

SRNET BYLAWS

1. NAME

- 1.1 The NAME of the Corporation shall be the Saskatchewan Research Network Inc. (SRNET), hereinafter called the Corporation, incorporated pursuant to The Non-profit Corporations Act 1995, hereinafter called the Act.

2. REGISTERED OFFICE

- 2.1 The REGISTERED OFFICE of the Corporation shall be at such place in the Province of Saskatchewan as the Board of Directors of the Corporation may decide.

3. SEAL

- 3.1 The SEAL of the Corporation shall be such as the Board of Directors may, by resolution, from time to time, adopt.

4. MEMBERSHIP

- 4.1 CLASSES of MEMBERS: There shall be two classes of Members in the Corporation, namely a.) Core Members and b.) Research and Education Members

- 4.2 MEMBERSHIP CONDITIONS: Membership in the Corporation shall be open to any organization with a legitimate research and/or educational need including but not limited to: universities, colleges, institutes, health authorities, government organizations, or incorporated or unincorporated research and/or education sector organizations that satisfy the Corporation's acceptable use policy. The Members will abide by this by-law and uphold the objects of the Corporation. The Board may, by resolution, approve the admission of Members regardless of Member class, subject to the initial approval of each such Member by the Executive Council.

- 4.3 CORE MEMBERS. The following conditions of membership shall apply to the Core Members: Core membership shall be restricted to those institutions or organizations which have or are prepared to contribute to the majority of SRNET's capital and/or operational funding, who have applied to the Corporation to be a Core Member and have been accepted as a Core Member. A list of Core Members shall be maintained by the Secretary. Additional criteria for Core membership may be determined by the Board from time to time.

As set out in the Articles, each Core Member will have one seat on the Executive Council and shall be entitled to a maximum of two (2) seats at the Board of Directors, with a maximum of eight (8) seats at the Board of Directors available to Core Members. Core Members shall be entitled to receive notice of and attend the Annual General Meeting. Each such Core Member shall be entitled to three (3) votes at the Annual General Meeting.

- 4.4 RESEARCH and EDUCATION MEMBERS. The following conditions of membership shall apply to the Research and Education Members: Research and Education membership shall be available to organizations that satisfy the membership conditions (Article 4.2) and who have applied to the Corporation to be a Research and Education Member and have been accepted as a Research and Education Member. Additional criteria for membership may be determined by the Board from time to time.

As set out in the Articles, a maximum of six (6) seats from the Research and Education Members will be elected to the Board of Directors.

All Research and Education Board Members are entitled to receive notice of and attend the Annual General Meeting and shall be entitled to one (1) vote each at such meetings.

- 4.5 MEMBER AGREEMENT. All Members must sign a Member Agreement. The terms of the Member Agreement will be determined by the Board of Directors and is intended to balance risk between the Corporation and Members for costs associated with serving Members on network connections and shared services.
- 4.6 RESIGNATION OF MEMBERS. Any Member may resign from the Corporation by delivering to the Secretary a written resignation.
- 4.7 CESSATION OF MEMBERSHIP. The interest of a Member in the Corporation is not transferable and such interest shall lapse and cease to exist upon the dissolution of a Member, or when a Member ceases to be a Member by resignation or otherwise in accordance with the Bylaws from time to time in force. The name of a Member may be removed from the roll of Corporation Members maintained by the Secretary, by decision of the Board of Directors. Non-payment of dues, within sixty (60) days of notification, shall constitute cessation of membership.
- 4.8 DUES. Annual membership fees are determined by the Board of Directors and are to be reviewed annually. The amount of such fees and the mode and time of payment shall be determined by the Board and Members shall be notified in writing of such amount, mode and timing of payment payable by them prior to the annual period in which such payment is due. The amount of membership fees may vary by class of membership and by service provided to Members by the Corporation.

5. BOARD OF DIRECTORS

- 5.1 NUMBER. The Board will be composed of a maximum of 15 directors, consisting of the following:
- The Corporation's President (considered ex-officio and non-voting);
 - A maximum of two (2) appointees from each Core Member up to a maximum of eight (8) Directors;
 - A maximum of Six (6) nominees from the Research and Education Members;
 - Up to two (2) "at large" Board members as a means to augment capacity and capability of the Board. "At large" Board members are to be considered within the maximum of Six (6) Research and Education Board members.
- 5.2 QUALIFICATIONS. Directors must be individuals, 18 years of age, with power under law to contract. With the exception of "at large" or ex-officio Directors, Directors must be active with a Member organization. The majority of directors must be from Saskatchewan.
- 5.3 TERM OF OFFICE. Director terms will be staggered wherever possible so that an equal number of Board members rotate off and on the Board each year. A guideline is that a director shall hold office for three (3) years and until his/her successor is appointed or elected but it is recognized that there may be circumstances when this is not possible or desirable. The term of office of a director shall run from the end of the annual general meeting at which he/she is appointed or elected to end of the annual general meeting in the year in which the term of the appointment or election ends.
- Ideally, two Directors shall rotate off the Board annually, replaced by two new members. Staggered terms are an acceptable means to manage Board continuity. Exceptions to this will be granted by Board approval as needed to maintain continuity of the Board.
- "At large" Board members will have the same terms and powers as those of other Board members.

- 5.4 The ELECTION OF DIRECTORS for Research and Education Members shall take place at each annual meeting of Members. The election of directors shall be by ordinary resolution of the Members. If an election of the directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. No election or appointment of a person as a director shall be effective unless:
- a) he/she consents in writing to act as a director before his/her election or appointment or within ten (10) days thereafter, or
 - b) he/she was present at the meeting when he/she was elected or appointed and did not refuse at that meeting to act as a director.
- 5.5 REMOVAL OF DIRECTOR - Subject to the provisions of the Act, the Members of the Corporation may by ordinary resolution at a special meeting remove any elected director or elected directors from office and may elect any qualified person or persons in their stead for the remainder of their term. Reasons for removal shall be recorded in the minutes of such special meeting and shall be in accordance with provisions elsewhere in the bylaws or as approved by a majority of the Members present.
- 5.6 VACATION OF OFFICE. The office of the Director shall be vacated upon the occurrence of the following:
- a) the receipt of a notice in writing to the Corporation that the Director resigns his/her office, if not effective immediately in accordance with its terms;
 - b) the absence of a director from three (3) consecutive Executive Council or Board Meetings, without permission of the Board Chair, or without reasonable cause, as reported by the Secretary at its next meeting;
 - c) the Director appointed or elected has been revoked by the Member organization;
 - d) removal pursuant to this bylaw.
- 5.7 QUORUM. A simple majority of the current Board members present shall constitute a Quorum of the Board of Directors.
- 5.8 VOTE. Questions arising at any meeting of the Board of Directors, for which a Quorum exists, shall be decided by a majority of votes. The vote shall be taken in the first instance by a show of hands unless a vote by secret ballot is demanded by any Director present. A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes shall be admissible as prima facie proof of the fact without proof of the number of votes recorded in favor of or against such resolution.
- 5.9 POWERS OF THE BOARD. The Directors of the Corporation 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, and save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to do.
- Without limiting the generality of the foregoing, the functions and powers of the Board of Directors shall include the following:
- a) governing the organization by establishing broad policies, strategies and objectives;
 - b) selecting, appointing, supporting and reviewing the performance of the President;
 - c) ensuring the availability of adequate financial resources;

- d) approving annual budgets;
- e) accounting to the Members for the organization's performance;
- f) setting the salaries and compensation of company management, when applicable.

- 5.10 REGULAR BOARD MEETINGS. Regular meetings of the Board of Directors shall be held at least two (2) times each year.
- 5.11 EXTRAORDINARY BOARD MEETINGS of the Board of Directors shall be summoned by the Secretary when either requested to do so by the Chair or when requested to do so by at least four (4) members of the Board of Directors.
- 5.12 NOTICE OF BOARD MEETINGS. Except as provided in Article 12.4, at least seventy-two (72) hours' notice of each Meeting of the Board shall be given to each member of the Board of Directors unless all members of the Board of Directors agree otherwise. Except as provided in Article 12.4, it shall not be necessary to specify in each notice the business to be considered at that meeting. Any business within the jurisdiction of the Board of Directors may be conducted at any such meeting.
- 5.13 The MINUTES of Meetings of the Board of Directors, as kept by the Secretary, shall be distributed to all Directors.
- 5.14 REMUNERATION. The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director, following prior approval by the Board of Directors, may be reimbursed the reasonable expenses incurred by him/her in the performance of his/her duties.
- 5.15 RETIREMENT. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

6. OFFICERS OF THE CORPORATION

- 6.1 The OFFICERS OF THE Corporation shall consist of:
- a) Chair
 - b) Vice-Chair
 - c) Secretary
 - d) Treasurer
 - e) President

The Officer positions of Chair, Vice-Chair, Secretary and Treasurer shall all be representatives of Core Members. A Core Member Director may hold more than one Officer position with the exception of the Chair and Vice-Chair positions which must be held by different Directors.

The Officers, excepting the President shall be elected by the Core Member Board of Directors from among their number at the Annual General Meeting of the Board of Directors after the appointment of Directors by the Corporation's Core Members.

- 6.2 CHAIR AND VICE-CHAIR. The Chair, or in his/her absence, the Vice-Chair, shall preside at all meetings of the Members of the Corporation and also over the affairs of the Corporation. If both the Chair and Vice-Chair are absent or decline to act at any meeting, the Directors present may choose one of their number to act as Chair of that meeting.
- 6.3 SECRETARY. The Secretary shall keep the Minutes of the meetings of Members, of the Directors, and of the Executive Council in books provided for that purpose. He/she shall see that all notices are duly given in accordance with the provisions of the Bylaws of the Corporation or as required by law. He/she shall see

that all books, reports, certificates and all other documents and records required by law are properly kept and filed, except the books of the Treasurer. He/she shall perform all duties incidental to the Office of Secretary and such other duties as may be assigned to him/her by the Board of Directors.

- 6.4 **TREASURER.** The Treasurer shall have charge and custody of and be responsible for all funds, securities, books, vouchers, and papers of the Corporation, except such as are under the control of the Secretary, and deposit all such funds and securities in the name of the Corporation in such bank, trust company or other depositories as may be selected by the Board of Directors.
When required by the Board of Directors, he/she shall submit a detailed audited report of the conditions of the finances of the Corporation at the Regular Meeting of the Board of Directors preceding the Annual General Meeting of Members, and submit other reports, audited or otherwise, as the Board of Directors may require from time to time. He/she shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever. He/she shall, in general, perform all the duties incidental to the Office of Treasurer and such other duties as may be assigned to the Office of Treasurer, and such other duties as may be assigned to him/her, from time to time, by the Board of Directors. The Board of Directors may direct that the Treasurer be bonded, in which event the expenses for this procedure shall be paid by the Corporation.
- 6.5 **PRESIDENT.** The President shall act as the CEO of the corporation, reporting to the Board of Directors via the Chair, or in the absence of the Chair the Vice-Chair.
- 6.6 **APPOINTMENT.** The Board of Directors may appoint such agents and engage such employees as it deems necessary and such person shall have such authority and perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 6.7 **REMOVAL.** The Board of Directors may remove and discharge any or all of the Officers and Employees of the Corporation, with or without cause, at any meeting, and may elect or appoint others in their place or places. Any Officer or Employee of the Corporation, not being a member of the Board of Directors, may also be removed and discharged, whether with or without cause, by the Board of Directors. If, however, there is no cause for such removal or discharge and there is a contract derogating from the provisions of this Article, such removal or discharge shall be subject to the provisions of that contract.
- 6.8 **IN ALL CASES** of death, resignation, retirement or removal from office of an Officer, all books, papers, vouchers, money, and whatever property of whatever kind in his/her possession or under his/her control belonging to the Corporation shall be delivered to the Board of Directors.

7. EXECUTIVE COUNCIL

- 7.1 **PURPOSE.** The Corporation will minimize the direct staff of the Corporation by leveraging the capacity and capability of the Members. The Executive Council shall be formed as a management committee with operational authority to assist the President in operating, overseeing, planning and directing.
- 7.2 **FORMATION.** The Executive Council shall consist of:
- a) the Chair of the Board;
 - b) one (1) director appointed by each Core Member not represented by the Chair; These may be the same individuals as officers; and
 - c) the President.
- 7.3 **QUORUM.** The Executive Council shall be chaired by the Chair of the Board or in his/her absence, the Vice-Chair. A quorum for the Executive Council requires that all council members be present or alternatively, that any Executive Council member unable to be present is represented by that Core Member's alternate Board member.

- 7.4 POWERS. The Executive Council shall have the powers of the Board in the time between regularly scheduled meetings of the Board. The Executive Council shall draft Terms of Reference for approval by the Board and reviewed annually by the Board.
- 7.5 DECISIONS. Decisions made by the Executive Council must be unanimous. In the event that there is disagreement among the Executive Council, the items must be deferred to the next Board of Directors meeting for decision.
- 7.6 REMUNERATION. Executive Council members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

8. GENERAL COMMITTEES

- 8.1 APPOINTMENT OF COMMITTEES. The Board of Directors may, from time to time, appoint standing and special committees.
- 8.2 TERMS OF REFERENCE. In establishing committees, the Board of Directors shall define their powers and duties by written terms of reference. Terms of reference may be revised from time to time by the Board of Directors as suggested by the Officers or committee concerned, or as the Board of Directors may deem appropriate.
- 8.3 MEMBERSHIP OF COMMITTEES. Members of committees may be appointed by the Board of Directors or Officers or by the Chair. Unless restricted by the Board of Directors, membership on committees shall be open to all Members who volunteer to serve.
- 8.4 CHAIR AND VICE-CHAIR OF COMMITTEES. The Chair of each committee shall be appointed by the Board of Directors and shall hold office until he/she has been discharged or his/her successor has been appointed. As soon as possible in each year, each committee should select a Vice-Chair to act in the absence of the Chair.
- 8.5 REPORTING OF COMMITTEES. Committees shall report to the Board of Directors as determined by the terms of reference for that committee.

9. EXECUTION OF DOCUMENTS

- 9.1 CONTRACTS, deeds, transfers, licenses and engagements on behalf of the Corporation shall be signed by two (2) Officers or contracts in the ordinary course of the Corporation's business may be signed on behalf of the Corporation by any person authorized by the Board of Directors.

Authority to sign such contracts, deeds, transfers, licenses and engagements on behalf of the Corporation shall be in accordance with guidelines established by a Resolution of the Board of Directors.

10. CONFLICT OF INTEREST

- 10.1 DISCLOSURE. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose this interest to the Board. If this interest is deemed to be in conflict of interest, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- 10.2 NO BENEFIT. No Director shall, directly or through an associate, receive any type of financial benefit through a contract or otherwise, from the Corporation.

11. FINANCIAL MANAGEMENT

- 11.1 RESPONSIBILITY. The Board of Directors shall be responsible to the Corporation's Members for the management and protection of all funds utilized in the operation of the Corporation.
- 11.2 RESERVE FUNDS. Funds which, in the opinion of the Board of Directors, are not required for the Corporation's operation or to meet the objectives of the Corporation during the Current Financial Year shall be designated as the Corporation Reserve Funds. Corporation Reserve Funds shall be managed by the Board of Directors under the guidance of a financial policy if deemed necessary, and shall be deposited or invested in a manner that minimizes risk for the corporation.
Signing authorization for withdrawal of Corporation Reserve Funds shall rest with and require the signatures of any two (2) of the Chair, the Vice-Chair, the Treasurer and the Secretary of the Board of Directors subject to the conditions for granting of authority as set forth on Article 9.
- 11.3 ACCOUNTS. Proper books of account shall be kept by the Treasurer with respect to all sums of money received, donated and expended by the Corporation and the matters in respect of which such receipts, donations and expenditures take place, all sales and purchases by the Corporation, the assets and liabilities of the Corporation, and all other transactions affecting the financial position of the Corporation. The books of account shall be kept at the Head Office of the Corporation or at such other places in Canada as the Board of Directors may, from time to time, determine and shall, at all times, be open for inspection by the Directors.

12. FINANCIAL YEAR

- 12.1 FINANCIAL YEAR. The fiscal year of the Corporation shall terminate on the thirty-first (31st) day of December.

13. MEMBER MEETINGS

- 13.1 ANNUAL MEETING. The annual meeting of the Members shall be at such place within Saskatchewan and on such date in each year as the Board of Directors may determine.
- 13.2 SPECIAL MEETINGS. Subject to the provisions of the Act, special meetings of the Members may be convened at any time and for any place by order of the Chair or by the Board on their own motion or on the requisition of Members.
- 13.3 NOTICE. Notice of the time and place of each meeting of Members shall be given not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each Member who at the close of business on the record date, if any, for notice is entered in the membership register as a Member that carries the right to vote or the right to be notified of the meeting.
- 13.4 MEETINGS WITHOUT NOTICE. Notwithstanding the provisions of the Act and these Bylaws relating to notice, a meeting of Members may be held without notice at any time and at any place permitted by the Act or the articles, provided a waiver of notice is obtained in accordance with the Act.
- 13.5 QUORUM. The quorum for the transaction of business at meetings of the Members shall consist of not less than a majority of members present in person or represented by proxy and representing in all not less than 51% of the Members of the Corporation carrying voting rights.
- 13.6 VOTES TO GOVERN. At any meeting of Members every question shall, unless otherwise provided by the articles or Bylaws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 13.7 PROXIES. Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a proxy holder or one or more alternative proxy holders, who are required to be Members, to attend and act

at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be executed by the Member or by his attorney authorized in writing. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof. A Member may revoke a proxy in accordance with the provisions of the Act.

- 13.8 DEPOSIT OF PROXIES. The directors may specify in a notice calling a meeting of Members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation of its agent.
- 13.9 SHOW OF HANDS. Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot there on is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall be allowed to vote in accordance with their membership criteria. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot there on is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be facie evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the Members upon the said question.
- 13.10 BALLOTS. On any question for consideration at a meeting of Members, and whether or not a show of hands has been taken there on, any Member or proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the membership which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act, the articles or the Bylaws and the result of the ballot so taken shall be the decision of the Members upon the said question.
- 13.11 ADJOURNMENT. The Chair may, with the consent of any meeting, adjourn such meeting from time to time and if a meeting is adjourned for less than 30 days, no notice of such adjournment need be given to the Members. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an 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.
- 13.12 JOINT MEMBERS. If any membership is held jointly by two or more persons, any one of them present in person or represented by proxy at a meeting of Members may, in the absence of the other or others, vote there on; but if more than one of them shall be present in person or represented by proxy, they shall vote together as one on the membership jointly held by them.
- 13.13 RESOLUTION IN WRITING. A resolution in writing signed by all of the Members entitled to vote there on at a meeting of Members is as valid as if it had been passed at a meeting of the Members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.

14. AUDITS

- 14.1 AUDITOR. At the Annual General Meeting of Members of the Corporation, and at the request of the Board of Directors, an auditor or auditors shall be appointed for the purpose of auditing and verifying the accounts of the Corporation. The auditor shall not be a Member, Director or Officer of the Corporation. Prior to the first Annual General Meeting of the Corporation, an auditor or auditors shall be appointed by the Board of Directors.

- 14.2 FINANCIAL STATEMENTS. Audited financial statements are required to be filed with the Corporations Branch of the Saskatchewan Department of Justice and comply with the provincial Non-Profit Corporations Act.
A financial report, audited in accordance with the provisions of this Article, shall be presented to the Annual General Meeting of Members of the Corporation.
- 14.1 AMENDMENTS OF BYLAWS. Any amendment to the Corporation's Letters Patent or Bylaws or the termination of the Corporation's existence shall be developed and proposed by the Board of Directors and require the affirmative vote of at least half of the membership at a General Meeting, provided that notice of any meeting to amend the Letters Patent or Bylaws or to provide for the dissolution of the Corporation shall be given to the Members in writing mailed to their last known address at least thirty (30) days prior to the meeting, specifying the time and place of the meeting and such notice shall specify the business to be considered at that meeting.
- 15.1 INDEMNIFICATION. Neither the Chair of the Board of Directors nor any Officer, Director, Member or Employee of the Corporation, nor anyone acting under the instructions of any of them, is personally liable for any loss or damage suffered by any person by reason of anything in good faith done, caused, permitted or authorized to be done, or omitted to be done, by him/her or them, pursuant to, or in exercise of, or supposed exercise of, the powers given by these Bylaws, laws or regulations.
- 16.1 BORROWING. The Board of Directors may from time to time:
- (a) borrow money on credit of the Corporation; or
 - (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities of any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- From time to time, the Board of Directors may authorize any Director, Officer or Employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with the power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
- 17.1 ANY WRITTEN NOTICE or notices required by this By-Law, or desired to be given, shall be deemed to have been sufficiently given when written communication to the last address recorded in the books of the Corporation, addressed to the Member concerned, and the unintentional omission of notice to anyone entitled thereto shall not invalidate the proceedings of the meeting. Any written notice or notices sent is deemed to have been delivered three (3) working days after it was sent.
- 18.1 IN THE EVENT OF DISSOLUTION or winding up of the Corporation, the provisions of the Saskatchewan Non-Profit Corporations Act shall apply with respect to the procedure to be followed for dissolution and to the surrender of charter. Assets of the Corporation remaining after discharge of all liabilities shall be distributed equally to the Core Members.
- 19.1 IN ALL BYLAWS and special resolutions of the Corporation, the singular shall include the plural; in the singular, the word "person" shall include firms and corporations. The masculine shall include feminine. Whatever references are made in any By-Law or any special resolution of the Corporation as to any state or section thereof, such references shall be deemed to extend and apply to any amendment or reenactment of such By-Law, statute or section as the case may be.

- 19.2 DEFINITIONS. In this by-law and all other Bylaws and special resolutions of the Corporation unless the context otherwise requires:
- a. "Act" means The Non-profit Corporations Act 1995 including the regulations made pursuant to the Act and any statute or regulations that may be substituted therefore, as from time to time amended;
 - b. "articles" means the articles of the Corporation upon which is endorsed the certificate of incorporation dated February 22, 1996 as from time to time amended, supplemented or restated and as the term articles is more particularly defined in the Act;
 - c. "Board" means the Board of Directors of the Corporation and includes a single director;
 - d. "Bylaws" means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
 - e. "Core Member" means any organization that has been accepted for membership in the Corporation in accordance with Clause 4.3
 - f. "Member" means any Member of SRNET regardless of class;
 - g. "recorded address" means, in the case of a Member, his or its address as recorded in the register of Members and, in the case of a director, officer, auditor or member of a committee of the Board, his address as recorded in the records of the Corporation;
 - h. "Research and Education Member" means any organization that has been accepted for membership in the Corporation in accordance with Clause 4.4
 - i. "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation pursuant to the provisions of this by-law or by a resolution passed pursuant thereto. Words and expressions defined in the Act have the same means when used herein.