

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

**AMENDED AND RESTATED
BY-LAW NO. 1
(revised July 2009)**

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

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 Corporations Act*, or any statute that may be substituted therefor, as amended from time to time;
- (c) **“Board”** means the board of directors of the Corporation;
- (d) **“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;
- (e) **“By-laws”** means this By-law No. 1 and all other by-laws of the Corporation in effect from time to time;
- (f) **“Directors”** means collectively the directors of the Board referred to in paragraphs 3.01(a) and 3.01(b);
- (g) **“Domain Name”** means a .ca name registered by the Corporation in its capacity as the .ca registry, in accordance with objects (a) and (b) of the Corporation’s Letters Patent;
- (h) **“Elected Directors”** means collectively the Nomination Committee Directors and the Members’ Directors;
- (i) **“Election of Directors”** means the process for nominating and electing the Members’ Directors and the Nomination Committee Directors;
- (j) **“Election Period”** has the meaning given to it under paragraph 3.04(d);
- (k) **“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 Telephonic or Electronic Means,
 - (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;
- (l) **“Ex officio Directors”** means the *ex officio* directors of the Board referred to in subparagraphs 3.01(a)(iii) and 3.01(a)(iv), and in paragraph 3.01(b);
 - (m) **“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.
 - (n) **“Letters Patent”** means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
 - (o) **“Member”** means any one or more Persons, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws;
 - (p) **“Members’ Candidates”** has the meaning set out in the Corporation’s Policy on Nominations and Elections in effect from time to time;
 - (q) **“Members’ Directors”** means the directors described in subparagraph 3.01(a)(ii);
 - (r) **“Members of the Nomination Committee”** means the individuals who comprise the Nomination Committee in accordance with paragraph 5.01(a);
 - (s) **“Nomination Committee”** means the nomination committee appointed in accordance with subsection 5.01;
 - (t) **“Nomination Committee Candidates”** has the meaning set out in the Corporation’s Policy on Nominations and Elections in effect from time to time;
 - (u) **“Nomination Committee Directors”** means the directors described in subparagraph 3.01(a)(i);
 - (v) **“Officer”** means any one or more individuals, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
 - (w) **“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;

- (x) **“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;
- (y) **“Registrant without a Domain Name”** means any Person who has complied with the Corporation’s rules and procedures in effect from time to time for the registration of Domain Names, but the Person does not yet hold Domain Name registrations;
- (z) **“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;
- (aa) **“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;
- (bb) **“Regulations”** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (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) **“Telephonic or Electronic Means”** means telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer systems, electronic networks, wire or wireless systems, or any other similar means, including, but not limited to, electrical, analog, digital, magnetic, optical or electromagnetic means.

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 or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (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 seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation until changed from time to time by resolution of the Board.
- 2.02 **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario and at such location therein as the Board may from time to time determine.
- 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 Board.**
- (a) The Board shall be comprised of the following Directors:
- (i) nine (9) Directors elected by the Members from a slate of Nomination Committee Candidates;
 - (ii) three (3) Directors elected by the Members from a slate of Members' Candidates;
 - (iii) the President and Chief Executive Officer of the Corporation, who shall be an *Ex officio* Director of the Board; and
 - (iv) a representative of the Government of Canada, appointed by the Government of Canada with the concurrence of the Board, who shall be an *Ex officio* Director of the Board.
- (b) The Board may from time to time by resolution create a third *Ex officio* Director position on the Board and determine that Director's term of office.
- (c) The *Ex officio* Directors are subject to the Corporation's By-laws and have the same rights as Elected Directors thereunder, except they shall not have the right to vote at meetings of the Board.

3.02 **Qualification.**

- (a) Every Director shall be an individual, at least 18 years of age, with power under law to contract;
- (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 paragraph 3.09(a). 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.

3.03 **List of Members Entitled to Vote.** The list of Members entitled to vote at a meeting of Members and an Election of Directors shall include all Members who have been admitted into the membership of the Corporation in accordance with subsection 11.01 and who have not withdrawn their Membership or ceased to be a Member in accordance with the By-laws or the Corporation’s Policy on Membership as at the commencement of the Members’ meeting or, in the case of an Election of Directors, as at the commencement of the Annual General Meeting immediately preceding the Election of Directors. The list shall be available, upon ten (10) Business Days’ notice, for the examination by any Member during usual business hours at the head office of the Corporation.

3.04 **Nomination and Election of Directors.**

- (a) The process for nominating and electing Elected 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 commence within 30 days following the Annual General Meeting 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. Notwithstanding the foregoing, the Board may decide, by majority resolution, to have the Election Period commence on a date other than that of the Annual General Meeting.

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 a resolution passed by at least two-thirds (2/3) of the votes cast by the Directors at a meeting of the Board.
- (c) The Board may, by 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 subsections 3.07 and 18.01, the term of office of an Elected Director shall commence 30 days from the date of her election until 30 days following the end of the third Election Period next following her election. Upon the expiry of the term of office of any Elected Director, such individual shall be eligible, if qualified, for re-election.

3.07 Vacation of Office.

- (a) The office of a Director shall be vacated:
 - (i) if a Director resigns from office by delivering a letter of resignation to the Secretary of the Corporation, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
 - (ii) if the Director is found by a court to be of unsound mind;
 - (iii) if the Director becomes bankrupt;
 - (iv) if the Director is convicted of an indictable offence;
 - (v) if the Director ceases to meet the citizenship and residency requirement set out in paragraph 3.02(b);
 - (vi) if, in the case of an Elected Director, a resolution that the Director be removed from office is passed by two-thirds (2/3) of the Members present

in person at a meeting of Members for which notice specifying the intention to pass such resolution was given; or

- (vii) on the death of such Director.
- (b) The Board may, by simple majority resolution, terminate an Elected Director's term of office (in which case her office shall be automatically vacated) if such Elected Director:
 - (i) is absent for three (3) or more of the regular meetings of the Board in any financial year of the Corporation; or
 - (ii) fails to comply with the Corporation's Letters Patent, By-laws, Registry PRP, except those policies, if any, that provide for the manner in which the office of a Director is to be vacated thereunder, in which case the provisions set out in those documents shall apply.
- (c) For the purposes of subparagraph 3.07(b)(i), a Director shall be deemed absent from a meeting, orientation or refresher session, as the case may be, if she does not attend such meeting, orientation or refresher session or fails to attend at least two-thirds (2/3) of it.

3.08 **Filling Vacancies.**

- (a) Directors. A vacancy occurring in the Board of Directors shall be filled as follows:
 - (i) if a vacancy occurs as a result of the removal of any Director by the Members in accordance with subsection 3.07(a)(vi) above, it may be filled upon the vote of a majority of the Members and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
 - (ii) any other vacancy in the Board of Directors may be filled for the remainder of the term by the Directors then in office, provided there is a quorum. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member;
 - (iii) otherwise such vacancy shall be filled at the next Election of Directors.
- (b) Ties, if any, for a vacant Members' Director position or vacant Nomination Committee Director position shall be settled by a random draw of names of the candidates so tied, under the supervision of the Returning Officer. The candidate whose name is so drawn shall then be deemed elected to the vacant Members' Director seat or the vacant Nomination Committee Director seat, as the case may be.
- (c) Directors called upon to fill a vacancy under this subsection 3.08 shall have the same rights and responsibilities as Elected Directors.

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, the Regulations, or the Corporation's By-laws.

- (b) The Board may adopt such other policies, rules and regulations that are not inconsistent with the Act, the Regulations, 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 are schedules appended to the Policy on Nominations and Elections.

3.11 **Meetings of the Board.**

- (a) Meetings of the Board may be held at any time and place, within or outside of Canada, provided that written notice of any meeting shall be given in the manner specified by Section Seventeen to each 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) There shall be at least four (4) meetings of the Board per financial year of the Corporation.
- (c) No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Elected Director is authorized to exercise one (1) vote on any vote taken at any meeting of the Board. Meetings conducted in whole or in part by Telephonic or Electronic Means shall be deemed to be held at the Corporation's head office or the location of the meeting at which a majority of Directors attending in person are present.

3.12 **Quorum.** A majority of the Elected Directors shall constitute a quorum of the Board at any meeting of the Board.

3.13 **Electronic Meetings.**

- (a) The Directors of the Corporation may meet by teleconference and by Internet-enabled conference.
- (b) The Directors may meet by such other electronic means that permits each Director to communicate adequately with each other, provided that:
 - (i) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
 - (ii) each Director has equal access to the specific means of communication to be used; and
 - (iii) each Director has consented in advance to using such other specific means of communication proposed for the meeting.
- (c) A Director participating in a meeting by teleconference, Internet-enabled conference or by other electronic means, is deemed to be present in person at the meeting and, for the purposes of determining quorum in accordance with subsection 3.12.
- (d) When conducting meetings of the Board by teleconference, Internet-enabled conference or by other electronic means, each Director shall be required to provide to the Secretary of the Corporation a phone number and 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. Further, if a majority of the Elected 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.
- (e) Voting at meetings of the Board conducted by teleconference, Internet-enabled conference or by such other electronic means shall be by poll of the participants signifying verbally or electronically, as the case may be, their assent or dissent on the matter before the Board for approval.
- (f) If a majority of the Directors objects to the specific Telephonic or Electronic Means of communication to be used for voting on a specific matter or if the Telephonic or Electronic Means of communication is not reasonably secure, as determined by the chair of the meeting, then the proposed Telephonic or Electronic Means of communication shall not be used.

3.14 **Votes to Govern.** Except as otherwise provided herein and as mandated by the Act and the Regulations, every question arising at any meeting of the Board shall be decided by a majority of votes cast on the question. In the event of an equality of votes, the chair of the meeting has a second or casting vote.

3.15 **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 Elected Director may waive her right to the compensation to which she is entitled under paragraph 3.15(a) or request that the Corporation forward such compensation to the charity of her choice on her behalf.

3.16 **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.

3.17 **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
POWERS AND RESPONSIBILITIES OF THE BOARD**

4.01 **Action by the Board.** The Board shall manage the business and affairs of the Corporation and may exercise all such powers and do all such other acts and things as the Corporation is by its Letters Patent, the By-laws or otherwise authorized to exercise and do. 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.

4.02 **Borrowing.**

- (a) The Board may, from time to time, on behalf of the Corporation:
 - (i) borrow money upon the credit of the Corporation;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue debentures or other securities (including, without limitation, bonds, notes or other liabilities, whether secured or unsecured) of the Corporation;
 - (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - (v) secure any such debentures or other securities or any other present or future borrowing or liability of the Corporation by mortgage, hypothec, charge or pledge of all or any currently owned or substantially acquired

real and personal, movable and immovable, property of the Corporation and the undertaking and rights of the Corporation; and

- (vi) guarantee liabilities or obligations of any other Person.
- (b) The Board may from time to time 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. Nothing herein contained shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

SECTION FIVE COMMITTEES

5.01 Nomination Committee.

- (a) Composition.
 - (i) The Nomination Committee of the Corporation shall be comprised of the following individuals:
 - (A) the *Ex officio* Director appointed by the Government of Canada 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 *Ex officio* member of the Nomination Committee referred to in clause 5.01(a)(i)(A) 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) Appointment of Members of the Nomination Committee.
 - (i) Notwithstanding the provisions of subsection 5.02, the Members of the Nomination Committee shall be appointed by the Board.
 - (ii) Members of the Nomination Committee shall be appointed for a term of two (2) years.
 - (iii) 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.
 - (iv) A Member of the Nomination Committee is, upon expiry of her term and if qualified, eligible for reappointment to the Nomination Committee for a term of two (2) years.
 - (v) Any successor appointed to fill a vacancy may be appointed for a term of two (2) years.

- (vi) 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).
- (vii) 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.
- (c) Not-for-profit Representation. In addition to subparagraph 5.01(b)(vii), 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 Elected 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.
- 5.02 **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.
- 5.03 **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.
- 5.04 **Procedure.**
- (a) Notice of the time and place of each committee meeting shall be given in accordance with Section Seventeen 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 3.13. Unless otherwise determined by the Board, quorum for committee meetings shall be a majority of its members.

SECTION SIX MINUTES OF MEETINGS OF THE BOARD

- 6.01 **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 SEVEN OFFICERS

- 7.01 **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, Vice-Chair and President, must be Directors of the Corporation. The Secretary must be a Director, unless the Corporation's General Counsel acts as Secretary pursuant to subsection 8.04. One individual may hold more than one office with the exception of the office of Chair, Vice-Chair and President. The Board may, subject to the Act, delegate to such Officers powers to manage the business and affairs of the Corporation.
- 7.02 **Appointment.** Officers, other than the Chair, shall be appointed or re-appointed from time to time by resolution of the Board.
- 7.03 **Term of Office.**
- (a) Chair:
- (i) The Board shall, as often as may be required and subject to subparagraph 7.03(a)(ii), appoint a Chair by majority vote of the Directors in attendance at a meeting of the Board.
- (ii) Subject to subparagraph 7.03(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 an Elected Director;
- (C) the vacation of her office in accordance with paragraph 3.07(a); or
- (D) her removal as Chair in accordance with subparagraph 7.03(a)(vi).
- (iii) If the Chair is re-elected as an Elected 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 7.03(a)(ii).
- (iv) If the Chair is not re-elected as an Elected Director, the Board shall appoint a new Chair in accordance with this subsection 7.03.

- (v) Any Elected Director who holds the office of Chair for two (2) consecutive years shall, if she continues to be an Elected Director, be eligible for reappointment as Chair.
 - (vi) The Chair shall be subject to removal at any time by a resolution passed by at least two-thirds (2/3) of the votes cast by the Elected Directors at a meeting 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 an Elected Director, the Elected Director appointed to fill the Chair's vacancy shall be appointed for the term described in subparagraph 7.03(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 EIGHT DUTIES OF OFFICERS

- 8.01 **Chair.** The Chair shall be an Elected 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.
- 8.02 **Vice-Chair.** The Vice-Chair shall be an Elected 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.
- 8.03 **President.** The President shall be the chief executive officer of the Corporation and shall be responsible for the general and active management of the affairs of the Corporation.
- 8.04 **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, 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 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.

- 8.05 **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 NINE EXECUTION OF DOCUMENTS

- 9.01 **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 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.
- 9.02 **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 TEN INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

- 10.01 **Limitation of Liability.** Every Director and Officer, in exercising the powers and discharging the duties of a Director or Officer, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, negligence or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the 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 moneys 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 moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any

Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

10.02 **Indemnity.** Subject to the Act, every Director or Officer (or former Director or Officer) of the Corporation or other individual who acts or has acted at the Corporation's request as a director or officer of a corporation of which the Corporation is or was a shareholder or creditor, and her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses which such Director, Officer or other individual sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other individual, in or about the execution of the duties of such Director's, Officer's or other individual's office or in respect of any such liability, if such individual: (a) acted honestly and in good faith with a view to the best interests of the Corporation and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful; and
- (b) all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Corporation or such other corporation;

except such costs, charges or expenses as are occasioned by such Director's, Officer's or other individual's own wilful neglect or default.

SECTION ELEVEN CONDITIONS OF MEMBERSHIP

11.01 **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. A Registrant without a Domain Name is not eligible for membership.
- (b) Members who meet the criteria described in paragraph 11.01(a) shall be promptly informed by the Corporation of their admission as a Member.
- (c) A Member who ceases to be a Registrant shall automatically cease to be a Member of the Corporation forthwith after such event.

11.02 **No Membership Fees.** There shall be no membership fees or dues payable by Members to the Corporation.

11.03 **Withdrawal and Readmission as a Member.**

- (a) Any Member may withdraw her membership in the Corporation in accordance with the Corporation's Policy on Membership.

- (b) Any Member may be readmitted as a Member in accordance with the Corporation's Policy on Membership.

11.04 **Removal.** Any Member may be required to resign as a Member of the Corporation by a vote of two-thirds (2/3) of the Members provided that resignation of any Member does not result in the loss of any of the Member's Domain Name registrations.

SECTION TWELVE MEETINGS OF MEMBERS

12.01 **Location.** The annual or any other general or special meeting of the Members shall be held at the head office of the Corporation, or at any other place in Canada, and at such time, as the Board may determine. Meetings conducted in whole or part by Telephonic or Electronic Means shall be deemed to be held at the Corporation's head office or the location of the meeting at which Members attending in person are present.

12.02 **Rights of Members.** Each Member shall be entitled to receive notice of, attend or participate in and vote at, every meeting of the Members.

12.03 **Business to be Transacted.**

- (a) At every Annual General Meeting of Members, in addition to any other business that may be transacted:

- (i) the report of the Board, the financial statements and the report of the auditors shall be presented to the Members; and
- (ii) the auditors of the Corporation shall be appointed by the Members for the ensuing year.

- (b) The Members may consider and transact any business, either special or general, at any meeting of the Members as may be properly brought before the meeting.

12.04 **Call.** The Board or the Chair or the Vice-Chair shall have the power to call, at any time, a general or special meeting of the Members, provided that in the event of the calling of a special meeting of the Members by the Board, the Chair or the Vice-Chair, the purpose of such special meeting shall be specified in the notice calling such special meeting. The Board shall call a special or general meeting of the Members on written requisition of Members carrying not less than five percent (5%) of the voting rights.

12.05 **Notice.** At least thirty (30) days' notice shall be given to each Member of each Election of Directors and of any annual general or special meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

12.06 **Meetings held by Electronic Means.**

- (a) The Members of the Corporation may meet by teleconference and/or by any Internet-enabled means.

- (b) The Members may meet by electronic means, other than as provided in Section 12.06(a) above, provided that:
 - (i) such means permits each Member to communicate adequately with each other;
 - (ii) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
 - (iii) each Member has equal access to the specific means of communication to be used; and
 - (iv) each Member has consented in advance to using such other specific means of communication proposed for the meeting.
- (c) A Member participating in such meeting by teleconference, Internet-enabled means or by other electronic means, is deemed to be present in person at the meeting, including for the purpose of determining quorum in accordance with subsection 12.07.
- (d) When conducting meetings of Members by teleconference, Internet-enabled means or by other electronic means, the Corporation shall be entitled to rely on the Member's contact information provided to the Corporation by the Member in connection with the Member's Domain Name registration. Members shall use best efforts to ensure that such means of communication are kept secure.
- (e) Votes on any issue considered at such a meeting conducted by teleconference, Internet-enabled means or by other electronic means, shall be under the direction of the Secretary of the Corporation in such a manner as to permit Members to communicate adequately with each other.
- (f) If the specific Telephonic or Electronic Means of communication used is not reasonably secure, as determined by the chair of the meeting, then that specific Telephonic or Electronic Means of communication shall not be used.
- (g) If for any reason whatsoever the specific Telephonic or Electronic Means of communication used for conducting the meeting ceases to function, the meeting shall continue to be held provided that at least a quorum of Members continues to be able to communicate adequately with each other.

12.07 **Quorum.**

- (a) Except as provided in Section 12.07(b), quorum at every meeting of Members shall otherwise be the greater of (a) 100 Members and (b) 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.

- 12.08 **Close of Polls.** If a meeting is conducted, in whole or in part, by Telephonic or Electronic Means, the meeting may be terminated 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 terminated without further action on the part of the chair or the Members.
- 12.09 **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 Elected Directors, if applicable). Posting of such results on the Corporation's website shall constitute sufficient notice to Members for this purpose.
- 12.10 **Adjournments.** The chair of the meeting may adjourn the meeting from time to time and from place to place. Notice of an adjourned meeting of Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

SECTION THIRTEEN VOTING OF MEMBERS

- 13.01 **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 and the Regulations, the By-laws or applicable law. In the event of an equality of votes, the chair of the meeting does not have a second or casting vote.
- 13.02 **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 Telephonic or 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.
- 13.03 **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 FOURTEEN AUDITORS

- 14.01 **Appointment.** The Members shall at each Annual General Meeting of Members appoint an auditor to hold office until the termination of the next Annual General Meeting and to audit the accounts of the Corporation and report to the Members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting of Members provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.
- 14.02 **Removal.** The Members, by a resolution passed by at least 2/3 of the Members present in person at a meeting of Members for which notice specifying the intention to pass such resolution was given, may remove any auditor of the Corporation before the expiration of such auditor's term of office and shall, by a majority of the votes cast at such meeting, appoint another auditor in such auditor's place for the remainder of such auditor's term.

SECTION FIFTEEN RULES OF ORDER

- 15.01 **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 SIXTEEN AMENDMENT OF BY-LAWS

- 16.01 **Amendments.** The By-laws not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Act (or any clause as may be substituted therefor, as amended from time to time) may be enacted by a majority of the votes cast at a meeting of the Board and sanctioned by resolution passed by at least two-thirds (2/3) of the Members present in person at a meeting of Members for which notice specifying the intention to pass such resolution was given, provided that the repeal or amendment of such By-laws, which requires the approval of the Minister of Industry, shall not be enforced or acted upon until the approval of the Minister of Industry, or such other Minister as may from time to time be responsible for the administration of the Act, has been obtained.

SECTION SEVENTEEN NOTICES

- 17.01 **Method of Giving Notices.** Any notice (which term includes, for the purposes of this Section Seventeen, any communication or document) to be given (which term includes, for the purposes of this Section Seventeen, sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise, to a Member, Director, committee member, Officer or auditor, shall be sufficiently given if delivered personally to the Person to whom it is to be given or if delivered, to the last address of such Person as recorded in the books of the Corporation or if mailed, by prepaid ordinary or air mail addressed to said address or if sent to said address by Telephonic or Electronic Means. For the purpose of providing notice, the Corporation shall be entitled to rely on the Member's contact

information provided to the Corporation by the Member in connection with the Member's Domain Name registration. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given 14 days after it was deposited in a post office or public letter box; and a notice sent by Telephonic or Electronic Means shall be deemed to have been given on the day it is transmitted. The Secretary may change the address on the Corporation's books of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed to be reliable.

- 17.02 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included. 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.
- 17.03 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, committee member or auditor or the non-receipt of any notice by any Member, Director, Officer, committee member or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 17.04 **Waiver of Notice.** Any Member, Director, Officer, committee member or auditor may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- 17.05 **Telephonic or Electronic Means.** Any notice (including, without limitation, any resignation) to be given pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, Director, committee member, Officer or auditor shall be given in written or printed format or format generated by Telephonic or Electronic Means.

SECTION EIGHTEEN EFFECTIVE DATE

- 18.01 **Effective Date.** This By-law No. 1 shall come into force when confirmed by the Members in accordance with the Act, provided that this By-law No. 1 shall not be enforced or acted upon until the approval of the Minister of Industry, or such other Minister as may from time to time be responsible for the administration of the Act, has been obtained. Upon being so approved, this By-law No. 1 shall be the consolidated general By-law of the Corporation and shall govern all matters initiated thereafter.
- 18.02 **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 Association 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 ____ day of _____ 2009.

Chair

Secretary

CONFIRMED by the Members on the ____ day of _____ 2009.

Secretary

MINISTERIAL APPROVAL received effective the ____ day of _____ 2009.

Secretary