



**CANADIAN INSTITUTE FOR
NON-DESTRUCTIVE EVALUATION**

By-law No. 89

A by-law relating generally to the conduct of the affairs of the
Canadian Institute for Non-destructive Evaluation (CINDE):

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1. Membership

All persons expressing an interest in membership with CINDE shall be eligible for membership, subject at all times to the approval of the board of directors of CINDE (the "**Board**").

Membership shall be composed of those persons who are, from time to time, registered as members in good standing of CINDE at its head office. Subject to the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CINDE (the "**Articles**"), there shall be classes of members as set out in this Article 1. Members of CINDE may also be admitted in such manner and using such qualifications as may be prescribed by the Board. The Board may, by resolution, approve the admission of the members of the Corporation and confirm such members are in good standing.

1.1. Academic Member

A non-voting Academic member is any full-time professor, instructor or student registered in good standing with CINDE who teaches or attends a full-time academic program of study at a the college or university level in Canada for a subject area related to non-destructive testing, inspection and evaluation ("**NDT**") and, further, who joins for the purpose of furthering the objects of CINDE and receiving the benefit of any other member service, rights and privileges as decided by the Board. Academic members are not entitled to have a vote in CINDE.

1.2. Individual Member

A voting Individual member is any individual registered in good standing with CINDE who joins for the purpose of furthering the objects of CINDE and receiving the benefit of any other member service, rights and privileges as decided by the Board. An Individual member is entitled to one (1) vote in CINDE.

1.3. Organization Member

A voting Organization member is any organization that joins for the purpose of furthering the objects of CINDE and receiving the benefit of any other member service, rights and privileges as decided by the Board.

Each organization shall authorize and identify in writing to CINDE the delegate(s) to act on its behalf as a member and have voting privileges according to the policies and procedures approved by the Board. Each Organization member delegate is entitled to one (1) vote in CINDE.



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1.4. Honorary Life Time Member

A non-voting Honorary Life Time member is any retired individual who as an Individual or Organization member made outstanding contributions throughout their career to furthering the objects of CINDE or its predecessors, namely, the Canadian Society for NDT and the NDE Institute. Honorary life time members are determined and approved by the Board in its sole and absolute discretion. Honorary life time members shall have the same privileges as an Individual member with the exception of being exempt from the payment of membership fees and not being entitled to have a vote in CINDE.

1.5. Member Qualification and Registration

A condition precedent to qualify for any membership in CINDE is registration or completion of training courses offered by CINDE, attaining a certification issued by CINDE, active participation in the NDT community at large, or as may otherwise be contemplated or stated in these By-laws or by resolution of the Board. Qualified applicants shall apply through an application procedure approved by the Board, including as to the full payment of any applicable fee(s) and other requirements as decided by the Board.

1.6. Renewal and Termination of Members

1.6.1 A membership in CINDE shall be renewed annually according to the policy(s) and procedure(s) approved by the Board.

1.6.2 A membership in CINDE shall be terminated according to the policies and procedures approved by the Board.

2. Number, Qualification and Election of Directors

2.1 The Board shall consist of a minimum of three (3) directors and a maximum of twelve (12) directors or such other number as may be determined from time to time by **Special Resolution**.

2.2. The **President**~~Chief Executive Officer~~ of CINDE shall be an employee of CINDE, and shall not be eligible to serve as a director of CINDE.

2.3. Each director of CINDE shall be elected for a two (2) year term at each annual meeting of members of CINDE (each an “**Annual General Meeting**”). A director may not serve on the Board for more than eight (8) consecutive years.



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When a director joins the Executive Committee during the eight (8) year period, then so long as the person remains on the Executive Committee such time shall be provided beyond eight years as is needed for the director to move through chairs of the Executive Committee.

2.4. After a one (1) year absence from the Board, a director who retires or withdraws may be considered again as a candidate for the Board.

2.5. For the purposes of this Article 2 and the By-laws, the outgoing Board may present to the members of CINDE at an Annual General Meeting a slate to fill the positions on the incoming Board from a list determined by the **Nomination and Awards Committee** as such capitalized term defined and set out in the By-laws.

2.6. Each director shall comply with the duties, obligations, code of conduct, restrictive covenants and any other requirements for directors (individually or collectively, the "**Board Obligations**") as set out in the policies and procedures approved by the Board at any time or from time to time.

2.7. Directors shall not be remunerated for their participation and shall not, directly or indirectly, receive any profit from serving on the Board. A director who is in any way interested in any contract or other business arrangement or relationship with CINDE, shall disclose the nature of such interest as a potential conflict of interest and refrain from voting in respect to such contract or other arrangement.

3. Removal of Directors

Members of CINDE entitled to vote for the removal of any director of CINDE may by resolution passed by at least two-thirds (2/3) of the votes cast at a **Special Meeting**, of which notice specifying the intention to pass such resolution has been given in sufficient detail, remove a director from the Board before the expiration of such director's term of office and may, by a majority of the votes cast at such meeting, elect any other person in that director's stead for the remainder of his or her term.

A member of the Board may resign by submitting a written resignation to the Chair and Secretary/Treasurer of CINDE, which resignation shall be effective upon delivery of such written instrument.

3.1 Vacating Office

A person ceases to be a director if he or she:

- a) becomes bankrupt or suspends payment or compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
- b) is found to be mentally incompetent or of unsound mind;
- c) is charged with or incarcerated for an indictable offence;
- d) breaches the Board Obligations;
- e) resigns as set out and contemplated by the By-laws;
- f) does not become a voting member of CINDE within ten (10) days after his or her election as a director, or ceases to be a member of CINDE;
- g) is removed from office in accordance with the provisions of this Article 3; or,
- h) dies.

4. Officers of the Board

4.1. _____ The Board shall ~~bi-annually~~ biennially, or more often as may be required, select and appoint a Chair, Past Chair, Vice-Chair(s), a ~~Secretary~~ Treasurer, (or a Secretary and a Treasurer if the Board deems appropriate) as officers of CINDE contemplated by the By-laws, whereby each officer is appointed for a term of two (2) years or until his or her successor is appointed recruited and approved in accordance with the By-laws.

An officer of CINDE may resign by submitting a written resignation to the Chair and ~~Secretary/Treasurer~~ Chief Executive Officer of CINDE.

The Board may from time to time appoint such other officers of CINDE as it shall deem necessary or appropriate, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

4.2. _____ Chair

The Chair or ~~one (1) Vice-Chair as selected or delegated by the Chair, in his or her stead~~, shall preside at all meetings of the Board and shall perform other duties as delegated by the Board.

4.3. _____ Past Chair

The Past Chair shall be the person who steps down from the Chair position as part of the natural order of succession planning, or such other member who has previously served as the Chair, and shall perform duties as delegated by the Board.

4.4. ~~_____~~ Vice Chair(s)

There shall be any number of Vice-Chairs, and the Board shall select one (1) Vice_Chair to chair the **Member Services Committee** ~~and the Long Range Planning Committee~~ as ~~such capitalized terms are defined and~~ set out in the By-laws.

During the absence or inability of the Chair to fulfil his or her duties, as agreed by the majority of other officers of CINDE, the Vice-Chair or one of the Vice-Chairs shall exercise the duties and powers of the Chair.

4.5. ~~_____~~ Secretary/Treasurer

The Secretary/Treasurer shall be the chief financial officer of CINDE and shall report as to its financial position and provide related statements to the Board and to members at the Annual General Meeting or when otherwise requested by the Board. The Secretary/Treasurer shall Chair the Finance and Audit Committee.

In addition to any other powers and duties as may be specified by the Board, the Secretary/Treasurer shall:

- a. give, or cause to be given, notice, as well as keep and distribute full and complete records of all meetings of the Board;
- b. keep, or cause to be kept, complete records of all financial transactions of CINDE;
- c. makes an annual report including financial statements and reports of CINDE at each Annual General Meeting;
- d. present a detailed budget, including anticipated expenditures and revenues for the coming fiscal year at each Annual General Meeting; and
- e. performs such other duties as may be requested or delegated from time to time by the Chair.

4.6 Removal of Officers

All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time, with or without cause, and the Board may by resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting¹ of which notice specifying the intention to pass such resolution has been given, remove an officer of CINDE before the expiration of such officer's term of office.

¹ For definition of Special Meeting see Canada Not-for-profit Corporations Act article 160(3)

4.7. Filling Vacancies

In the event that any officer's position shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board may by majority vote elect or appoint an officer to fill such vacancy.

5. Committees

The Board may, at any time or from time to time, appoint any committee or other advisory group, as it deems necessary or appropriate, with such powers and duties as the Board shall deem fit for such purposes. Committees shall only provide information and make recommendations to the Board for its review or approval, as the case may be. The Board shall establish the following standing committees of CINDE:

5.1 Executive Committee

The **Executive Committee** shall be chaired by the Chair of CINDE and in addition to the Chair of CINDE shall consist of the Vice Chair(s), immediate Past Chair, the Secretary-/Treasurer and the ~~President~~**Chief Executive Officer** of CINDE.

The mandate and responsibilities of the Executive Committee shall include:

- reviewing the work of the ~~President~~**Chief Executive Officer** and liaising with the chairs and members of other CINDE committees.
- develop, maintain and update the CINDE strategic plan to provide strategic goals and direction that assist the long-term growth and development of CINDE and ensure the sustainability of CINDE.
- develop policy and maintain a governance manual for approval by the Board, and conduct internal reviews or audits every two (2) years or otherwise as is deemed necessary by the Board, identifying the risks and benefits, other than financial, related to the business operations and governance of CINDE.

— 5.2. Certification Committee

~~The Certification Committee shall only be formed when CINDE is actively involved in the development and delivery of a certification program. The Certification Committee shall be chaired by a member of CINDE approved by the Board having significant subject matter expertise in the field of certification programs, and in addition to the Chair shall consist of the Chair of CINDE or other officer, the President of CINDE and other such approved members who are interested in active participation on the Certification Committee.~~

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- ~~The mandate and responsibilities of the Certification Committee shall include: appointing a **Scheme Committee** made up of members certified by CINDE or other relevant certification body to guide the design and delivery of certification program(s), and one or more **Technical Subcommittee(s)** made up of members certified by CINDE or other relevant certification body having knowledge of specific NDT techniques or other technical subjects to guide the technical content of CINDE personnel or other certification program(s).~~

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5.3. Finance and Audit Committee

The **Finance and Audit Committee** shall be chaired by the Secretary/Treasurer of CINDE or other officer, and in addition to the Chair of CINDE shall consist of a minimum of two (2) other directors of the Board, the **President/Chief Executive Officer** of CINDE and other such members who are approved by the Secretary/Treasurer and interested in active participation on the Finance and Audit Committee.

The mandate and responsibilities of the Finance and Audit Committee shall include: monitoring the financial transactions of CINDE; initiating and reviewing an annual financial audit; reviewing annually (or more often as may be determined by the Board), the capital budget, the investment policy, fee schedules, fiscal budget including salaries and other staff compensation and benefits; considering other relevant matters assigned by the Board from time to time; and working in consultation with the Long Range Planning Committee to provide advice and recommendation as to the financial matters of CINDE.

~~5.4 — Governance Committee~~

~~The **Governance Committee** shall be chaired by a Vice-Chair or the immediate past Chair of CINDE or other officer or director, and in addition to the Chair shall consist of a minimum of two (2) other directors of the Board and such members of CINDE who are interested in active participation on the Governance Committee. Every director shall become a member of the Governance Committee for at least one (1) year during his or her term of office.~~

~~The Governance Committee shall develop policy and maintain a governance manual for approval by the Board, and conduct internal reviews or audits every two (2) years or otherwise as is deemed necessary by the Board, identifying the risks and benefits, other than financial, related to the business operations and governance of CINDE.~~

~~5.5. — Long Range Planning Committee~~

~~The **Long Range Planning Committee** shall be chaired by a Vice-Chair of CINDE or other officer, and in addition to the Chair of CINDE shall consist of a minimum of two (2)~~



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~~other directors of the Board, the President of CINDE, and such members of CINDE who are interested in active participation on the Long Range Planning Committee.~~

~~The Long Range Planning Committee shall develop, maintain and update the CINDE strategic plan to provide strategic goals and direction that to assist the long term growth and development of CINDE and ensure the sustainability of CINDE.~~

5.64. Member Services Committee

The **Member Services Committee** shall be chaired by one (1) Vice-Chair of CINDE or other officer, and in addition to the Chair of CINDE shall consist of a minimum of two (2) other directors of the Board, the chair of each active chapter of CINDE as contemplated by Article 10.0, below, and the ~~President~~**Chief Executive Officer** of CINDE and such members of CINDE who are interested in active participation on the Member Services Committee.

The Member Services Committee shall be responsible for all of the content and business transactions dealing with official publications of CINDE, chapter events, national conferences and other member service as identified and approved by the Board from time to time.

5.75 Nomination and Awards Committee

The **Nomination and Awards Committee** shall be chaired by the immediate past-Chair of CINDE and in addition to the Chair of CINDE shall consist of a minimum of two (2) directors of CINDE, the ~~President~~**Chief Executive Officer** of CINDE, and such members who are interested in active participation on the Nominations and Awards Committee.

Subject to the provisions of Article ~~23.1~~, above, the Nomination and Awards Committee shall submit a list of recommended nominee directors to the Board and members of other standing committees of the Board at least four (4) weeks prior to the relevant Annual General Meeting or other meeting of CINDE.

Subject to the policy for CINDE awards, the Nomination and Awards Committee shall submit a list of recommended award recipients to the Board at least four (4) weeks prior to the relevant Annual General Meeting or other meeting of CINDE.

6. Board Meetings

6.1. A minimum of two (2) meetings of the Board shall be held each year, at which the time and date of the next meeting is established. Should any change in venue, time or date be required, each director shall be notified of the time and place of such meetings



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at least two (2) weeks in advance of the meeting by acknowledged electronic transmission.

6.2. The Secretary/Treasurer of CINDE shall ensure that a meeting of the Board is conducted in a safe and secure manner.

6.3. Meetings of the Board may be held in person or a meeting may be held entirely by means of a telephonic, an electronic, a video and audio and/or other communication facility that permits all participants to communicate adequately with each other during the meeting in accordance with the policy(s) and procedure(s) approved by the Board, provided that a quorum of directors is obtained.

6.4. Six (6) directors and the Chair or one (1) Vice-Chair of CINDE shall constitute a quorum for the transaction of business at any meeting of the Board Subject to the provisions of Article 7.2, below, such quorum shall be established by a verbal roll call conducted by the chair of the meeting at the beginning of each particular meeting. All decisions are by majority vote of those attending plus any proxies submitted in writing prior to a meeting of the Board, unless otherwise stated in the By-laws or otherwise required by law.

6.5. Special meetings of the Board may be convened by any four (4) directors of the Board by delivering notice to the Chair or Secretary/Treasurer of CINDE in writing or by acknowledged electronic transmission. All decisions are by majority vote of those attending and proxies submitted prior to a special meeting of the Board, unless otherwise stated in the By-laws or otherwise required by law.

6.6. Directors of CINDE will be provided with supporting information in sufficient detail for any business at a meeting of the Board a minimum of seven (7) calendar days in advance of such meeting.

6.7. Electronic or regular mail ballots are permitted when a director of CINDE is unable to attend in person a meeting of the Board, so that such director may cast a vote on a specific matter. That ballot must clearly indicate the director has no conflict of interest in the specific matter. The use of a general proxy is not permitted.

6.8. Notwithstanding anything to the contrary in the By-laws or as required by law, written resolutions, whether unanimous or not, in lieu of general meetings of the Board shall not be valid or enforceable.



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7. Operations and Management

7.1. The Board may hire or appoint a PresidentChief Executive Officer of CINDE as an employee who shall be the chief executive and operating officer with full authority to: manage and direct its business affairs; to hire, manage and terminate agents and employees of CINDE; and to delegate duties and responsibilities, except for such matters and duties as by law or by provisions of the By-laws or CINDE's policy and operating procedures or other guidelines must be transacted or performed by the Board.

7.2. The PresidentChief Executive Officer shall conform to all lawful orders directly given by the Board.

7.3. The PresidentChief Executive Officer shall report on a regular basis to the Chair of CINDE and make reports as required by the Board at any time or from time to time.

8. Fiscal Year and Accountants

8.1. The fiscal year of CINDE shall commence on April 1 and end on March 31, unless and until changed by resolution of the Board.

8.2. One or more independent and qualified public accountants shall be appointed as the public accountant of CINDE at each Annual General Meeting or as otherwise required at any time.

9. Meetings of Members

9.1. An Annual General Meeting shall be chaired by the Chair or one (1) Vice-Chair of CINDE and shall be held in May or June of each calendar year, unless such time is changed by resolution of the Board. The location, date, time, agenda and proxy form will be published at least one (1) month before the meeting in the then-current CINDE journal or other publication of CINDE circulated to members of CINDE. All voting members of CINDE are entitled to attend a meeting of members of CINDE, and a minimum of fifteen (15) such members constitute a quorum for the transaction of business thereat. If agreed to in writing and in advance by all members wishing to participate, such meeting may be held using telephone, electronic means or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously in accordance with the policies and procedures approved by the Board.

9.2. The Secretary/Treasurer of CINDE shall ensure that a meeting of members of CINDE is conducted in a safe and secure manner. Voting members may cast votes through proxy appointed in writing. Proxy ballots are to be forwarded with the signed



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minutes of the Annual General Meeting or other meeting of members of CINDE to the Secretary/Treasurer of CINDE before being considered as an action of membership. Only voting members of CINDE may act as proxy holders. A voting member may exercise only one (1) proxy; a maximum of one (1) proxy may be assigned to another voting member.

9.3. A special meeting of members of CINDE may be convened by six (6) voting members delivering notice to the Secretary/Treasurer of CINDE. If agreed to in writing and in advance by all voting members of CINDE wishing to participate, such meeting may be held by electronic means.

9.4. Unless expressly stated to the contrary in the By-laws, all decisions of meeting of members of CINDE are made by majority vote of those attending or participating and proxies submitted prior to such meeting, unless otherwise stated in the By-laws or otherwise required by law.

10. Formation and Operation of Chapters

10.1. The Board may form, create or otherwise authorize business chapters of CINDE in specified geographic areas of Canada at any time or from time to time.

10.2. Each chapter of CINDE shall follow the requirements as set out in the By-laws and CINDE's policies and procedures as approved by the Board.

~~10.3. The fiscal year of each chapter shall be the same fiscal year as CINDE. Each year the Chapter Secretary/Treasurer shall submit to the CINDE National Office by April 30th in each year financial statements for the previous fiscal year prepared in accordance with Canadian generally accepted accounting standards. Alternately, CINDE may prepare such financial statements on behalf of the chapter.~~

11. Dissolution of Chapters

11.1 The Board may without notice dissolve any chapter of CINDE at any time and for any reason whatsoever. Upon dissolution, the affairs of such chapter of CINDE shall be closed under the supervision of the ~~President~~ Chief Executive Officer of CINDE and the Board. After payment of debts and obligations, the assets of the chapter shall be transferred to the accounts of CINDE or as the Board may otherwise direct by resolution.

12. Execution of Instruments and Cheques

12.1 All contracts, documents, cheques or other instruments in writing requiring the signature of CINDE may be signed by the ~~President~~Chief Executive Officer of CINDE and any one (1) director or officer of CINDE and all such contracts, documents, cheques and other instruments so signed shall be binding upon CINDE without any further authorization or formality.

12.2 The Board shall have the power from time to time to authorize by resolution any director(s) or officer(s) of CINDE or any others person or persons on behalf of CINDE (including but not limited to the ~~President~~Chief Executive Officer of CINDE), either to sign contracts, documents, cheques and other instruments in writing generally or to sign specific contracts, documents and instruments in writing.

13. Dissolution of By-laws

13.1. The eBylaws may be amended, repealed or re-enacted by a two-thirds (2/3) vote of the Board at any meeting of the Board and any amendment, repeal or re-enactment so passed, is effective only until it is sanctioned by the members of CINDE at a meeting of such members and in default of such sanction, it shall cease to have effect at and from that time; provided that notice in writing is given at least fourteen (14) calendar days in advance of the relevant meeting.

13.2. Application for the surrender of the Letters Patent of CINDE may be made if approved by not less than two-thirds (2/3) of the Board and sanctioned by a resolution passed by not less than four-fifths (4/5) of the members of CINDE entitled to vote thereon.

13.3. In the event of dissolution or winding up of CINDE, all its remaining assets after payment of liabilities shall be distributed to one or more recognized Canadian charitable organizations.

14. By-law History

14.1 The following amendments to previous By-laws are made effective upon the enactment of this By-law:

14.1.1 By-Law Number 3 passed by the Board on December 14, 1976 is repealed upon the enactment of this By-law.

14.1.2 The heading "By-Law No. 15" for the By-law passed by the Board on November 24, 1999 is replaced with the heading "By-Law Number 4"; and

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14.1.3 The words “By-Law Number 5” are inserted as a heading for the By-law passed by the Board on December 18, 2003.

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14.1.4 The Constitution of CINDE and this By-law, when approved by the Board and the Minister of Industry and sanctioned by the members of CINDE as required by the provisions of Section 13.1 above, will become the Official Constitution and By-law No. 6 of CINDE. By-Law Number 5 enacted on December 18, 2003 and any other By-laws of CINDE inconsistent with this By-Law No. 6 be and the same are repealed upon the enactment of this By-law.

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~~14.1.5~~ ~~14.1.5~~ The amended provisions of the Letters Patent, approved by the Board and sanctioned by the members of CINDE as required by the provisions of Section 13.1 above, and approved by the Minister of Industry on June 27, 2005, will become By-law No. 7 of CINDE. By-Law Number 6 enacted on August 27, 2004 and any other By-laws of CINDE inconsistent with this By-Law No. 7 be and the same are repealed upon the enactment of this By-law.

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14.1.6 By-law No. 8 of CINDE was approved by the Board and sanctioned by the members of CINDE as required by the provisions of Section 13.1 above, and enacted on June 16, 2012. Any other By-laws of CINDE inconsistent with this By-Law No. 8 were repealed upon the enactment of this By-law.

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Subject to matters requiring a Special Resolution, this By-law No. 98 shall be effective when enacted by the Board, and any other previous by-laws shall be repealed upon such enactment.

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