incur in or about the execution of the duties of their office or position, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

Article 14
Trade Marks**Section 14.1 Registration of Trade Marks, Certification Marks, Word Marks, Design Marks and Standards Marks**

The Association shall register, with the Registrar of Trade Marks, all Marks known as Trade Marks, Certification Marks, Word Marks, Design Marks and Standards Marks which have been established by the Association on the authority of the Board of Directors. Such Marks may, at the discretion of the Board of Directors, be also registered in British Commonwealth and foreign countries.

Section 14.2 Control of CSA Marks

The CSA shall control the use of its Marks and may invoke legal remedies and defend legal actions in the event of improper or unauthorized

use of such Marks.

Article 15
Amendments**Section 15.1 Sanction of By-Laws**

The Board of Directors may from time to time enact, amend, repeal or re-enact any by-laws but no such enactment, amendment, repeal or re-enactment shall be enforced or acted upon until after due notice to members it has been sanctioned by a two-thirds majority vote at an Annual General Meeting or at a Special Meeting of the members of the Association called for the purpose, and until after the approval of the Federal Minister designated by the Governor in Council at the relevant time as the Minister responsible for the federal corporate legislation governing the Association, in effect from time to time, has been obtained.

Section 15.2 Notice and Information to Members, in Calling of Meetings

The notice calling the Annual General Meeting at which proposed changes in these By-Laws are to be considered for sanction shall set forth in full the details of the proposed changes.

NOTES:

1. These By-Laws are published under the authority of the Office of the General Counsel & Corporate Secretary, CSA Group, 178 Rexdale Blvd., Toronto, Ontario, Canada M9W 1R3. Please direct all inquiries to (416) 747-2722.

2. The English language version is the official version of the By-Laws.