



Fusion Energy Council of Canada

Bylaws - proposed

Article One - Interpretation

- 1.01 Definitions Generally - When construing these bylaws, reference shall be made to the Societies Act of Alberta, and words and expressions used in these bylaws shall, so far as the context does not otherwise require, have the same meaning, as would be the case when used in that Act.
- 1.02 Definitions - The following words, when used in the bylaws shall mean as stated hereinafter:
- a) "Annual General Meeting" means a meeting of the members held once per year and designated by the President as the Annual General Meeting;
 - b) "Board" means the Board of Directors of the Fusion Energy Council of Canada;
 - c) "Bylaws" means these bylaws;
 - d) " Fusion Energy Council of Canada " means the Fusion Energy Council of Canada, or similar organization within the Province of Alberta which is registered pursuant to the Societies Act;
 - e) "Director" means a member of the Board of the Fusion Energy Council of Canada;
 - f) "Executive" means the President, Past-President, Vice President(s), Secretary, and Treasurer;
 - g) "First Meeting of the Board" means a meeting of the Board called in conjunction with and closely following the Annual General Meeting;
 - h) "Member" means a member of the Fusion Energy Council of Canada in good standing as set out in Article Four;
 - i) "Officer" means a member of the Executive;
 - j) "Past President" means the individual who last held the role of President in the immediately preceding year; and
 - k) "Special Resolution" means a resolution which must be passed by seventy-five (75%) percent of the members of the Fusion Energy Council of Canada present at a meeting where prior notice of such resolution has been given.
 - l) "Deferred Policy" means a policy presented at the Annual General Meeting, which is referred back to the Executive Committee for additional research, rewording or other changes.
- 1.03 Masculine and Feminine - Words importing the masculine shall include the feminine and neuter gender.
- 1.04 Parliamentary Procedure – In all matters of interpretation or procedure not specifically addressed by these bylaws, Robert’s Rules of Order (Newly Revised), as amended from time to time, shall apply in the same manner and have the same force and effect as if they were a part of these bylaws.

Article Two - Business Matters

- 2.01 Head Office - The head or principal office of the Fusion Energy Council of Canada shall be located in the Province of Alberta, at such place as the Directors of the Fusion Energy Council of Canada, may from time to time, by resolution determine.
- 2.02 Seal - The seal, bearing the name of the Fusion Energy Council of Canada shall be the corporate seal of the Fusion Energy Council of Canada provided however, that the Directors may by resolution from time to time adopt another seal as the seal of the Fusion Energy Council of Canada.
- 2.03 Affix Seal - Any two of the President, Past President, Vice-President(s), Secretary, or the Treasurer are hereby authorized to affix the seal. Any contracts, documents or any instruments in writing requiring the signature of the Fusion Energy Council of Canada may be signed by any two of the President, Past President, Vice-President, Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Fusion Energy Council of Canada without any further authorization or formality.
- 2.04 Special Signing Authority - The Directors shall have power from time to time by resolution to appoint any person or persons on behalf of the Fusion Energy Council of Canada to sign contracts, documents and instruments in writing generally.

Article Three - Financial

- 3.01 No Benefit to Member - No part of the income of the Fusion Energy Council of Canada shall inure to the personal profit of or be paid or payable to, any member of the Fusion Energy Council of Canada by reason only of his membership therein or by reason only of his position as Director or Officer of the Fusion Energy Council of Canada.
- 3.02 Financial Year - the financial year of the Fusion Energy Council of Canada shall be the twelve (12) month period ending April 30th in each year.
- 3.03 Financial Statements - The Fusion Energy Council of Canada shall appoint a Finance Committee and auditor to oversee, review and present the financial statements of the Fusion Energy Council of Canada for the fiscal year at each Annual General Meeting. The financial statements of the Fusion Energy Council of Canada shall be prepared in accordance with generally accepted accounting standards, and reported to the Finance Committee.
- 3.04 Financial Audit - The financial statements shall be reviewed and signed by the auditor and presented at the Annual General Meeting immediately following the end of the fiscal year.
- 3.05 Access to Books by Members - The books and records of the Fusion Energy Council of Canada may be inspected by any member of the Fusion Energy Council of Canada at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of such books and records. Each member of the Board should at all times have access to such books and records.
- 3.06 Access to Books by Others - The books of account shall be kept at the Head Office or such

place or places as the Board shall think fit, and no person (other than a Director, Financial Advisor, member, officer, accountant or person whose duty to the Fusion Energy Council of Canada requires him to do so) shall have any right of inspecting any account or book or document of the Fusion Energy Council of Canada except as conferred by statute or authorized by the Board or by a resolution of the Fusion Energy Council of Canada in general meeting.

- 3.07 True Accounts - The Board shall cause true accounts to be kept of the sums of money received and expended by the Fusion Energy Council of Canada and the matter in respect of which said receipts and expenditures take place, of all sales and purchases of property by the Fusion Energy Council of Canada and of assets and liabilities of the Fusion Energy Council of Canada.
- 3.08 Banking - Any two (2) of the President, Past President, Vice-President(s), Secretary, Treasurer and Executive Director/CEO, and such other persons as the Board may from time to time designate by a banking resolution of the Board, are hereby authorized for and in the name of the Fusion Energy Council of Canada:
- a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and other orders for payment of money;
 - b) to receive all monies and account for the same;
 - c) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
 - d) subject to the approval of the Board, from time to time to borrow money from a bank by concurring an overdraft or otherwise;
 - e) to negotiate, deposit, endorse or transfer to a bank, but for the credit of the Fusion Energy Council of Canada only, all or any bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable papers;
 - f) from time to time to arrange, settle, balance and certify all books and accounts between the Fusion Energy Council of Canada and the Fusion Energy Council of Canada's bank:
 - g) to receive all paid cheques and vouchers;
 - h) to sign the bank forms of settlement of balances and release: and,
 - i) generally, in the name and on behalf of the Fusion Energy Council of Canada, to transact with a bank any business they may think fit;
 - j) to maintain the passwords for on line banking, and e-transfers;
 - k) to maintain passwords for the Fusion Energy Council of Canada website, for member press, for Stripe or any other such online platforms that may be required for day to day business;
 - l) to maintain website registrations;
 - m) expenditures over \$200 require prior board approval.
- 3.09 General Borrowing Provision - The Board of the Fusion Energy Council of Canada by special resolution of the members:
- a) borrow money upon its credit;
 - b) issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same; and.
 - c) hypothecate or mortgage its immovable property, or pledge or otherwise

affect the movable property, or give all such guarantees, to secure payment of its loans or the carrying out of its obligations.

- 3.10 Annual Budget - The Executive Committee shall approve the budget prepared by the Finance Committee, such approved budget shall be forwarded to the Board no later than one month following the beginning of the fiscal year.
- 3.11 Non-Budget Expenditure - Any expenditure not included in the Annual Budget may be approved by a special resolution of the Executive provided such expenditure does not exceed one (1%) percent of the total budgeted expenditures. Any expenditure in excess of such amount and not included in the Annual budget may be approved by a special resolution of the Board.
- 3.12 Distribution of Assets on Dissolution of the Fusion Energy Council of Canada - Any profits that may accrue to the Fusion Energy Council of Canada during the time it is in operation shall be used for the purposes of the Fusion Energy Council of Canada as the Directors may see fit. In the event of the winding up of the affairs of the Fusion Energy Council of Canada, all assets of the Fusion Energy Council of Canada, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities shall be donated to a charity or non-profit organization as determined by a resolution passed by the Board.

Article Four - Membership

- 4.01 Eligibility - Membership in the Fusion Energy Council of Canada shall be open to any person residing in Canada, being of the full age of 18 years, and upon payment of the fee. Fees may be collected from any person residing anywhere in the world, however, no voting rights will be granted to residents outside of Canada.
- 4.02 Membership Fee - Chapter of the Fusion Energy Council of Canada - The membership fee shall be set by the Board.
- 4.03 Special Levies - Other assessments may be levied against all members upon the recommendation of the Board and approved by a special resolution of the members at an Annual General Meeting.
- 4.04 Register of Members - The Fusion Energy Council of Canada shall keep a register of its members which are admitted as members of the Fusion Energy Council of Canada, together with the following particulars:
- a) the full name and address;
 - b) the date on which the member is admitted as a member; and
 - c) the date on which the member ceases to be a member.
- 4.05 Honourary Member - A person who distinguishes himself by some meritorious or public service may be appointed an Honourary Member for life by a majority vote of the membership at a general meeting. Such Honourary Member shall not be subject to payment of annual dues but shall have all other privileges associated with membership.
- 4.06 Member-at-Large - A person who has given distinguished service to the Fusion Energy Council of Canada may be appointed a "Member-at-Large" by the Board and entitled to

attend and provide counsel but not vote at meetings of the Board.

- 4.07 Advisory Council Member – A council of senior advisors shall be formed to provide counsel and undertake special tasks as requested by the Board to achieve Fusion Energy Council of Canada objectives. Advisory Council Members, who may reside anywhere in the world, will have made distinguished technical or business contributions related to or applicable to Fusion Energy Council of Canada’s Mission. Members of the Advisory Council will not have decision-making authority or a vote at Board meetings.
- 4.08 Termination - A membership may be terminated in the following manner:
- a) a member may resign in writing, which shall be effective upon acceptance thereof by the Board. In the case of resignation a member shall remain liable for payment of any assessment of other sum levied or which may become payable by him to the Fusion Energy Council of Canada prior to the acceptance of his resignation;
 - b) a member may be expelled on a three-quarters vote of the Board for any cause which the Board may deem reasonable. However, no member shall be expelled without first having been notified of the complaint against him and without first having been given the opportunity to be heard by the Board at a meeting called for the purpose;
 - c) membership automatically ceases if payment of the membership fee has not been made within three months of the due date.

Article Five - Meetings of Members

- 5.01 Annual General Meeting - The Fusion Energy Council of Canada shall convene a general meeting at least once each year which shall be known as the Annual General Meeting. The date of the Annual General Meeting shall be fixed by the Board but shall generally be during the month of June but in any event shall not be less than 240 nor more than 480 days after the last Annual General Meeting. Attendance by electronic means, including video and telephone conferencing, shall be permitted. Any references to event occurring before or after the Annual General meeting in these bylaws shall refer to the day Annual Officers for the ensuing year are elected.
- 5.02 Notice - Notice of the date and place of the Annual General Meeting shall be distributed no less than thirty (30) days before the date of the Annual General Meeting.
- 5.03 Quorum - An Annual General Meeting quorum shall consist of accredited representatives of not less than ten (10) Members initially, such number to be adjusted by Board resolution.
- 5.04 Voting- Fusion Energy Council of Canada -Every Member shall be entitled to vote (including by electronic means), and shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.
- 5.05 Voting - Others - Members of the Executive shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.
- 5.06 Voting by Proxy - Proxy votes will be accepted at Board Meetings and not at the Annual General Meetings.

- 5.07 Decisions - At all meetings of members every question shall be decided by a majority of the votes of the members present in person or proxy unless otherwise required by the bylaws of the Fusion Energy Council of Canada or governing regulations. Every question shall be decided in the first instance by a show of hands and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Fusion Energy Council of Canada shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if members present in person, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Fusion Energy Council of Canada in General meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote in addition to such other vote as he may have as a member.
- 5.08 Special General Meetings - Special General Meetings of the Fusion Energy Council of Canada may be called at the discretion of the Board or when at least 20% of the Members sponsor a petition directed to the President requesting a Special General Meeting, such petition shall set out the matters to be addressed at the Special General Meeting. Such a Special General Meeting shall be called within forty-five (45) days of the receipt by the President of such petition. A Special General Meeting quorum shall consist of the accredited representatives of not less than 75% of Members. A Special General Meeting may be called when notice of the date, time, location and agenda for such meeting is distributed to all Fusion Energy Council of Canada at least twenty-one (21) days before the date for which the meeting is called.
- 5.09 Adjournment of Meetings - Any meeting of members of the Fusion Energy Council of Canada may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as may have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.
- 5.10 Chairman - The Chairman of a meeting of the members shall be the President or in his absence, a Vice-President or, in his absence, the Treasurer or, in his absence the Past President or in the absence of all of them a chairman shall be elected by the members present.

Article Six - Board of Directors

- 6.01 Composition of Board - The affairs of the Fusion Energy Council of Canada shall be managed by a Board consisting of no less than 7 and no more than 15 persons each of whom shall be members in good standing. The Board shall remain properly constituted notwithstanding one or more vacancies in the Board or Executive positions. The Board may fill any vacancy which occurs during the year for the time up to the next Annual General Meeting.
- 6.02 Election and Term - The Board members who are members of the Executive shall hold office from the time of their election at the Annual General Meeting until the next Annual General Meeting. The term of the Directors shall be staggered and shall be for three year terms. No director may hold office for more than three consecutive terms.

The term of the officers shall be one year with two subsequent terms maximum, however, an officer may be eligible for a further term after one year absence as an officer.

- 6.03 Oath of Office – The President shall, at a Board Meeting following the Annual General Meeting, take and subscribe an oath in the following form:

“I swear that I will faithfully and truly perform my duty as President of the Fusion Energy Council of Canada, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Fusion Energy Council of Canada was constituted according to the true intent and meaning of the same.”

- 6.04 Filling Vacancy - Should a vacancy occur in the position of President, a Vice-President shall fill that position, and should a vacancy occur in the position of a Vice-President, the Treasurer shall fill that position, and if a vacancy should occur in the position of Treasurer, a candidate shall be selected by the Nominating Committee and upon ratification by the Board shall assume that position.

- 6.05 Duties of the Directors - The duties of the Directors shall be as follows:

- a) to use their best efforts at all time to promote the objects of the Fusion Energy Council of Canada and to exercise all of their duties in the best interest of the Fusion Energy Council of Canada;
- b) to provide direct liaison with the Chapters of the Fusion Energy Council of Canada and their members and to bring to the attention of the Board the concerns of such members;
- c) to advise the Executive on matters of policy which arise during the course of the year provided that such are not inconsistent with policies arrived at by the Annual General Meeting;
- d) to manage the affairs of the Fusion Energy Council of Canada;
- e) to safeguard and ensure the exercise of due diligence in the management of the funds held by the Fusion Energy Council of Canada;
- f) to attend meetings as and when called; and,
- g) no member of the Board shall enter into any business arrangement in which he has a direct or indirect interest with the Fusion Energy Council of Canada except on a competitive basis and having declared any interest therein he shall refrain from voting thereon.

- 6.06 Meeting of Directors - Meetings of Directors shall be chaired by the President or, in his absence, such meeting shall be chaired by, in order of succession, a Vice-President, the Treasurer or the Past President. At least one meeting, the First Meeting of the Board, shall be held closely following the Annual General Meeting in June and, in addition thereto, there shall be a minimum of two additional meetings, neither of which shall be in conjunction with the Annual General Meeting. All meetings of the Board shall be open to all members of the Fusion Energy Council of Canada who may take part in discussions but may not vote on any motions before the Board.

- 6.07 Removal of Directors - Any Director or member of the Executive may be subject to removal by special resolution of the Board in the following manner:
- a) a Director may resign in writing, which shall be effective upon acceptance thereof by the Board.
 - b) a member may be expelled on a three-quarters vote of the Board, however, no member shall be expelled without first having been notified of the complaint against him and without first having been given the opportunity to be heard by the Board at a meeting called for the purpose.
- 6.08 Duties of Officers - In addition to the duties of a Director an Officer shall have the following additional duties;
- a) the President shall promote and support the objects of the Fusion Energy Council of Canada. The President shall preside at all meetings of the Fusion Energy Council of Canada and Board. He shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he may think concerns the Fusion Energy Council of Canada. The President shall be the spokesperson for the Fusion Energy Council of Canada on matters of policy and shall lead delegations and chair meetings with provincial and federal representative and others as required. The President shall be responsible for the day to day functioning of all aspects of the Fusion Energy Council of Canada ' operations and shall undertake such activities as determined by the Executive and the Board to best serve the needs of the Fusion Energy Council of Canada;
 - b) the Past President shall render such other assistance as may be requested by the President;
 - c) the Vice-President(s) shall perform such duties as are assigned to them by the President;
 - d) the Treasurer shall act as Chairman of the Finance Committee and shall report all activities of the Finance Committee to the President, Executive, Board, and Annual General Meeting. The Treasurer shall ensure that all of the duties and responsibilities of the Finance Committee are carried out in an honest, diligent, and responsibilities of the Committee are carried out in timely fashion.
- 6.09 Notice of Meetings - Notice of meetings of the Directors may be given by electronic means and shall be given at least forty-eight (48) hours but will typically be three (3) weeks in advance of the meeting. No notice need be given of regular or special meetings held at time fixed by resolution of the Board. The statutory declaration of the President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. No accidental error or omission in giving notice for a meeting of the Board shall invalidate such meeting or any proceedings taken at such meeting.
- 6.10 Keeping of Minutes - Minutes shall be kept of all meetings of the Board by the Secretary or the Executive Director/CEO, if one has been appointed. Motions and resolutions passed by the board or executive shall be summarized by the Secretary or the Executive Director/CEO, will become policy and shall be kept in a policy/governance binder to be made available to the President and board during board and executive meetings as required.

- 6.11 Voting at Meetings - Questions at any meeting of the Board shall be decided by a majority of votes. The Chairman shall not have a vote except that in the case of an equality of votes the Chairman shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demands be made, the vote shall be taken in the usual way be assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. No delegate at a Board meeting shall have more than one vote.
- 6.12 Quorum - A majority of the Board members, personally present and/or electronically present shall constitute a quorum for the transaction of business at meetings of the Board. Three Executive Officers personally present and/or electronically present shall constitute a quorum for the transaction of business at meetings of the Executive.
- 6.13 Adjournment - Any meeting of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as may have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.
- 6.14 General Powers of the Directors - The affairs and business of the Fusion Energy Council of Canada shall be managed between Annual General Meetings by the Board. In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board may exercise all such powers of the Fusion Energy Council of Canada and do all such lawful acts and things as are not by statute or by these bylaws directed or required to be exercised or done by the members of the Fusion Energy Council of Canada in general meeting.
- 6.15 Specific Powers of the Directors - without limitation to the general powers conferred by the last preceding paragraph and the powers other-wise conferred by statute, by the objects of the Fusion Energy Council of Canada and by other bylaws of the Fusion Energy Council of Canada, it is hereby expressly declared that the Board shall have the following powers:
- a) from time to time to make and change rules and regulations consistent with these bylaws, for the management of the Fusion Energy Council of Canada ' affairs and business;
 - b) to purchase or otherwise acquire for the Fusion Energy Council of Canada any property, rights, privileges, stocks, bonds, debentures or other securities, which the Fusion Energy Council of Canada is authorized to acquire, at such price of consideration and generally on such terms and conditions as they think fit;
 - c) at their discretion to pay for any property, rights, privilege, stocks, bonds, debentures, or other securities acquired by the Fusion Energy Council of Canada, either wholly or partly in money, bonds, debentures or other securities of or owned by the Fusion Energy Council of Canada;
 - d) to sell, lease or otherwise dispose of any property, real or personal, undertakings, franchises, business, assets, interest or effects which the Fusion Energy Council of Canada is authorized to sell, lease or otherwise dispose of, for

- such price or consideration and generally on such terms and conditions as the Directors may think consideration fit;
- e) to appoint any person or corporation to accept and hold in trust for the Fusion Energy Council of Canada any property belonging to the Fusion Energy Council of Canada, or in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust;
 - f) to authorize and to determine who shall, in the name and on behalf of the Fusion Energy Council of Canada, draw, accept, make endorsement, sign or otherwise sign, execute and deliver bills of exchange, cheques, promissory notes, bills of lading warehouse or other receipts, mortgage, hypothecs, pledges, securities under the Bank Act, bonds, debentures or other securities for the payment of money, releases, contracts or other documents; and
 - g) delegate any of the powers of the board to any standing or Special Committee, or to delegate to any manager or other officer, attorneys or agent, and to appoint any person to be the attorney or agent of the Fusion Energy Council of Canada, with such powers including the powers to sub-delegate, and upon such terms as they think fit.

Article Seven - Committees

- 7.01 Standing Committees - The following *Standing Committees* shall be established at the first Meeting of the Board after the approved bylaws come into effect and that meeting to be held in conjunction with the Annual General Meeting. The tenure of the Committees shall be for a term of one (1) year until the next Annual General Meeting. Nominees for the Committees shall be proposed by the Board to the AGM as follows:
- a) Executive Committee;
 - b) Finance Committee;
 - c) Government and Industry Relations Committee;
 - d) Communications Committee;
 - e) Membership Committee;
 - f) Governance and Policy Committee;
 - g) Nominating Committee.
- 7.02 Ad Hoc Committees - The Board or Executive may, at any meeting, appoint any Special Committee, name the Chairman and prescribe the terms of reference, and dissolve any Special Committee. The Chairman of each Committee shall be a member of the Board. The Chairman of each Committee shall have the power to add additional members to the Committee.
- 7.03 Meetings - Meetings of any Standing or Special Committee shall be held at such place, time and date as the Chairman of the Committee shall determine.
- 7.04 President Ex-Officio - The President shall be an *ex-officio* voting member of all Committees.
- 7.05 Report to Board - All Standing Committees shall, from time to time, report their activities to the Board and Executive and shall make recommendations directly to the Board on

matters referred to them or falling within their respective fields of interest.

7.06 The Executive shall:

- a) meet at least bi-monthly during the months September through June and otherwise as required;
- b) exercise the powers of the Board given to the Executive reporting all significant action at the next meeting of the Board;
- c) inform and advise the Board on all property matters, as directed;
- d) make recommendations on the purchase of all capital equipment not foreseen in the approved Annual Budget;
- e) study and advise or make recommendations to the Board on any matter as directed by the Board; and,
- f) manage them day to day operations and administration of the Fusion Energy Council of Canada.

7.07 Finance Committee - The Finance Committee shall consist of:

- a) the Chairman, who shall be the Treasurer of the Fusion Energy Council of Canada; and,
- b) two other members as appointed by the Board at the First Meeting of the Board.

The Finance Committee shall:

- a) Meet at the call of the Chairman;
- b) Ensure compliance with all financial matters contained in these bylaws and in particular those matters contained in Article 3;
- c) Recommend to the Board the appointment of Financial Advisers for ratification of the Annual General Meeting, ensuring that the financial advisers are qualified to prepare financial statements in the Province of Alberta as outlined in the Regulated Accounting Professions Act, and that they are independent of the Fusion Energy Council of Canada;
- d) Ensure that annual financial statements are prepared and reviewed;
- e) Meet with the financial advisers to receive the financial statements and to discuss the findings of the financial advisers. These findings shall include, at a minimum. disclosure of:
 - Significant weaknesses in internal control, including management's comments;
 - Illegal or possibly illegal acts and evidence indicating that they may have occurred;
 - Fraud or possible fraud and evidence that it may have occurred;
 - Related party transactions which are not in the normal course of operations and/or involve significant judgment by management concerning measurement or disclosure;
 - Significant accounting policies including changes;
 - Management's judgment and estimates; and,
 - Significant unadjusted misstatements.
- f) Report to the Board on the financial statements, together with any recommendations as to required actions;

- g) Ensure that financial statements are submitted to the Annual General Meeting;
- h) Ensure that financial statements are reviewed by the Treasurer and distributed and reported to the Board at such frequency as may be decided upon by the Board;
- i) Ensure that an annual budget is prepared no later than one month prior to the beginning of the next fiscal year, review the budget, and make recommendation to the Board on the adoption of the budget; and.
- j) Make recommendations to the Board on any financial matters that come to their attention.

Article Eight - Policy

- 8.01 Establishing Policy - Resolutions become policy of the Fusion Energy Council of Canada when approved by a majority of those attending the Annual General Meeting, or a Special General Meeting of the Fusion Energy Council of Canada.
- 8.02 Interim Policy - Notwithstanding Article 8.01, the Executive is empowered by the Board, between Annual General Meetings, to make policy submissions of its own on emergent issues to the provincial or federal governments, provided that such submissions are not inconsistent with existing policy.

Article Nine - Miscellaneous Provisions

- 9.01 Amendment of Bylaws - The bylaws and objects of the Fusion Energy Council of Canada shall not be rescinded, altered or added to except by special resolution of the Members.
- 9.02 Executive Director/CEO - An Executive Director/CEO may be appointed, or dismissed by the Executive Committee, and if appointed, shall be the Chief Executive Officer of the Fusion Energy Council of Canada.

The Executive Director/CEO shall:

- a) be responsible to the Board for the Administration, organization and management of the Fusion Energy Council of Canada in accordance with policies established by the Board;
- b) attend all meetings of the Members, the Board, Executive, and of other committees as required, and shall keep records of the proceedings of all such meetings;
- c) supervise all employees of the Fusion Energy Council of Canada;
- d) under the direction of the President or Treasurer, be responsible for the safekeeping of Fusion Energy Council of Canada funds and for the payment of all salaries and amounts due and owing by the Fusion Energy Council of Canada which fall within the purview and scope of the approved Annual Budget or otherwise as may be established from time to time by resolution of the Board;
- e) report to the Board any matter about which it should have knowledge;
- f) retain custody and use of the corporate seal;
- g) do all other things requested by the President and authorized by the Board or Executive that pertain to the activities of the Fusion Energy Council of Canada,
- h) serve as Secretary of the Fusion Energy Council of Canada; and,

- i) guide the Fusion Energy Council of Canada with respect to these bylaws.
- 9.03 Spokesperson – No public statement of Fusion Energy Council of Canada policy may be made by any person other than the President, or in his absence, a person who has been designated by the President or is properly acting in his stead.
- 9.04 Conflict of Interest - No Director or Officer shall enter into any business arrangement in which he has direct or indirect interest with the Fusion Energy Council of Canada except on a competitive basis and having declared any interest therein, he shall refrain from voting thereon but may participate in discussion thereof.
- 9.05 Impartiality - The Fusion Energy Council of Canada shall be nonsectarian and shall not promote or seek to advance, nor shall it adopt views or policies against any religious or ethnic group. The Fusion Energy Council of Canada shall not lend its support to or work against any candidate for any public office.
- 9.06 Indemnity of Directors and Officers - Every Director or Officer of the Fusion Energy Council of Canada or other person acting in good faith who has undertaken or is about to undertake any liability on behalf of the Fusion Energy Council of Canada 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 Fusion Energy Council of Canada from and against: all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office.
- 9.07 Protection of Directors and Officers - No Director or Officer for the time being of the Fusion Energy Council of Canada shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act of conformity or for any loss, damage or expense happening to the Fusion Energy Council of Canada or for or on behalf of the Fusion Energy Council of Canada or for the insufficiency or deficiency of any security in or upon which any of the monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through the own wrongful and willful neglect or default.
- 9.08 Remuneration of Directors and Officers - The Directors or Officers may be paid out of the funds of the Fusion Energy Council of Canada by way of indemnification for expenses incurred incidental to the services as Directors or Officers, such reasonable sums as the Board may determine, but no Directors or Officer shall be paid any salary, wages or compensation for acting as a Director or Officer; provided, however, that nothing herein shall limited the right of the Fusion Energy Council of Canada to pay salary, wages, bonus or other compensation or payment to any Director or Officer for service other than as a Director or Officer or for the transfer of assets or property to the Fusion Energy Council of Canada.
- 9.09 Electronic Meetings - A meeting of the Executive or any Committee may be held by electronic means at the discretion of the Chairman. In emergency situations where the

Chairman does not feel the issue requires full discussion, a matter may be decided by a telephone or electronic mail poll conducted of all the Members of the Executive or Committee as the case may be. A motion so passed shall be ratified at the next meeting of the Executive or Committee as the case may be.

- 9.10 Whenever, under the provision of the bylaws of the Fusion Energy Council of Canada, notice is required to be given, and these bylaws do not specify a particular method or time of such notice, such notice may be given by e-mail, mail, fax or phone addressed to the Director, Officer or member at his or their address as appears on the books of the Fusion Energy Council of Canada. For the purpose of sending any notice the address of any Director, Officer or member shall be his last address as recorded on the books of the Fusion Energy Council of Canada. No accidental error or omission in giving notice of any meeting or any adjourned meeting of the Directors or the members of the Fusion Energy Council of Canada shall invalidate such meeting or make void any proceedings taken thereat and any Director or member may, at any time, waive notice of such proceedings taken or had thereat.