

**INTELLECTUAL PROPERTY INSTITUTE OF CANADA
INSTITUT DE LA PROPRIÉTÉ INTELLECTUELLE DU CANADA**

(the “Institute”)

CONSTITUTION AND BY-LAW NO. 1

CONSTITUTION

The Intellectual Property Institute of Canada / Institut de la propriété intellectuelle du Canada (formerly known as the Patent and Trademark Institute of Canada / Institut canadien des brevets et marques) was founded in 1926 by a group of Canadians professionally interested in intellectual property. It was incorporated under the laws of Canada by Letters Patent and Supplementary Letters Patent issued in 1935, 1957, 1979 and 1999. Its objectives are:

- (a) To represent the interests of Canadian intellectual property practitioners;
- (b) To influence the development of intellectual property laws to the extent they impact intellectual property matters in Canada;
- (c) To be the recognized and visible authority on Canadian intellectual property law and practice;
- (d) To ensure high levels of knowledge, training and ethics in Canadian intellectual property practitioners;
- (e) To increase the level of intellectual property business in the Canadian economy.

BY-LAW NO. 1

DEFINITIONS

In this By-law and any other By-law of the Institute, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**By-law**” means this by-law and any other by-law of the Institute as amended and which are, from time to time, in force and effect;

“**Council**” means the board of directors of the Institute;

“**Councillor**” means a director of the Institute;

“**Officer**” means a director of the Institute who occupies the office of President, Vice-President, Secretary or Treasurer;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1. MEMBERSHIP

(a) Classes of Membership

The membership of the Institute shall be limited to individuals who are at least 18 years of age, who have a genuine interest in the objectives of the Institute, and who are otherwise qualified to be members and are admitted to membership by resolution of Council in the appropriate category under the By-laws of the Institute. Membership shall be composed of the following classes of members:

- i. Members of Distinction
- ii. Honorary Members
- iii. Fellows
- iv. Associates
- v. Affiliates
- vi. Student Members
- vii. Emeritus Members
- viii. Academics

and admission shall be by application except in the case of Members of Distinction and Honorary Members.

Applications for membership shall be processed in accordance with section 5 of this By-law.

Fellows and Associates shall be entitled to full voting rights at General Meetings. Only Fellows may serve as Officers of the Institute, but Associates shall be entitled to serve as Councillors, as further provided in the By-laws. Members who are not Fellows and not Associates shall be entitled to attend General Meetings, but shall not be entitled to vote, and shall not be entitled to serve as Officers or as Councillors.

(b) Members of Distinction

An individual who will reflect honour and credit upon the Institute may be awarded the title of Member of Distinction if he or she is or has been a member of IPIC. Awarding such Membership shall require a resolution by Council after consideration of nominations submitted by the members of the Institute. Members of Distinction shall pay no entrance or other fee but in all other respects shall be subject to the By-laws and Regulations of the Institute. Members of Distinction who have at any time been Fellows shall be deemed for all purposes of the By-laws, except the payment of fees, to be Fellows.

(c) Honorary Members

An individual who will reflect honour and credit upon the Institute may be awarded the title of Honorary Member if he or she is not or has not been a member of IPIC. Awarding such Membership shall require a resolution by Council after consideration of nominations submitted by the members of the Institute. Honorary Members shall pay no entrance or other fee but in all other respects shall be subject to the By-laws and Regulations of the Institute.

(d) Fellows

An applicant for admission as a Fellow shall:

- i. be a resident of Canada;
- ii. have been:
 - a) an Associate for at least seven years; or

b) eligible to have been an Associate for at least seven years, during which time the applicant was either an Associate or an Affiliate; and,

iii. as his or her principal occupation, have been engaged in Canada for at least seven years in one or a combination of :

a) practice as a patent agent, while being registered as such with the Canadian Patent Office and while being a resident of Canada;

b) practice as a trade-mark agent, while being registered as such with the Canadian Trade-marks Office and while being a resident of Canada; or,

c) other practice in the fields of patent, trade-mark, industrial design or copyright law, as a barrister or solicitor or equivalent qualified in any province of Canada.

(e) Associates

An applicant for admission as an Associate, shall be a resident of Canada, and shall have been engaged in Canada for the period indicated below as his or her principal occupation, in one or a combination of

i. patent practice for at least two years, eighteen months of which shall have been under the personal direction and supervision of a person registered to practice as a resident of Canada before the Canadian Patent Office, unless the applicant shall, at the time of application, be registered as a resident of Canada to practice before the Canadian Patent Office in which case no evidence of such personal supervision and direction shall be required;

ii. trade-mark practice for at least two years, eighteen months of which shall have been under the personal direction and supervision of a person registered as a resident of Canada to practice before the Canadian Trade-marks Office, unless the applicant shall, at the time of application, be registered as a resident of Canada to practice before the Canadian Trade-marks Office in which case no evidence of such personal supervision and direction shall be required;

iii. other practice for at least two years in the fields of patent, trade-mark, industrial design or copyright law, as a barrister or solicitor or equivalent qualified in any province of Canada.

(f) Discretion as to paragraphs (d) and (e)

i. In the case of an application for admission as a Fellow or Associate, where the applicant, for a substantially longer period than that specified in respect of principal occupation in paragraphs (d) or (e) respectively of section 1 of this By-law, has been prominent in patent, trade-mark, industrial design or copyright practice, Council in its discretion may waive the application of the words "as his or her principal occupation" appearing in such paragraphs.

ii. In the case of an application for admission as a Fellow or Associate by a person who had previously been a member of the same class but who before the coming into force of this By-law had been obliged to relinquish membership in such class because of loss of the qualifications by virtue of which he or she had been admitted to such class, Council in its discretion may accept the application notwithstanding the provisions of paragraphs (d) and (e) of section 1 of this By-law.

(g) Affiliates

An applicant for admission as an Affiliate shall establish to the satisfaction of Council that he or she is interested in the objects of the Institute.

(h) Emeritus Members

An applicant for admission as an Emeritus Member;

i. shall have been a Fellow or an Associate;

- ii. shall have been a member for at least twenty years;
 - iii. shall be fully retired from patent, trade-mark, industrial design and copyright practice; and
 - iv. shall satisfy Council that he or she will utilize materials sent to him or her by the Institute for his or her own personal use only, as distinguished from professional or other use;
- provided that if the applicant is substantially, although not fully, retired Council in its discretion may accept the application of such person as an Emeritus Member and waive the requirements of subparagraphs (iii) and (iv).

(i) Transitional provision

Any application for admission or transfer pending at the time of coming into force of this By-law may be accepted under the provisions of either this By-law or the By-law in force at the time of application, whichever is more favourable to the applicant.

(j) Student Members

An applicant for admission as a Student Member shall be a resident of Canada, and shall

- i. establish to the satisfaction of Council that he or she is interested in the objects of the Institute; and
- ii. (A) be enrolled as a full-time student in a university or college in any one of the provinces or territories of Canada; or

(B) be a student-at-law in good standing with the regulations of the Bar of any province or territory of Canada or with the regulations of the Chamber of Notaries of the Province of Québec

(k) Academics

An applicant for admission as an Academic shall be a resident of Canada, and shall

- i. establish to the satisfaction of Council that he or she is interested in the objects of the Institute; and
- ii. be engaged full-time as a member of a faculty of a university or a college in any one of the provinces or territories of Canada.

(l) Amendments

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to section 1 of this By-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l), or (m) of the Act.

2. USE OF TITLES

An Affiliate shall not designate himself or herself as a member of the Institute on any letterhead or in any professional notice. If any other member shall have occasion to designate himself or herself as a member of the Institute on any letterhead or in any professional notice, he or she shall state the class of membership he or she holds and may do so by the use of an abbreviated title as follows:

Member of Distinction	Dist. I.P.I.C.
Honorary Member	Hon. I.P.I.C.
Fellow	F.I.P.I.C.
Associate	A.I.P.I.C.
Emeritus Member	E.I.P.I.C.

3. EFFECT OF CHANGE IN QUALIFICATIONS

A member's loss of the qualifications by virtue of which he or she was admitted to a class of membership shall not in itself result in his or her loss of membership in that class.

4. STATUS OF MEMBERS UNDER AMENDED BY-LAW

Every member at the date on which this By-law comes into force, shall, except as is otherwise provided herein, remain a member under this By-law in the class of membership of the same name.

5. ADMISSION AND TRANSFER OF MEMBERS

(a) An application for admission or for transfer between the classes of membership, shall be presented to the Secretary for consideration by Council and shall set forth, over the applicant's signature, such details as shall be necessary to establish to the satisfaction of Council that applicant meets the requirements of the class of membership applied for, and shall include applicant's undertaking to adhere to the By-laws and Code of Ethics of the Institute as amended from time to time, if admitted. Any other information required to assist Council in determining the applicant's eligibility shall be furnished by the applicant on the Secretary's request. An applicant for transfer to membership as a Fellow shall give as references the names of at least two Fellows. No references shall be required in the case of an application for admission to classes of membership other than Fellow.

(b) Notwithstanding the provisions of section 3 a member admitted as a Student or Academic shall be required to confirm annually to the Institute that the member continues to qualify for the relevant class of membership, as set forth in section 1, failing which the member shall be automatically transferred to Affiliate membership, and shall be required thereafter to pay the annual fee imposed on Affiliate Members.

6. APPROVAL OF APPLICATIONS

An application for membership or for transfer from one class of membership to another becomes effective once all conditions specified in the Institute's By-laws have been met and such application has been approved by Council.

7. FEES

(a) Each member shall pay such entrance fee and such annual fee as shall be prescribed for his or her class of membership by a resolution of the voting members at a General Meeting, which resolution shall, in the case of a meeting be carried by at least two-thirds of the votes cast and, in the case of a mail vote, by a majority of the voting members. The annual fee shall become due on January 1st of each year.

(b) An applicant for admission shall remit with his or her application the entrance fee and the annual fee for the current year, the amount of such fees being refundable to the applicant in the event that he or she is not admitted to membership. The annual fee for the year of application may be pro-rated according to a schedule established by Council and the date of application.

(c) An applicant for transfer from his or her class of membership to a class having a higher entrance fee shall remit with his or her application a transfer fee equivalent to the sum of:

i. the difference between the entrance fees for the two classes, and

ii. the difference between the annual fees for the two classes. Whenever an applicant for transfer is transferred after October 1st in any year no increase in annual fee for that year shall be required of the applicant and such portion of the fee submitted with the application as represents the difference between the annual fees for the two classes of membership shall be refunded to the applicant, or alternatively, shall be credited to the following year.

(d) If a member is in default of payment of membership fees at March 1st of any year the Secretary shall send a notice of such default to such member, and if the member remains in default two months after the mailing of such notice membership shall be considered to have terminated forthwith. Notice of such termination shall be sent by the Secretary to the member. On request and on payment of the fees in arrears, together with such reinstatement fee as Council may prescribe, the member shall be reinstated, provided such request and fees are received by Council no later than the end of the calendar year in which the termination occurred. After the end of that calendar year, a new application shall be required for re-admission of the member.

(e) Council, at its discretion, may reduce or waive the fees of a member in any category for a period of time defined by Council, if Council deems that the member's ability to pay the fees is negatively affected, due to illness, loss of employment, parental leave, or such other reasons that Council deems appropriate for such reduction or waiver.

8. WITHDRAWAL OF MEMBERS

Any member may retire from the Institute at any time by written notice to that effect delivered to the Secretary, but such retirement shall not relieve the member from any obligation to pay any outstanding fee. A retiring member shall not be entitled to any refund of fees.

9. SEAL

The Secretary shall have the custody of the Corporate Seal and may certify under seal any and all documents issued by the Institute.

10. COUNCIL

(a) Officers

The Officers of the Institute shall be Fellows of the Institute and shall comprise a President, a Vice-President, a Secretary, and a Treasurer. Only Fellows shall be entitled to be nominated, elected and continue to serve as Officers of the Institute.

(b) Composition of Council

The Council of the Institute shall consist of the officers identified in paragraph (a) and not less than three and not more than six Councillors as may be prescribed by Council by regulation, provided that such regulation shall take effect only when approved by a resolution of the members entitled to vote thereon, and provided that in the absence of any such regulation the number of Councillors shall be five. Only Fellows or Associates may hold the position of Councillor.

(c) Maximum Term of Office on Council

No Councillor shall serve consecutively more than two one-year terms as such.

(d) Duty of Council

It shall be the duty of Council to carry on the work of the Institute according to the Objects, By-laws, Code of Ethics, and Regulations of the Institute.

(e) Elections

Officers and Councillors shall be elected by resolution at the Annual General Meeting to hold office from the close of such Meeting until the close of the Annual General Meeting at which their successors are elected. In the case of a vacancy occurring in Council, the remaining members of Council shall forthwith elect a Fellow or Associate, as the case may require, to fill such vacancy. The Council may, if the number of Councillors

elected at an Annual General Meeting is less than the number of Councillors prescribed by Council, appoint one or more additional Councillors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting, but the total number of Councillors so appointed may not exceed one-third of the number of Councillors elected by the members at the previous Annual General Meeting.

(f) Nominating Committee

At least two months prior to the Annual General Meeting, Council shall appoint a Nominating Committee to nominate a slate of Officers and Councillors for the coming Council year. The report of the Nominating Committee shall be included in the notice of the Annual General Meeting.

(g) Other Nominations

Nominations by the Nominating Committee shall not preclude nominations by motion at the Annual General Meeting, but written notice of any such motion shall be filed with the Secretary at least five days before the Annual General Meeting.

(h) Cessation of Office

Any Officer shall automatically cease to hold office upon ceasing to be a Fellow. Any Councillor shall automatically cease to hold office upon ceasing to be a Fellow or Associate. Any member of Council may be removed from office, with or without cause, by resolution of the voting members at a General Meeting following due notice of such resolution to the voting members. Such resolution shall, in the case of a vote at a meeting, be carried by at least two-thirds of the votes cast, and in the case of a mail vote, by a majority of the voting members.

11. COUNCIL MEETINGS

Meetings of Council shall be held at the call of the President or on the written request of three members of Council. Except as otherwise provided in the By-laws or Regulations, any matter requiring to be dealt with by Council may be dealt with by mail, fax or electronic means. A majority of members of Council shall constitute a quorum for any meeting of Council. Except as otherwise provided in the By-laws or in a Regulation pursuant to section 25(a) in respect of a Code of Ethics, a resolution of Council shall, in the case of a meeting, be carried by a majority of the votes cast and, in the case of a mail vote, by a majority of Council. A member of Council may, if all members of Council are in agreement and have provided their consent, participate in a meeting of Council or of a committee of Council using telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A member of Council participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

Notice of the time and place for the holding of a meeting of Council shall be given to every member of Council not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the members of Council are present, and none objects to the holding of a meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Council shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

12. GENERAL MEETINGS

- (a) The Annual General Meeting shall be held at such time on such day or days in each year as Council decides.
- (b) Meetings of the members may be held at any place within Canada determined by Council or, if all of the members entitled to vote at such meeting so agree, outside Canada, or as otherwise may be permitted by the Act.

- (c) A member may only participate in a meeting of members in person or by proxy; participation by electronic, telephonic, or other means of communication is not permitted.
- (d) A Special General Meeting shall be held at the call of Council or on the written request of ten voting members at such time, on such day or days and at such place as Council decides. In this By-Law the expression "Special General Meeting" shall include a Special General Meeting of a particular class or particular classes of membership.
- (e) Notice of every Annual General Meeting or Special General Meeting, stating the day, hour and place of the meeting and the general nature of the business to be transacted at such meeting (including any resolutions which fall within the jurisdiction of the voting members and which had been initiated by the Council or by voting members for consideration at such meeting), shall be given no less than 21 days in any case and no more than 35 days in advance if by telephonic, electronic or other communication facility or 60 days if by mail, courier or personal delivery and
 - i. in the case of an Annual General Meeting, be sent to every member, every member of Council, and the auditor; and
 - ii. in the case of a Special General Meeting, be sent to at least every member entitled to vote thereat, every member of Council, and the auditor.
- (f) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Institute to change the manner of giving notice to members entitled to vote at a meeting of members.

13. ERRORS AND OMISSIONS

The accidental omission to give any notice to any member, Councillor, Officer or auditor, or the non-receipt of any notice by any such person where the Institute has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

14. QUORUM

The participation of at least fifty (50) members entitled to vote, of which at least forty (40) are in person, shall constitute a quorum at any General Meeting for the transaction of any business.

15. ENTITLEMENT TO VOTE

Only Fellows and Associates, not under suspension, shall have voting rights at General Meetings in all the affairs of the Institute where a Membership vote is required.

16. VOTING

Any motion which falls within the jurisdiction of the voting members may be voted on at a General Meeting or by a mailed ballot conducted by Council. Except as otherwise provided in this By-law a resolution shall, in the case of a General Meeting, be carried by a majority of the votes cast and, in the case of a mail vote, by a majority of the members entitled to vote. At a General Meeting a vote shall be taken by a show of hands, without regard to any proxy, unless a demand for a poll is made by a person entitled to vote. A resolution voted on at a General Meeting shall only be binding if it falls within the jurisdiction of the voting members and if notice thereof had been given in accordance with section 12(e). Any other resolutions adopted at a General Meeting shall be advisory.

17. PROXIES

At any General Meeting, a voting member unable to be present may be represented for voting purposes by another voting member, provided a proxy, signed by the absent voting member, is filed with the Secretary before any vote is cast under its authority. No voting member shall be entitled to hold more than five proxies.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment of the By-Laws of the Institute to change this method of voting by members not in attendance at a meeting of members.

18. ANNUAL FINANCIAL STATEMENTS

The Institute may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available on the website of the Institute. Any member may, on request, obtain a copy free of charge at the Institute's office or by mail.

19. PRESIDENT

It shall be the duty of the President to preside at all meetings of Council and General Meetings and to have general supervision over the affairs of the Institute. Upon being delegated by or in the absence of the President, the Vice-President shall perform the duties of the President, and in the absence of both the President and the Vice-President, a member of Council designated by Council shall perform the duties of the President.

20. SECRETARY

The Secretary shall be responsible for giving notices; keeping the corporate seal; keeping records of all meetings of the members and Council; signing of minutes; and, such other duties as may from time to time be assigned by resolution of Council. The duties of the Secretary may be delegated by Council to the Executive Director.

21. TREASURER

The Treasurer shall receive all moneys due to the Institute and shall pay such sums as may be directed by Council. The Treasurer shall keep an account of all receipts and expenditures and shall produce the accounts at any meetings of Council if so required by Council. The accounts shall be audited annually. The duties of the Treasurer may be delegated by Council to the Executive Director.

22. EXECUTIVE DIRECTOR

An Executive Director may be engaged on such terms as Council may decide and need not necessarily be a member of the Institute. The Executive Director shall be the executive officer of the Institute under the direction of the President and Council.

The Executive Director shall be accountable to Council for the proper and legal conduct of the day to day business of the Institute according to the policies from time to time established by Council. The Executive Director shall be responsible for the organization of the work of the Institute and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by Council. The Executive Director shall carry out such duties including any of those set forth in sections 20 and 21 as Council shall direct.

23. AUDITOR

Upon resolution passed at each Annual General Meeting, Council shall appoint as auditor such Chartered Accountant or Certified Public Accountant as shall be named in such resolution to serve until the next Annual General Meeting and the Treasurer shall present at such next Annual General Meeting an annual report prepared by such auditor including a balance sheet and a statement whether in the opinion of the auditor such balance sheet gives a true and correct view of the state of the Institute's financial affairs.

24. FISCAL YEAR

The fiscal year shall end on the 30th day of April of each year.

25. REGULATIONS

(a) Subject to section 7(a) relating to membership fees, Council may, by resolution of at least two-thirds of its members, make, repeal or amend such Regulations not inconsistent with the Constitution and By-laws of the Institute as may be deemed necessary or expedient, including a Code of Ethics (which may prescribe acts and omissions which are deemed to be breaches of the Code of Ethics and provide for the disciplining by admonishment, reprimand, suspension or expulsion of members who commit such acts or omissions).

(b) All Regulations in force at the time this By-law comes into effect shall continue in force until amended, or repealed pursuant to this By-law.

(c) No Regulation pursuant to paragraph (a) of this section and relating to a Code of Ethics shall take effect until approved by a resolution of the voting members at a General Meeting. Such resolution shall, in the case of a General Meeting, be carried by at least two-thirds of the votes cast, and, in the case of a mail vote, by a majority of the voting members, provided that on such a mail vote not more than five per cent (5%) of the voting members vote against the resolution.

(d) Provided that the approval required by paragraph (c) of this section has been obtained whenever applicable, all Regulations and the repeal and amendment thereof shall take effect at such time as Council may stipulate allowing a reasonable period of notice to the members, if Council deems it necessary.

(e) Any Regulation or any amendment thereof may be repealed and any repeal of a Regulation or any amendment thereof may be rescinded by resolution at a General Meeting. Such resolution shall be carried by at least two-thirds of the votes cast and shall have effect immediately or at a time to be specified in the resolution.

26. RIGHT TO APPEAL

A member who has been admonished, reprimanded, suspended, or expelled by Council, shall have the right to appeal to a General Meeting of the Institute by filing notice of appeal, setting forth the grounds of such appeal, with the Secretary of the Institute within one month after the date of the notification to the member of Council's decision, and such appeal shall be heard at the next General Meeting of the Institute occurring not less than one month subsequent to the filing of such notice of appeal. The admonishment, reprimand, suspension or expulsion, as the case may be, may be overruled by a majority vote of the voting members present and voting at such Meeting.

27. AMENDMENT OF BY-LAWS

Council may from time to time enact new By-laws and repeal, amend or re-enact the By-laws of the Institute, and such enactment, repeal, amendment or re-enactment shall take effect immediately until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the By-law, repeal, amendment, or re-enactment is confirmed or confirmed as amended by the members, it remains in effect in the form in which it was confirmed. The By-law, repeal, amendment, or re-enactment ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-law or section of a By-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

Subsequent to the adoption of a By-law amendment, Council and the Executive Director shall be authorized to make housekeeping changes, including re-numbering other articles or making the wording consistent with any new amendment, provided no intent is altered in any way.

Upon the enactment of this By-law, all previous By-laws of the Institute shall be repealed. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Institute obtained pursuant to, any such By-law prior to its repeal. All directors, officers, and person acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the members and of the Council with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.

28. PUBLICATIONS

A report of the proceedings of the Annual General Meeting, and such reports of other activities of the Institute as Council may decide, shall be made available to the members in printed or electronic form. Any other report of activities of the Institute which deals with Institute business, such as unpublished committee reports to Council, proceedings of Council meetings, or the like, which Council decides to make available to certain members, shall be deemed to be a private and confidential communication to the member or members receiving it and shall not be disclosed to other members or non-members without the written permission of the Secretary.

29. OFFICIAL LANGUAGES

English and French are the official languages of the Institute. Either may be used by any member in the deliberations and correspondence of the Institute; and simultaneous translation may be provided at all meetings of the Institute, and both of those languages may be used in the publications of the Institute when, in the opinion of Council, such provision and use appear to justify the necessary expense.

30. INDEMNITY

All members of Council of the Institute and their respective heirs, executors and administrators, and estate and effects shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Institute from and against all costs, charges, damages and expenses which they or any of them sustains or incurs in or about any action, suit or proceedings brought, commenced or prosecuted against them or any of them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them or any of them, in or about the execution of the duties of Council, except such costs, charges, damages or expenses as are occasioned by wilful neglect or wilful default of any such member.