

BY-LAW NO. 1
BEING THE
CONSTITUTION
OF THE CORPORATION
As of June 15, 2006

NAME, HEAD OFFICE AND SEAL

1. The name of the Corporation is "THE CANADIAN MARITIME LAW ASSOCIATION / L'ASSOCIATION CANADIENNE DE DROIT MARITIME". Its head office shall be in the City of Montreal, Quebec. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.
2. The objects and purpose for which the Corporation is hereby constituted are:
 - (a) To promote the study and the advancement of maritime law and its administration in Canada;
 - (b) To promote and to consider with other associations proposals for the unification of the maritime law and practice of different nations;
 - (c) To afford opportunities for the discussion and consideration of matters of interest to members of the Corporation and to undertake or to assist in the preparation and promotion of agreements and arrangements in respect of such matters;
 - (d) To do all such other lawful things as are incidental to or conducive to the attainment of the above objects or of any of them.

MEMBERSHIP

3. Four classes of regular membership shall constitute the Members:
 - (1) **Constituent Members:** Any association, society or body corporate, interested in the objects of the Corporation and who may be elected as such at a General Meeting of the Corporation by a majority of those present and voting. Each body elected as aforesaid shall be entitled to nominate from time to time one representative (with power to appoint an alternate) to attend the General Meetings of the Corporation and to vote thereat.
 - (2) **Regular Members:** Any individual, resident in Canada, interested in the objects of the Corporation and whose application may be accepted by the Board of Directors. Each Regular Member shall be entitled to attend and vote at the General Meetings of the Corporation and at any of the Corporation's committees of which he or she is a member.
 - (3) **Student Members:** Any individual who is ordinarily resident in Canada, and is participating during the year in an educational programme in Canada, or elsewhere, and is interested in the objects of the Corporation and whose application may be accepted by the Board of Directors. Each student member shall be entitled to attend and vote at the meetings

of the Corporation and at any of the Corporation's Committees of which he or she is a member. He is entitled to pay a nominal subscription in an amount less than that paid by the other classes of Members. In this sub-clause, 'educational programme' means the full time study of law or commerce, participation in temporary supervised employment necessary to obtain admittance to a profession, full time enrollment in a cooperative educational programme, or such other full time formal education as may be recognized by the Board of Directors.

(4) **Non-Resident Members:** Any person, association, society or body corporate who is not a resident of Canada, interested in the objects of the Corporation and whose application may be accepted by the Board of Directors. Each Non-Resident Member shall be entitled to attend but not vote at the meetings of the Corporation and to attend any of the Corporation's Committees of which he or she is a member.

4. The approval of a majority of the members of the Board of Directors present and voting thereon (at a validly constituted meeting) shall be required for any report or recommendation of the Corporation to be submitted to the Comité Maritime International or to any government body or other institution, provided that, in the case of reports other than those of an informative nature only, and when time allows, copies of such reports shall be made available to all Members of the Corporation so as to enable them to make their views known to the Board of Directors before the latter deliberates thereon.
5. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
6. Any Member may be required to resign by a vote of three quarters (3/4) of the Members at an annual meeting.
7. All Members in good standing of the formerly unincorporated association called THE CANADIAN MARITIME LAW ASSOCIATION / L'ASSOCIATION CANADIENNE DE DROIT MARITIME shall on incorporation become members of the Corporation.

HONORARY MEMBERS

8. The Corporation may elect as an honorary member any person who may render special services in the advancement of the objects of the Corporation. Honorary members shall not pay any subscriptions and shall not have the privilege of voting.
9. The Corporation may elect as an honorary life member any member who has rendered special services in the advancement of the objects of the Corporation. Honorary life members shall not pay any subscriptions but shall have the privilege of voting. Any honorary member shall, upon the coming into effect of this By-Law become an honorary life member if at the time of his election as an honorary member he was an associate member of the Corporation.
10. All honorary members who were honorary members of the formerly unincorporated association called THE CANADIAN MARITIME LAW ASSOCIATION / L'ASSOCIATION

CANADIENNE DE DROIT MARITIME shall on incorporation become honorary members of the Corporation.

OFFICERS

11. There shall be a President, five Vice-Presidents, a Secretary and a Treasurer. The immediate Past President of the Corporation shall also be an officer. The same person may hold the offices of Secretary and Treasurer. The officers, excepting the Immediate Past President, shall be elected at the Annual General Meeting of the Corporation to serve for one year or until their successors have been elected. The President, upon being elected shall be deemed to have been elected as the Immediate Past President at the next Annual General Meeting for the same term as his successor, unless he refuses or is otherwise incapable of so acting.

PRESIDENT

12. The President shall preside at all meetings of the Corporation. He shall have power to call special General Meetings of the Corporation and meetings of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be an ex-officio member of all committees. Upon completion of his term as President, he shall become the Immediate Past President with the duty to advise and give counsel as circumstances require to the President.

VICE PRESIDENTS

13. The Vice Presidents shall perform such duties as may be assigned to each of them by the President or by the Board of Directors and a Vice President shall discharge the duties of the President whenever, in the discretion of the Board of Directors, the disability or absence of the President makes such appointment advisable. The President, subject to ratification by the Board of Directors, may appoint, as circumstances dictate, an International Vice-President.

SECRETARY

14. The Secretary shall keep a record of the proceedings of all meetings of the Corporation. He shall notify the officers and all members of committees of their election or appointment and shall issue notices of all meetings. He shall keep a roll of the members of the Corporation. He shall do and prepare such other matters as the Board of Directors may from time to time require. He shall be the custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

TREASURER

15. The Treasurer shall collect and have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in

securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

OTHER OFFICERS

16. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for by the members at the Annual General Meeting, or the Board of Directors requires of them.

BOARD OF DIRECTORS

17. The Board of Directors shall manage the affairs of the Corporation in all things and 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 other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
18. The Board of Directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.
19. The Board of Directors shall consist of not less than twenty-two and not more than thirty-four individuals, all of whom are of the age of majority and who enjoy the capacity to contract and who are elected annually at the Annual General Meeting of the Members, including the officers of the Corporation who shall also be members of the Board of Directors. At least one quarter of the members of the Board of Directors shall be representatives of Constituent Members of the Corporation. However, representatives of the remaining Constituent Members shall be entitled to attend, without voting rights, the meetings of the Board of Directors. Each Director must be a Member or a representative of a Constituent Member. The Board of Directors as constituted upon incorporation shall remain in office until the First Annual General Meeting of the Members or eighteen months, whichever is occurs first.
20. The Chairman of Board of Directors shall be such one of their number as the Board may elect from time to time.
21. The Board of Directors, either on their own initiative or at the suggestion of any Member in writing, may consider and report to a General Meeting of the Corporation such matters as in the opinion of the committee concern the objects of the Corporation.
22. The Chairman of the Nominating Committee shall be invited to all meetings of the Board of Directors without the right to vote thereat in that capacity. He shall, within six months of his

appointment, inform the Board of Directors of the other members appointed by him to his Committee, who shall be no less than two and no more than four.

23. The Board of Directors shall appoint from their number or otherwise as they see fit (and if they see fit with power to co-opt) such committees as may be deemed necessary to accomplish the objects of the Corporation. Such committees shall report in writing to the Board of Directors and their terms of office shall expire at the next Annual General Meeting of the Corporation.
24. The Board of Directors may authorize any committee or one or more representatives of Constituent Members, Members or Honorary Life Members of the Corporation to represent the Corporation and present its views at any National or International Conference or other meeting at which it is considered that the objects of the Corporation call for such representation.
25. The Board of Directors shall fill all vacancies between Annual General Meetings in all elected offices and on the Board of Directors, such appointees to hold office until the next Annual General Meeting.
26. All disbursements of funds of the Corporation must be approved by the Board of Directors.
27. Meetings of the Board of Directors may be held by personal attendance or telephone conference or other electronic means or any combination of the foregoing at any time and place to be determined by the directors or called by the President provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting at the last address recorded on the books of the Corporation. Notice may be sent by electronic mail to a designated information system or by fax transmission to a designated telephone, as provided and consented to by the addressee. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the board of directors of the corporation 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 director is authorized to exercise one (1) vote.
28. Two-fifths of directors in office, from time to time, but no less than five directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

BORROWING POWERS OF DIRECTORS

29. The Directors of the Corporation be and they are hereby authorized to borrow moneys or obtain other financial assistance from time to time from BANK OF MONTREAL (the "Bank") (including without limitation through the issuance of bills of exchange drawn by the Corporation and accepted by the Bank) upon the credit of the Corporation in such amounts as they deem proper and by way of overdraft or otherwise.
30. Any promissory notes, bills of exchange or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Corporation by the officer or officers of the Corporation authorized from time to time to sign negotiable instruments on its behalf and granted to or accepted by the Bank for moneys borrowed and interest thereon as may be agreed

upon or other financial assistance obtained from the Bank shall be binding upon the Corporation.

31. The Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation, pledge or otherwise, covering all or any of the property and assets of the Corporation, present and future, as security for all or any moneys borrowed by the Corporation from the Bank or any other liability of the Corporation to the Bank, and any such mortgage, hypothecation, pledge or other security shall be valid and binding upon the Corporation if signed by any of the officers authorized to sign negotiable instruments on the Corporation's behalf.
32. All contracts, deeds, grants, assurances and documents reasonably required by the Bank or its Counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Corporation.
33. This part of the By-law governing borrowing powers of Directors when sanctioned by the Members at the first Annual General Meeting shall be irrevocable until a by-law repealing this By-law shall have been confirmed or sanctioned by the Members and a copy thereof, duly certified, delivered to the Bank, and meanwhile all the powers and authorities hereby conferred shall continue in force.
34. The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
35. The Board of Directors shall take such steps as are necessary to take over all assets and liabilities of the unincorporated association formerly known as "THE CANADIAN MARITIME LAW ASSOCIATION / L'ASSOCIATION CANADIENNE DE DROIT MARITIME".

EXECUTION OF DOCUMENTS

36. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's 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 of directors.

INDEMNITIES TO OFFICERS AND DIRECTORS

37. Every director of the corporation and their 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 sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

REMOVAL OF OFFICERS, DIRECTORS AND THEIR REMUNERATION

38. The office of director or officer shall be automatically vacated:

- a) if a director or officer shall resign his office by delivering a written resignation to the secretary of the Corporation;
- b) if a director or officer is found by a court to be of unsound mind;
- c) if a director or officer he becomes bankrupt;
- d) if at a special general meeting of Members a resolution is passed by 75% of the Members present at the meeting who are entitled to vote that a director or officer be removed from office;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy maintaining the number and representation in conformity with section 19 herein.

39. Remuneration for any or all directors, officers, and employees shall be fixed by the Members at the Annual General Meeting or at a Special General Meeting called for that purpose.

GENERAL MEETINGS

40. Special General Meetings shall be held at such time and place as the President or the Board of Directors may determine and the representatives of three Constituent Members and three other Members, entitled to vote, shall constitute a quorum. The Board of Directors shall call a Special General Meeting of members on a written requisition of Members carrying not less than five percent (5%) of the voting rights and the representatives of three Constituent Members and three other Members, entitled to vote, shall constitute a quorum.

41. At least fourteen days' clear notice of a Special General Meeting or of the Annual General Meeting shall be given to each Member. Notice of any meeting where special business will be

transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of Members must remind the Member that he has the right to vote by proxy. Notice by mail shall be sent prior to the meeting at the last address recorded on the books of the Corporation. Notice may be sent by electronic mail to a designated information system or by fax transmission to a designated telephone, as provided and consented to by the addressee.

42. The Annual General Meeting shall be held within the six months following the end of the fiscal year at such place as The President, with the concurrence of the Board of Directors, shall designate, provided that the President with such concurrence may designate some other date. The representatives of three Constituent Members and three other Members, entitled to vote, shall constitute a quorum.
43. At least fourteen days' clear notice of the Annual General Meeting shall be given to each member. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.
44. The Members may consider and transact any business either special or general at any meeting of the Members.
45. Each voting Member present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of the Members, in the manner and to the extent authorized by the proxy. A proxyholder must be a Member of the Corporation.
46. If at any meeting neither the President nor a Vice-President be present, the Members present shall choose some member present to be Chairman of the meeting.
47. The election of the Chairman of the Nominating Committee will be on the agenda of the Annual General Meeting and the Chairman so elected will remain in office until after the next Annual General Meeting.
48. The notice of the Annual General Meeting shall be accompanied by a copy of the Report of the Nominating Committee to be submitted at the Meeting, and shall contain a statement that other nominations may be made and changes to the number of directors to be elected may be made by the Members at the Meeting. The Report shall contain recommendations to the Members concerning the directors and officers being nominated for election, concerning the number of directors and officers to be elected, and concerning a reason for any change, if any, in the number of directors and/or officers from the number from the preceeding year.
49. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.
50. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

FINANCIAL YEAR AND SUBSCRIPTIONS

51. The fiscal year of the Corporation shall be the calendar year. The annual subscriptions for the ensuing year for Constituent Members, Regular Members, Student Members and Non-Resident Members shall be fixed at the Annual General Meeting.
52. All subscriptions shall be due at the commencement of the year in respect of which they are payable.

AMENDMENT OF BY-LAWS

53. The by-laws of the corporation 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 *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

54. The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor of the corporation shall not be a director, officer or employee of the corporation, without the consent of all of the Members.

BOOKS AND RECORDS

55. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

56. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

57. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, 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 references to persons shall include firms and corporations.