

**CANADIAN INTERNET REGISTRATION AUTHORITY/
AUTORITÉ CANADIENNE POUR LES
ENREGISTREMENTS INTERNET**

**AMENDED AND RESTATED
BY-LAW NO. 1**

(revised September 2012)

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**AMENDED AND RESTATED
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A by-law relating generally to the transaction of the business and affairs of

**CANADIAN INTERNET REGISTRATION AUTHORITY/
AUTORITÉ CANADIENNE POUR LES ENREGISTREMENTS INTERNET**
(hereinafter referred to as the “**Corporation**”)

**Section One
DEFINITIONS AND INTERPRETATION**

1.01 Definitions. In this By-law No. 1 and in all other By-Laws and resolutions of the Corporation, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

- (a) “**.ca**” means the Internet country code top level domain for Canada;
- (b) “**Act**” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, .c. 23, including the Regulations made pursuant to the Act, and any statute or regulation that may be substituted therefor, as amended from time to time;
- (c) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) “**Board**” means the board of directors of the Corporation;
- (e) “**Board Advisor**” has the meaning given to it under subsection 3.02;
- (f) “**Business Day**” means any day other than a Saturday, a Sunday or any day on which banks are generally not open for business in the City of Ottawa, Ontario, Canada;
- (g) “**By-laws**” means this By-law No. 1 and all other by-laws that regulate the activities or affairs of the Corporation in effect from time to time;
- (h) “**CIRA Founding Member**” means John Demco, a founding member of the .CA Registry;
- (i) “**Director**” means a member of the Board;
- (j) “**Domain Name**” means a .ca name registered by the Corporation in its capacity as the .ca registry;
- (k) “**Election of Directors**” means the process for electing the Directors;

- (l) **“Election Period”** has the meaning given to it under paragraph 3.04(d);
- (m) **“Electronic Signature”** means an identifying mark or process that consists of one or more letters, characters, numbers, sounds or other symbols in digital or in other intangible form that:
 - (i) is created, recorded, transmitted, stored or communicated using a telephonic, electronic or other communication facility,
 - (ii) is in, attached to or associated with an electronic document or other electronic information,
 - (iii) is created or adopted by a Person in order to sign the electronic document or the other electronic information, and
 - (iv) associates the Person with the electronic document or the other electronic information, as the case may be;
- (n) **“Financial Association”** means any situation in which two (2) or more persons have the same employer directly or indirectly through common corporate ownership or otherwise or are financially associated, for example, by similar sources of material employment income or, material consulting income;
- (o) **“Government Representative”** means a representative of the Government of Canada, appointed by the Government of Canada;
- (p) **“Member”** means any one or more Persons, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws;
- (q) **“Members’ Candidates”** has the meaning set out in the Corporation’s Policy on Nominations and Elections in effect from time to time;
- (r) **“Members’ Directors”** means the directors described in paragraph 3.01(b);
- (s) **“Members of the Nomination Committee”** means the individuals who comprise the Nomination Committee in accordance with paragraph 6.01;
- (t) **“Nomination Committee”** means the nomination committee appointed in accordance with subsection 6.01;
- (u) **“Nomination Committee Candidates”** has the meaning set out in the Corporation’s Policy on Nominations and Elections in effect from time to time;

- (v) **“Nomination Committee Directors”** means the directors described in paragraph 3.01(a);
- (w) **“Officer”** means any one or more individuals, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- (x) **“Person”** means an individual, a corporation, a partnership, a trust, an unincorporated organization, association or club, the government of a country or any political subdivision thereof, or any agency or department of any such government, any of the individuals or entities listed in the Canadian Presence Requirements for Registrants (as defined in the applicable Registry PRP) and the executors, administrators or other legal representatives of an individual in any of such capacities;
- (y) **“President”** means the chief executive officer of the Corporation, as described in Section 9.03;
- (z) **“Registrant”** means any Person who holds and maintains the registration of one or more Domain Names in accordance with the Registry PRP in effect from time to time;
- (aa) **“Registrars”** means Persons from time to time certified by the Corporation to offer Domain Name registration services within the .ca Internet Domain Name system in accordance with the Registry PRP;
- (bb) **“Registry PRP”** means the Corporation’s policies, rules, and procedures relating to registrants, Registrars, and Domain Name registrations as may be amended or adopted by the Corporation and in effect from time to time and posted on the Corporation’s website, including, without limitation, applications for Domain Name registrations and other transactions relating to Domain Name registrations;
- (cc) **“Returning Officer”** means the Returning Officer appointed in accordance with subsection 3.05;
- (dd) **“Senior Executive Staff”** means any member of the staff defined as such in the internal human resource policies of the Corporation;
- (ee) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation. The By-laws of the Corporation shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and defined in the Act shall have the meanings given to such terms in the Act;

- (b) 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
- (c) the sections, table of contents and headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Section Two BUSINESS OF THE CORPORATION

- 2.01 Corporate Seal.** The Corporation may, but need not, have a corporate seal; if adopted, the seal shall be in the form approved from time to time by the Board.
- 2.02 Registered Office.** The registered office of the Corporation shall be situated in the province specified in the Articles, at such address as the Board may, by resolution, determine. Subject to the Act, the Members may, by Special Resolution, change the province in which the registered office of the Corporation shall be situated.
- 2.03 Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.
- 2.04 Financial Year.** Unless otherwise determined by resolution of the Board, the financial year end of the Corporation shall be March 31st of each year.
- 2.05 Official Languages.** The official languages of the Corporation shall be English and French.

Section Three BOARD OF DIRECTORS

- 3.01 Composition of the Board.** The Board shall be comprised of the following Directors:
 - (a) nine (9) Directors elected by the Members from a slate of Nomination Committee Candidates;
 - (b) three (3) Directors elected by the Members from a slate of Members' Candidates;
- 3.02 Board Advisors**
 - (a) Subject to paragraph 3.02(d), the persons hereinafter described shall have the right to attend, in a non-voting capacity, all meetings of the Board and

all committees thereof:

- (i) the President;
- (ii) the Government Representative;
- (iii) the CIRA Founding Member;

collectively “**Board Advisors**”.

- (b) The right of the Board Advisors to attend meetings of the Board and all committees thereof includes the right to provide input, express views and otherwise participate in all discussions of the Board and all committees thereof.
- (c) Subject to paragraph 3.02(d), Board Advisors shall have the right to receive notice of all Board and Board committee meetings and all Board and Board committee packages and other information and reports that the Corporation delivers to the Directors for the purpose of such meetings.
- (d) Unless the Board decides otherwise, the President shall not have the right to attend and participate in a meeting of the Board or a committee of the Board at which the President’s performance and/or compensation will be discussed, nor shall the President have the right to receive any packages, information and/or reports that the Corporation delivers to the Directors for the purpose of such meetings.
- (e) Board Advisors shall be subject to such other rules and conditions as the Board may by resolution determine.

3.03 Qualifications

- (a) Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director.
- (b) Every Director shall be a Canadian citizen ordinarily resident in Canada, or a permanent resident within the meaning of the *Immigration and Refugee Protection Act* (Canada), as amended from time to time, and ordinarily resident in Canada. For the purposes of this paragraph, “ordinarily resident in Canada” means an individual who resides in Canada for more than 183 days in the twelve-month period preceding the first day of her term as a Director and in every twelve-month period thereafter in which she is a Director.
- (c) Every Director shall read and agree in writing to abide by all rules, regulations and policies of the Corporation, including but not limited to,

the policies referred to in subsection 3.09. Every Director shall sign an oath of office to adhere to such rules, regulations and/or policies prior to the commencement of her term of office as Director. The Director's oath of office shall be deemed to be that Director's agreement to the content of such rules, regulations and policies.

- (d) Directors need not be Members of the Corporation.

3.04 Nomination and Election of Directors

- (a) Subject to the Act and the By-laws, the process for nominating and electing Directors shall be carried out in accordance with the By-laws and such other policies, rules and/or procedures governing the nomination and election process as may be established by the Board from time to time and that are not inconsistent with the By-laws.
- (b) The Members shall elect yearly:
 - (i) The Members' Directors from a slate of Members' Candidates; and
 - (ii) The Nomination Committee Directors from a slate of Nomination Committee Candidates;
- (c) The Members' Directors and the Nomination Committee Directors shall be elected and shall retire in rotation.
- (d) The Election of Directors may take place electronically, or by any other means as determined in the Corporation's Policy on Nominations and Elections in effect from time to time. The Election of Directors shall take place at each Annual General Meeting at which an Election of Directors is required and shall continue for the seven (7) day period following (the "**Election Period**") or until such other extended period of time as may be determined by the Returning Officer in accordance with the Corporation's Policy on Nominations and Elections.

3.05 Returning Officer

- (a) For each Election of Directors, the Board shall appoint an independent Returning Officer who shall be responsible for monitoring the election process. The Returning Officer shall have such authority and shall perform such other duties as may be prescribed by the Board from time to time.
- (b) The Returning Officer shall be subject to removal at any time by Special Resolution of the Board.
- (c) The Board may, by ordinary resolution, appoint a person with such qualifications as the Board may determine, to assist the Returning Officer in carrying out her duties in accordance with paragraph 3.05(a). Any

person so appointed shall have such authority and shall perform such duties as may be prescribed by the Board from time to time.

3.06 Term of Office. Subject to subsection 3.07 of the By-laws, the term of office of a Director shall commence 30 days from the date of her election until thirty (30) days following the end of the third Election Period next following her election.

3.07 Vacation of Office

- (a) Trigger. A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as a Director.
- (b) Resignation. A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.
- (c) Removal by Members. Subject to Section 130 of the Act, the Members may, by ordinary resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.
- (d) Ceasing to Qualify. An individual who is also a Director shall automatically and immediately cease to be a Director:
 - (i) upon that individual acquiring the status of a bankrupt;
 - (ii) upon that individual becoming incapable;
 - (iii) upon that individual being convicted of an indictable offence; and
 - (iv) upon that individual ceasing to meet the citizenship and residency requirement set out in paragraph 3.03(b).

3.08 Filling Vacancies

- (a) Subject to the Act and to paragraph 3.07(c) of this By-law, a vacancy on the Board may be filled for the remainder of the term by, a qualified individual by ordinary resolution of the Directors. If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

- (b) A Director called upon to fill a vacancy shall have the same rights and responsibilities as any other Director of the Corporation.

3.09 Policies

- (a) The Board shall adopt and maintain:
 - (i) a Code of Conduct for Directors of the Corporation;
 - (ii) a Policy on Conflicts of Interest for Directors of the Corporation;
 - (iii) a Policy on Financial Associations for Directors of the Corporation; and
 - (iv) a Policy on Nominations and Elections, including rules for the Election of Directors,

provided that such policies are not inconsistent with the Act or the Corporation's By-laws.

- (b) The Board may adopt such other policies, rules and regulations that are not inconsistent with the Act or the Corporation's By-laws, relating to the management and operation of the Corporation, and other matters provided for in the By-laws as it may deem expedient.

3.10 Approval/Amendment by 80% of the Board

- (a) Subject to paragraph 3.10(b), the policies referred to in paragraph 3.09(a), may only be adopted, amended or repealed by 80% of the votes cast at a meeting of Directors.
- (b) Paragraph 3.10(a) shall not apply to the Corporation's Elections Rules and Terms of Reference for the Returning Officer, which may be adopted, amended or repealed by ordinary resolution of the Board and which are schedules appended to the Policy on Nominations and Elections.

3.11 Remuneration and Expenses

- (a) Directors shall be entitled to be remunerated for services rendered in the performance of their Director's duties in accordance with a policy to be established by the Board. Directors shall also be reimbursed for reasonable expenses they incur in the performance of their Director's duties.
- (b) Any Director may waive her right to the compensation to which she is entitled under paragraph 3.11(a).

3.12 Employees, etc. The Board may, on behalf of the Corporation appoint such agents, attorneys, consultants and professional advisors 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. The Board may delegate this function to an Officer or Officers or a committee of the Board.

- 3.13 Remuneration of Agents, etc.** A reasonable remuneration for all agents, consultants, professional advisors and employees and committee members shall be fixed by the Board and the Board may delegate this function to an Officer or Officers or a committee of the Board.

Section Four MEETINGS OF THE BOARD

4.01 Place and Number of Meetings

- (a) Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.
- (b) There shall be at least four (4) meetings of the Board per financial year of the Corporation.

- 4.02 Calling of Meetings.** Meetings of the Board may be called by the Chair of the Board, the Vice-chair of the Board or any two (2) Directors at any time.

4.03 Notice of Meeting

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section Eighteen to every Director not less than forty-eight (48) hours (and not less than fourteen (14) days if sent by mail) before the date of the meeting.
- (b) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (d) Except in the case of matters referred to in Subsection 136(3) of the Act, no notice of any meeting of the Board need specify the purpose or the business to be transacted at the meeting.

- 4.04 Voting.** Each Director is authorized to exercise one (1) vote on any vote taken at any meeting of the Board.

4.05 Quorum. A majority of the Directors shall constitute a quorum of the Board at any meeting of the Board.

4.06 Electronic Meetings

- (a) Subject to the Act, a Director may, if all Directors are in agreement and have provided their consent, participate in a Board meeting using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting (including Internet-enabled conferencing). A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the Board and/or committees of the Board.
- (b) Meetings conducted in whole or in part by electronic means shall be deemed to be held at the Corporation’s registered office or the location of the meeting at which a majority of Directors attending in person are present.
- (c) When conducting meetings of the Board by electronic means, each Director shall be required to provide to the Secretary of the Corporation a phone number or e-mail address that are personal to such Director and shall use best efforts to ensure that such means of communication are kept secure and available only to such Director.
- (d) If a majority of the Directors consents thereto, votes on any issue may be conducted electronically under the direction of the Secretary of the Corporation in such a manner as to permit the Directors to communicate adequately with each other and to which all Directors have equal access. Voting at electronic meetings of the Board shall be conducted by poll (i.e. the participants signifying verbally or electronically, as the case may be, their assent or dissent with respect to the matter put before the Board for approval), using the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- (e) If a majority of the Directors objects to the specific telephonic, electronic or other communication facility to be used for voting on a specific matter or if the telephonic, electronic or other communication facility is not reasonably secure, as determined by the chair of the meeting, then the proposed telephonic, electronic or other communication facility shall not be used.

4.07 Votes to Govern. Except as otherwise provided herein or in the Act, at all meetings of the Board, every question shall be decided by a majority of the votes

cast on the question. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

Section Five
POWERS AND RESPONSIBILITIES OF THE BOARD

5.01 Action by the Board. Subject to the Act, the Articles and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation. The Board shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into.

5.02 Borrowing

- (a) The Board may, without authorization of the Members:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any obligation of the Corporation.
- (b) The Board may, by ordinary resolution, delegate any or all of the foregoing powers to such Officers or Directors of the Corporation to such extent and in such manner as the Board may from time to time determine.

Section Six
COMMITTEES

6.01 Nomination Committee

- (a) Composition and Appointment.
 - (i) The Nomination Committee of the Corporation shall be comprised of the following individuals:
 - (A) the Government Representative, who shall be an *ex officio* member of the Nomination Committee; and
 - (B) between six (6) and twelve (12) individuals appointed by the Board.

- (ii) The Government Representative shall be entitled to receive notice of and attend any meeting of the Nomination Committee, but shall not have the right to vote thereat.
- (b) Term of Committee Members.
- (i) A member of the Nomination Committee, other than the Government Representative shall:
 - (A) be appointed for a term of two (2) years; and
 - (B) upon expiry of her term and if qualified, be eligible for reappointment to the Nomination Committee for additional terms of two (2) years, as set out in policies of the Corporation.
 - (ii) Any successor appointed to fill a vacancy may be appointed for a term of two (2) years.
- (c) Representation on Committee.
- (i) In any given year (barring resignations), there shall be no more than fifty percent (50%) of the Members of the Nomination Committee who are new to the Nomination Committee.
 - (ii) The Board shall only appoint individuals to the Nomination Committee who are not in a Financial Association with:
 - (A) any other Member of the Nomination Committee; or
 - (B) a Director (except a Director whose term as a Director will expire at the next Election of Directors and who is not entitled to be re-elected to the Board or, a Director who irrevocably waived her right to run for re-election to the Board at the next Election of Directors).
 - (iii) When appointing individuals to the Nomination Committee, the Board shall strive to ensure that the membership of the Nomination Committee is at all times representative of the diverse constituencies, interests and make up of the Canadian population by appointing individuals:

- (A) who reside in different provinces and regions within Canada;
 - (B) who work, are involved in or who have experience in, a variety of industry sectors; and
 - (C) of diverse gender, racial, ethnic, national and cultural backgrounds, sexual orientation, language (including but not limited to Canada's both official languages), class, age, religion, as well as other types of diversity.
- (iv) In addition to subparagraph 6.01(c)(iii), one-third (1/3) of the Nomination Committee shall be comprised of individuals who work, are involved in or who have experience working for government, non-governmental organizations, not-for-profit and charitable organizations, educational institutions, and/or such other institutions of a public or quasi-public nature.
- (d) Powers and Duties. The Nomination Committee shall:
 - (i) solicit names of individuals who are qualified and willing to become Directors;
 - (ii) provide to the Board and Members, as applicable, a slate of candidates, from which the Members will elect Nomination Committee Directors;
 - (iii) develop and provide to the Board a list of skills, experience and diversity criteria for directors, necessary to ensure balanced representation and effective governance;
 - (iv) identify, interview and check references of prospective candidates, as required, for vacant positions on the Board; and
 - (v) exercise such other powers as are authorized by resolution of the Board from time to time.
- (e) Administrative Support. To assist the Nomination Committee in carrying out its duties hereunder, the Corporation shall provide reasonable administrative support to the Nomination Committee and provide it with all relevant documentation pertaining to the Board's make up, the Corporation's mission, strategic plans and any other matters relevant to the Nomination Committee's mandate.

- (f) Procedures. The Nomination Committee may formulate its own rules of procedure, subject to such policies, regulations or directions as the Board may from time to time adopt.

6.02 Committees of the Board. In addition to the Nomination Committee, the Board may from time to time appoint one or more other committees and delegate to such committees any of the powers of the Board, subject to the terms of reference imposed from time to time by the Board and by applicable law. The members of any such committee will hold their offices at the pleasure of the Board. The duties and terms of reference of such committees shall be determined by the Board.

6.03 Advisory Committees. The Board may from time to time appoint and create advisory committees of Members and non-Members and Directors and non-Directors that will report to the Board. The Board may also appoint non-public or anonymous committees to report to it. The duties and terms of reference of such committees shall be determined by the Board.

6.04 Procedure

- (a) Notice of the time and place of each committee meeting shall be given in accordance with Section Eighteen to each committee member not less than forty-eight (48) hours (and not less than fourteen (14) days if sent by mail) before the date of the meeting.
- (b) Committee members shall be entitled to be reimbursed for travel or other reasonable expenses properly incurred by them in performing their duties.
- (c) The powers of a committee of the Board may be exercised at a meeting at which a quorum is present. Meetings of committees may be held at any place in or outside Canada and may be held in accordance with section 4.06. Unless otherwise determined by the Board, quorum for committee meetings shall be a majority of its members.

Section Seven
MINUTES OF MEETINGS OF THE BOARD

7.01 Minutes of Meetings of the Board. The minutes of the meetings of the Board shall be available to the Board and to the Members of the Corporation. Minutes of Board meetings will be posted on the Corporation's website for consultation by Members and the public. In the case where a Member cannot access the minutes through the website, the Member may request the Secretary of the Corporation to make alternate arrangements, provided that a Director or Member who requests a hard copy of such minutes shall be entitled to receive same. Notwithstanding the foregoing, matters that the Corporation is prohibited by law or contract from disclosing or such other matters that the Board determines, in good faith, are not appropriate for public distribution, which may include, without limitation, personnel or employment matters and legal matters, shall not be posted on the Corporation's website or distributed under this section.

Section Eight OFFICERS

8.01 Officers. The Officers of the Corporation shall consist of a Chair, a Vice-Chair, a President, a Secretary and such other officers, performing such duties, as the Board may determine. The Chair and Vice-Chair must be Directors of the Corporation. The Secretary must be a Director, unless the Corporation's General Counsel acts as Secretary pursuant to subsection 9.04. One individual may hold more than one office with the exception of the office of Chair, Vice-Chair and President. The Board may, delegate to such Officers powers to manage the activities of the Corporation, except powers to do anything referred to in subsection 138(2) of the Act.

8.02 Appointment. Officers, other than the Chair, shall be appointed or re-appointed from time to time by ordinary resolution of the Board.

8.03 Term of Office

(a) Chair:

(i) The Board shall, as often as may be required and subject to subparagraph 8.03(a)(ii), appoint a Chair by majority vote of the Directors in attendance at a meeting of the Board.

(ii) Subject to subparagraph 8.03(a)(iii), the Chair's term shall commence upon being appointed Chair by the Board and shall end upon the earlier of:

(A) the expiry of the two-year period next following such appointment;

(B) the expiry of her term as a Director;

(C) the Chair otherwise ceasing to be a Director in accordance with subsection 3.07; or

(D) her removal as Chair in accordance with subparagraph 8.03(a)(vi).

(iii) If the Chair is re-elected as a Director and has, immediately preceding her re-election, held the office of Chair for less than two (2) years, she shall automatically continue holding the office of Chair until:

(A) she has held that office for a total of two (2) consecutive years (including the year(s) immediately preceding her re-

election) or the next Board meeting after the expiry of such two (2) year period at which her successor as Chair is appointed; or

(B) the earlier end of her term pursuant to subparagraph 8.03(a)(ii).

- (iv) If the Chair is not re-elected as a Director, the Board shall appoint a new Chair in accordance with this subsection 8.03.
 - (v) Any Director who holds the office of Chair for two (2) consecutive years shall, if she continues to be a Director, be eligible for reappointment as Chair.
 - (vi) The Chair shall be subject to removal at any time by a Special Resolution of the Board.
 - (vii) In the event the office of the Chair is vacated or the Chair is removed prior to the expiry of her term as Chair or as a Director, the Director appointed to fill the Chair's vacancy shall be appointed for the term described in subparagraph 8.03(a)(ii).
- (b) Other Officers: The Vice-Chair and the Secretary shall hold office for a period of one (1) year or until the next Board meeting after the expiry of such one (1) year period at which her successor is appointed, or until her earlier resignation or removal. Notwithstanding the term set out in the previous sentence, the Secretary of the Corporation shall hold office from the date of appointment until her successor is appointed or her earlier resignation or removal. Officers shall be subject to removal at any time by resolution of the Board.

Section Nine DUTIES OF OFFICERS

9.01 Chair. The Chair shall be a Director who has served at least one (1) year on the Board. The Chair shall preside over all meetings of Members and of the Board and shall have such other powers and duties as the Board may specify. The Chair shall see that all orders and resolutions of the Board are carried into effect. During the absence or disability of the Chair, her duties shall be performed and her powers exercised by the Vice-Chair.

9.02 Vice-Chair. The Vice-Chair shall be a Director and shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall have such other powers and duties as the Board may specify.

- 9.03 President.** The President shall be the chief executive officer of the Corporation and shall, subject to the authority of the Board, be responsible for the general and active management of the affairs of the Corporation.
- 9.04 Secretary.** Unless otherwise determined by the Board, the Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice, as instructed by the Board or the Chair, of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or the Chair, under whose supervision the Secretary shall be. The Secretary shall be custodian of the corporate seal of the Corporation, if any, which the Secretary shall deliver only when authorized by the By-laws or a resolution of the Board to do so and to such individual or individuals as may be named in the resolution. On the day the resignation or removal of the Secretary becomes effective, the Secretary shall deliver to the President of the Corporation the corporate seal of the Corporation, if any, and all records of the Corporation in the Secretary's possession. Unless otherwise determined by the Board, the Corporation's General Counsel shall act as Secretary of the Corporation. If the Corporation's General Counsel does not act as Secretary, the Secretary shall be appointed from among the Directors.
- 9.05 Other Officers.** The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board requires of them.

Section Ten EXECUTION OF DOCUMENTS

- 10.01 Execution of Documents.** Contracts, documents or any other instruments requiring the signature of the Corporation shall be signed by any two (2) Directors, one of whom must be an Officer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by ordinary resolution to appoint one or more Officer(s) or Senior Executive Staff on behalf of the Corporation to sign specific contracts, documents and instruments. The Board may authorize the Corporation to grant a 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 Officer or Officers appointed by resolution of the Board.
- 10.02 Form Contracts.** The Corporation may also from time to time enter into contracts ("**Form Contracts**") with Registrars, Registrants or others (a "**Contracting Party**") in a form prescribed by the Corporation, the terms of which are accepted by Electronic Signature by such Contracting Party. Provided that a Contracting Party does not amend such Form Contract without the agreement in writing of the Corporation, upon acceptance of the terms of the

Form Contract by the Contracting Party, the Form Contract shall be deemed duly executed by the Corporation under the By-laws.

Section Eleven
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Standard of Care. Every Director and Officer of the Corporation in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Articles and the By-laws.

11.02 Limitation of Liability. Provided that the standard of care required of the Director or Officer under the Act and the By-laws has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any Person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act or the regulations.

11.03 Indemnity of Directors and Officers.

- (a) Subject to the Act, the Corporation may indemnify a Director, a Board Advisor or an Officer of the Corporation, a former Director, Board Advisor or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,
 - (i) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as

Director or Officer or in a similar capacity at the Corporation's request; and

- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.
- (b) The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

11.04 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Subsection 11.03 against any liability incurred by the individual

- (a) in the individual's capacity as a Director, a Board Advisor or an Officer of the Corporation; or
- (b) in the individual's capacity as a Director, Board Advisor or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

Section Twelve CONDITIONS OF MEMBERSHIP

12.01 Eligibility

- (a) Membership in the Corporation shall be limited to those Registrants who have been authenticated and admitted in accordance with the Corporation's Policy on Membership in effect from time to time.
- (b) Members who meet the criteria described in paragraph 12.01(a) shall be promptly informed by the Corporation of their admission as a Member.

12.02 Transferability. Membership in the Corporation is not transferable.

12.03 Termination of Membership

- (a) The rights of a Member automatically and immediately lapse and cease to exist when the membership terminates for any of the following reasons:
 - (i) the Member ceases to be a Registrant;
 - (ii) the Member dies, resigns or, in the case of a Corporation, is dissolved;

- (iii) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or subsection 12.05 of the By-laws; or
 - (iv) the Corporation is liquidated or dissolved pursuant to the Act.
- (b) Upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

12.04 Resignation and Readmission as a Member

- (a) Any Member may resign as a Member in accordance with the Corporation's Policy on Membership.
- (b) Any Member, other than a Member who has been expelled in accordance with these By-laws, may be readmitted as a Member in accordance with the Corporation's Policy on Membership.

12.05 Expulsion

- (a) The Members or the Directors may, by Special Resolution passed at a special meeting of Members or meeting of Directors, as the case may be, expel a Member of the Corporation where the Member carries out any conduct which may be detrimental to the Corporation, provided that the Member shall be given the opportunity to be heard at such meeting and to be represented by counsel.
- (b) The expulsion of a Member in accordance with paragraph 12.05(a) shall not result in the loss of any of the expelled Member's Domain Name registrations.

12.06 Membership Fees. The Board may require Members to pay membership fees and may determine the manner in which such fees are to be paid.

12.07 Annual Financial Statements

- (a) The Corporation may, instead of sending copies of the annual financial statements of the Corporation and other documents referred to in subsection 172(1) of the Act ("Annual Financials") to the Members, include with the notice of the Annual General Meeting of Members a statement informing the Members that the Annual Financials shall be available on the Corporation's website or at the Corporation's registered office for consultation by the Members.
- (b) In the case where a Member does not wish to or cannot access the Annual Financials through the Corporation's website, the Member may, on request to the Secretary of the Corporation, obtain a copy of the Annual

Financials free of charge at the Corporation's registered office or by prepaid mail.

Section Thirteen MEETINGS OF MEMBERS

13.01 Annual Meetings. The Board shall call, at such date and time as it determines, an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing Directors;
- (c) appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

13.02 Special Meetings

- (a) The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members.
- (b) The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

13.03 Location

- (a) Subject to compliance with Section 159 of the Act, meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.
- (b) Meetings conducted in whole or part by electronic means shall be deemed to be held at the Corporation's registered office or the location of the meeting at which Members attending in person are present.

13.04 Special Business. All business transacted at a special meeting or an annual meeting of Members constitutes special business, except:

- (a) consideration of the minutes of an earlier meeting;
- (b) consideration of the financial statements and the public accountant's report;

- (c) election of Directors; and
- (d) reappointment of the incumbent public accountant.

13.05 Notice

- (a) Notice of the time and place of an Election of Directors and a meeting of Members shall be given to each Member entitled to vote at such Election of Directors or such meeting by telephonic, electronic or other communication facility to each Member entitled to vote, not less than thirty (30) days before the Election of Directors or meeting is to take place.
- (b) If a Member requests that the notice referred to in paragraph 13.05(a) be given by non-electronic means, the notice will be sent by mail, courier or personal delivery in accordance with the requirements of Section Eighteen of the By-laws.

13.06 Notice of Special Business. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any special resolution or By-law to be submitted to the meeting.

13.07 Waiving Notice. A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

13.08 Chair of the Meeting. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Directors who are present and entitled to vote at the meeting shall choose one such Director to chair the meeting.

13.09 Quorum

- (a) Subject to section 13.09(b), quorum at every meeting of Members shall otherwise be the greater of:
 - (i) one hundred (100) Members; and
 - (ii) ten per cent (10%) of the number of Members present in person at the last meeting of Members immediately prior to such meeting, in either case present in person at the meeting.
- (b) If a quorum is present at the opening of the meeting of Members and is maintained until the completion of the formal business of the meeting, the

Members may proceed to vote, even if a quorum is no longer present, on any matter or resolution properly put to the Members prior to the completion of the formal business of the meeting.

13.10 Adjournments. The chair of any meeting of Members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty (30) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section Fourteen VOTING OF MEMBERS

14.01 Record Date. The record date for determining Members entitled to receive notice of a meeting of Members; and determining Members entitled to vote at a meeting of Members, shall be the 21st day before the day on which such meeting is to be held.

14.02 Absentee Voting

- (a) A Member who is not in attendance at a meeting of Members and who is entitled to vote at that meeting may vote by means of a telephonic, electronic or other communication facility if:
 - (i) the Corporation makes available such a communication facility;
 - (ii) the facility enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (iii) the facility permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- (b) For greater certainty and without limiting the generality of paragraph 14.02(a), a Member who is not in attendance at an Annual General Meeting referred in paragraph 3.04(d) and who is entitled to vote thereat may vote in any Election of Directors held concurrently with such meeting by using the telephonic, electronic or other communication facility referred to in paragraph 14.02(a).

14.03 Majority Votes to Govern. At all meetings of the Members, every question shall be determined by a majority of the votes cast at the meeting unless otherwise specifically provided by the Act or the By-laws. In the event of an equality of votes, the chair of the meeting does not have a second or casting vote.

14.04 Voting

- (a) Voting at any meeting of Members shall be by poll of the Members signifying their assent or dissent on the matter before the Members for approval. Notwithstanding the foregoing, if a meeting is not conducted, in whole or in part, by electronic means, any question may be decided by show of hands unless a poll thereon is required or demanded, or the chair otherwise requires a poll thereon.
- (b) Whenever a vote by show of hands shall be taken on a question, unless a poll thereon is required or demanded, a declaration by the chair of the meeting that the vote has been carried or not carried shall be prima facie evidence of the fact and the result of the vote so taken shall be the decision of the Members on the question. Upon a poll, the result of the poll shall be the decision of the Members on the question.

14.05 Close of Polls. If a meeting of Members is conducted, in whole or in part, by means of a telephonic, an electronic or other communication facility, the meeting may be adjourned upon completion of the formal business of the meeting, but subject to the completion of voting by Members on the resolutions before the meeting. The notice of meeting may specify the time during which the electronic polls will remain open for votes cast by Members participating electronically. Upon the close of the electronic polls, the meeting shall be deemed adjourned without further action on the part of the chair or the Members.

14.06 Voting Results. Within a reasonable period of time after the tabulation of the votes cast by Members at the meeting, the Corporation shall notify each Member of the results of the voting by Members on the resolutions before the Members at the meeting (including the Election of Directors, if applicable). Posting of such results on the Corporation's website shall constitute sufficient notice to Members for this purpose.

14.07 Other Conditions. A Member's right to vote at meetings of Members and Elections of Directors shall be subject to such other conditions as may be prescribed from time to time.

Section Fifteen PUBLIC ACCOUNTANT

15.01 Appointment of Public Accountant. The Members of the Corporation shall, by ordinary resolution at each annual meeting, appoint a public accountant to hold office until the next following annual meeting. The Directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by ordinary resolution of the members, or if not so fixed, shall be fixed by the board of directors.

Section Sixteen
RULES OF ORDER

16.01 Rules of Order. The meetings of the Board and of the Members shall be conducted, subject always to the By-laws, in accordance with the most recent edition of Wainberg's Society Meetings, unless following such rules of order is, in the discretion of the chair of the meeting, impractical given the requirements of the By-laws.

Section Seventeen
AMENDMENT OF BY-LAWS

17.01 By-law Amendments

- (a) Except in respect of matters referred to in section 197(1) of the Act, which require a Special Resolution of Members, the Board may, by ordinary resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation.
- (b) Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Section Eighteen
NOTICES

18.01 Method of Giving Notices

- (a) Any notice, communication or other document, other than notice of an Election of Directors or meeting of Members, required to be given by the Corporation to a Member, Director, Officer or member of a committee of the Board or to the public accountant of the Corporation pursuant to the Act, the By-laws or otherwise shall be sufficiently given to such person if:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last Notice of Directors or Notice of Change of Directors that was filed with Corporations Canada in accordance with the Act;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act;
- (b) A notice so delivered in accordance with paragraph 18.01 shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (d) The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

18.02 Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. Where the time for doing an act under the By-laws expires on a day that is not a Business Day, the act may be done on the next day that is a Business Day.

18.03 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

18.04 Waiver of Notice. Any Member, Director, Officer, Member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a

meeting of Members or of the Board or of a committee of the Board, which may be given in any manner

Section Nineteen
EFFECTIVE DATE

19.01 Effective Date. This By-law shall come into force when enacted, subject to the provisions of the Act.

19.02 Previous Acts, etc.

- (a) All By-laws of the Corporation relating generally to the transaction of the business and affairs of the Corporation, heretofore enacted and now in force are hereby repealed.
- (b) No act, thing, document or deed voluntarily done, made or executed under any By-laws of the Corporation hereby repealed prior to the coming into force of this By-law No. 1 shall be prejudiced or invalidated by the repeal of such By-laws.
- (c) All resolutions heretofore passed by the Board and not rescinded which, if passed after this By-law No. 1 comes into force, would have been within the authority of the Board, shall continue in full force and effect until duly rescinded by resolution or otherwise.

ENACTED by the Board on the 25th day of July, 2012.

Chair

Secretary

CONFIRMED by the Members on the 18th day of September, 2012.

Secretary