

# **GENERAL BY-LAWS**

**of**

**The Federation of Community Power Co-Operatives Inc.  
(FCPC)**

**as**

**Incorporated under the *Co-operative Corporations Act***

***April 21, 2013***

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By-laws relating generally to the  
conduct of the affairs of the

## **Federation of Community Power Cooperatives**

11 March 2013 (v 1.0)

1. In the by-laws of the Federation,
  - a. **Act** means the *Co-operative Corporations Act* of Ontario, and regulations made under the Act, as the same may be amended or substituted from time to time;
  - b. **Federation** means the Federation of Community Power Co-operatives (FCPC);
  - c. **Board** means the board of directors of the Federation;
  - d. **Director** means a person who has been appointed or elected to the office of director of the Federation in accordance with the provisions of the by-laws of the Federation; and
  - e. **Member** means a Member in good standing of the Federation determined and enrolled as such in accordance with the by-laws of the Federation.
  - f. **CP**: Community power
  - g. **WG**: Working Group

The following is enacted as By-law 1 of Federation of Community Co-operatives Inc. (the FCPC):

### **1.0 REQUIREMENTS OF CO-OPERATIVE CORPORATIONS ACT**

1.1 **Act to Govern** - The affairs of the Co-operative will be governed by and conducted in accordance with the *Co-operative Corporations Act* of Ontario (the *Act*). Certain provisions of that *Act* relate to various matters not dealt with in the by-laws of the Co-operative and should be consulted where appropriate. If any conflict arises between the mandatory provisions of the *Act* and the by-laws of the Co-operative, such provisions of the *Act* shall govern.

1.2 **Documents to be Kept** - Pursuant to the *Act*, copies of the following documents shall be kept at the head office of the Co-operative:

- a copy of the Articles of Incorporation;
- all by-laws;
- a register of members and security holders in which is set out the information required by the *Act* (Section 114, paragraph 3 of the *Act*);
- a register of directors in which is set out the names and resident addresses while directors, including the street and number, if any, of all persons who are or who have been directors of the Co-operative with the several dates on which they have become or ceased to be directors;
- all accounting books and documents (Section 114, paragraph 5 of the *Act*);
- the minutes of all meetings of members, directors and any executive or other committee; and
- a register of transfers of securities.

These records shall be available for examination by any director and, with the exception of accounting records and minutes of proceedings at meetings of directors and any committee, by members and creditors or their agents or personal representatives during normal business hours for purposes consistent with the good faith exercise of membership rights and responsibilities in the Co-operative.

## **2.0 PURPOSES OF THE ASSOCIATION**

The FCPC is a province-wide umbrella organization for community power co-ops in Ontario (i.e. renewable energy co-ops as defined under the Co-op Act and other co-operatives generating renewable energy). The FCPC was created to unite, represent and serve the renewable energy co-op community across the province.

The FCPC here in known as the Federation conducts its business according to the International Co-operative Principles, providing leadership, vision, and excellence in member service. The Federation and its participants value co-operation, transparency and integrity in all that it does. One goal of the Federation is to facilitate the sharing of resources, experiences and expertise where practical, between members and like-minded groups to enable the growth of community power projects that benefit the people of Ontario.

Surplus funds of the Federation will be reinvested to support the objectives of the Federation.

## **3.0 MEMBERSHIP**

The membership of the FCPC will be composed of incorporated co-operatives.

3.1 A member must be a co-operative engaged in renewable energy activities or a renewable energy co-operative as defined in the Ontario Co-operative Corporations Act. Unincorporated groups that are planning to become a co-op for the purpose of developing renewable energy are also eligible for membership once they are incorporated.

3.2 The participating co-op must have in its portfolio or be pursuing greater than 50% community ownership in at least one of its projects.

- 3.3 To be a Director of the Federation or sit on any of the Federation Working Groups the individual must represent an eligible co-operative as defined above and the co-op board must nominate the individual to represent them.
- 3.4 Community Power Co-ops or co-ops in the business of renewable energy without a project that has at least 50% community ownership are welcome to participate in certain activities as determined by the Board.
- 3.5 Co-op members shall operate within the frame of to International Co-operative Principles:
1. Voluntary and open membership
  2. Democratic member control
  3. Member economic participation
  4. Autonomy and independence
  5. Education, training, and information
  6. Co-operation among co-operatives
  7. Concern for community
- 3.6 All members will be required to pay an annual due to the Federation to ensure long-term funding of the Federation. The annual fee for members is to be determined by the board of directors.
- 3.7 Associate members – groups and individuals that actively support the Renewable Energy co-op and/or aboriginal power sector may join as associate members with approval of the board but do not have voting rights. Associate members may be asked to participate as advisors on working groups and committees from time to time. The annual fee for members is to be determined by the board of directors.
- 3.8 Suspension or Termination of Membership – Membership of a co-operative may be terminated by resolution of the Board of Directors if the co-operative: fails to pay the annual membership fee established by the Federation; if the member consistently fails to operate within the seven International Co-operative principles or if the member is in conflict with the Federation By-laws.
- 3.9 Agreement to Comply with By-Laws -- Upon becoming a member of the Federation, the member is deemed to have entered into an agreement with the Federation to comply with and be bound by the by-laws of the Federation, as amended from time to time.
- 3.10 Confidentiality -- Upon being admitted to membership in the FCPC, members are deemed to have entered into a confidentiality agreement with the FCPC and shall not disclose to third parties any information pertaining to the Federation which, directly or indirectly,
- could be prejudicial to the interests of the Federation,

- could place the Federation at a competitive disadvantage with respect to existing or potential competitors, or
- could cause material damage to the reputation or image of the Federation or the Federation's products or services,
- could cause damage to the reputation or image of members of the Federation including the Directors,

except for information which is generally known, other than as a result of a disclosure in breach of this paragraph, is rightfully in the possession of a member prior to the date when the information was disclosed to the member by the FCPC, or becomes available to the member on a non-confidential basis from a source which is not prohibited from disclosing such information by a legal, contractual or fiduciary obligation.

## **4.0 GENERAL ASSEMBLY AND MEETINGS**

**4.1 Place of Meeting** -- The meetings of members shall be held in Ontario at such time and place as the Board of Directors determines. Meeting attendance will consist of physical attendance, or electronic attendance via web communication, or conference call.

**4.2 The Agenda** --The agenda of every annual meeting shall include the following:

- Board of Directors' reports;
- Approval of financial statements and the auditor's report;
- Election of Directors;
- Appointment of auditors; and
- The remuneration of the auditors.

**4.3 Power to Call General Meeting** – The Board of Directors will have power to call at any time a meeting of the members of the Federation.

**4.4 Meetings Requested by Members** -- Meetings of the members for any purpose consistent with the *Co-operative Corporations Act* or the FCPC's bylaws must be called by the Board of Directors upon the request, in writing, of at least 10% of the members.

**4.5 Notice of Members' Meetings** -- Notice of the time and place of every members' meeting shall be given to each member by sending the notice by prepaid mail, fax or electronic mail to members 10 business days before the time fixed for the holding of such meeting. The notice shall include a summary of the matters to be considered at the meeting.

**4.6 Errors In Notice, Membership Meetings** -- 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 FCPC will invalidate that meeting or make void any decisions made at it and any member may at any time give up her or his right to notice of any such meeting and may approve and confirm any or all decisions

made at it. For the purpose of sending notice to any member, for any meeting or otherwise, her/his address is the last address (including email, fax or electronic address) recorded on the books of the Federation.

- 4.7 Adjournments** -- Any meeting of members may be adjourned and reconvened at any time to deal with matters which might have been considered at the adjourned meeting. Notice as described in these Bylaws is required for any such reconvened meeting.
- 4.8 Voting** -- When motions are voted on each member shall be entitled to 1 vote on each motion arising at any meeting of the members. If there is a tie, the motion shall not pass.
- 4.9 Voting Procedure** -- Unless a ballot is requested by a member, a declaration of the hands counted by the Chair of the meeting that a decision has been made and recorded in the minutes of the meeting is admissible as evidence that the motion has been approved or not approved by the board. A ballot when required will be taken in the manner the Chair of the meeting decides. The result of the ballot will be the decision of the Federation in general meeting on the matter. No proxy voting will be allowed at member meetings.
- 4.10 Conduct of Meetings** -- Meetings of members shall be conducted under Robert's Rules of Order Newly Revised.

## **5.0 BOARD OF DIRECTORS**

The Board of Directors should, as much as possible, reflect the diversity within the sector, ideally with representation from co-ops that have experience with the key barriers and who have the contacts and resources to move those issues along collectively, while still representing diverse technologies and geographies. As the FCPC evolves so will the sector's challenges and the Board should evolve to reflect that. A rotating participation is instituted so 2 board members are replaced each year.

**Responsibilities** -- The Board of Directors oversees the broad management of the FCPC, setting general policies that govern the membership, operations and objectives of the Federation. The Board of Directors also determines the eligibility of community co-operatives, ensures that Working Groups are meeting their purpose and expectations, and liaises with other community and aboriginal power organizations. The Board of Directors also examines community power co-ops wishing to join the FCPC and determines eligibility.

**Board size** - The Board of Directors is composed of a minimum of four (4) and a maximum of nine (9) individuals, whom shall be nominated by a qualified Co-op and elected at the Annual General Meeting.



**5.1 Qualification of Directors** – To run as a director a person must be 18 years of age or older, be mentally competent pursuant to the act, be nominated by a member co-op to run in the AGM election of officers as a board member. Anyone who is an un-discharged bankrupt cannot be a Director. A candidate for a Director position must be either present at the meeting where the election is held or consent to be part of the Board of Directors within 10 days of the election.

**5.2 Board Elections** -- The President and the Board of Directors of the FCPC shall be elected at the annual general meeting. The Vice President, Secretary and Treasurer shall be appointed by the elected board. The board members and the president shall retire in rotation. At the first annual meeting of members for the election of Directors following the coming into force of this bylaw, two Directors shall be elected for a term ending at the next annual meeting of members, two Directors shall be elected for a term ending at the second next annual meeting of members, and two Directors and the president shall be elected for a term of three years ending at the third next annual meeting of members.

**5.3 Terms** –At each succeeding annual meeting of members, Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office for a term of ending at the third annual meeting of members after their election. When a Board of Directors decision amends the size of the board, the terms of continuing Directors shall not be changed, new Directors shall be appointed by the Board of Directors to serve until the next annual meeting of members when they shall be confirmed for a term consistent with the rotation schedule above, and reductions shall be accommodated when the rotation schedule above allows. Board members can run following for successive terms.

**5.4 Removal of Members** -- The members can remove any Director before the end of his/her term. Notice that a motion made to remove a Director must be included in the notice for the members' meeting. This motion must be passed by a two-thirds vote of the board. The Board of Directors may recommend that the members remove a Director, if he/she:

- Has not carried out the responsibilities of a Director;
- Has acted in a manner contrary to the best interests or objects or policies of the Federation; or
- Ceases to have the qualifications to be a Director.

**5.5 Automatically Vacated** -- The office of a Director shall be automatically vacated if:

- He/she is absent from 3 consecutive board meetings without leave of the Board;
- He/she resigns his or their office by delivering a written resignation to the president or secretary of the Federation;
- If he/she becomes bankrupt or suspends payment or compounds with his/her creditors; or

- On his/her death.

- 5.6 Resignation** – Directors may resign by submitting a resignation in writing to the President or Secretary, and it will take effect upon receipt.
- 5.7 Vacancy** -- When a vacancy occurs on the Board of Directors pursuant to paragraphs 5.4, 5.5 or 5.6, the Directors may call a members' meeting to fill it, or may appoint a member to complete the term of that Director.
- 5.8 Time and Place of Meeting** -- The Board of Directors may hold its meetings at such place as the Directors decide this includes electronic meetings. Directors' meetings may be formally called by the president or vice-president, or by the secretary on written request of the president, vice-president, or any of 2 Directors.
- 5.9 Notice of Meeting** -- Notice of meetings shall be delivered, telephoned or transmitted by fax or electronic mail to each Directors not less than 2 days before the meeting is to take place or shall be mailed to each Directors not less than 5 days before the meeting is to take place. The statutory declaration of the secretary or vice-president or president that notice has been given pursuant to this bylaw shall be conclusive evidence of the giving of such notice. The board may appoint a day in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice immediately following the annual meeting of members of the Federation; or if all Directors are present.
- 5.10 Errors in And Waiver of Notice of Directors' Meeting** -- No error or omission in giving notice for a Directors' meeting will invalidate that meeting or any decision made at it and any Directors may at any time give up her or his right to notice of a meeting and may approve of any or all decisions made at it.
- 5.11 Teleconference Meetings** -- A director may participate in a meeting of the board by means of conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 5.12 Board Decision Making** -- The board will seek to make decisions in the form of recorded motions that are proposed. The board will use a consensus process to make decisions providing that a quorum of the board exist at the meeting. If the decision cannot be made in consensus then the decision will be deferred to a subsequent meeting where a voting with majority quorum will be used to decide the motion. If a delay of the decision can be seen as detrimental, then a separate majority vote to proceed immediately to majority vote can force the decision to be made forthwith.
- 5.13 Quorum of Board Members** -- A quorum for any meeting of Board Members

shall consist of not less than a majority (entitled to vote (50% +1) of the board members. Meetings that are dutifully called and do not have quorum can pass motions providing quorum vote support is achieved following the meeting through a recorded, follow up communication with absent board members and the majority of the board supports the motion.

- 5.14 **Voting** -- A majority vote is needed to make a decision of the Board of Directors. Each Director has one vote. If there is a tie, the motion is defeated. Votes will be by a show of hands, unless a Director requests a ballot or by stating their position clearly if the meeting is by phone, proxy or email.
- 5.15 **Resolutions** -- A statement by the president of the meeting that a decision has been made and recorded in the minutes of the meeting, and approved at a subsequent meeting of Directors, is admissible as proof on its face that the decision was made.
- 5.16 **Proxy Voting** – Voting on motions before or subsequent to meetings will be seen as valid providing the board member is informed about the issue. A pre proxy could take the form of an email to the president indicating the lack of attendance at the meeting and the intended vote. A post proxy could be in the form of a request for indication of intention on the motion by the president to the board member. Both the meeting votes and the proxy votes will be recorded in the minutes of the meeting.
- 5.17 **Meeting Minutes** including any motions will be recorded and sent out to the board within 5 days following the meeting. Previous meeting minutes will be official once approved by the board at a subsequent meeting
- 5.18 **Remuneration of Directors** -- Directors serve without payment of any kind. Board members may be paid reasonable expenses if approved by the board. These expenses must meet any guidelines and limits set by the Board of Directors.
- 5.19 **Conflict of Interest** – *[Refer to Conflict of Interest Policy]* Directors cannot be Federation staff or contract workers of FCPC.
- 5.20 **Grievance processes** Any grievance about compliance with governance, a decision or fellow FCPC member should be brought forward to the Board of Directors. Should the Board of Directors be directly involved in the grievance or conflict, a third party mediator agreed upon by both parties will be assigned.
- 5.21 **By-laws amendment procedure.** Any by-law of the Federation may be adopted by a decision of the Board of Directors. All by-law changes proposed will be included in the notice of the meeting at which the change will be decided upon. A bylaw passed by the Directors is of no force until it is confirmed by a two-thirds of the votes cast at a members meeting.

## 6.0 Board Operations

- 6.1 **Indemnity** -- Subject to paragraph 4.22 of these by-laws, every director and officer of the Federation and his/her heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Federation from and against,
- any liability and all costs, charges and expenses that she/he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against her/him for or in respect of anything done or permitted by her/him in respect of the execution of the duties of office; and
- all other approved costs, charges and expenses that she/he sustains or incurs in respect of the affairs of the Federation.
- 6.2 **Limitation of Indemnity** -- No director or officer of the Federation shall be indemnified by the Federation in respect of any liability, costs, charges or expenses that she/he sustains or incurs in or about any action, suit or other proceeding as a result of which she/he is adjudged to be in breach of any duty or responsibility imposed upon her/him under the *Act* or under any other statute unless, in an action brought against her/him in her/his capacity as director or officer, she/he has achieved complete or substantial success as a defendant.
- 6.3 **Insurance** -- The Federation may purchase and maintain insurance for the benefit of its directors and officers.
- 6.4 **Duties of President** -- The President shall, if present, preside at all meetings of members and directors. She/he shall sign all instruments which require her/his signature and shall perform all duties incident to her/his office and shall have such other powers and duties as may from time to time be assigned to her/him, by the directors.
- 6.5 **Duties of Vice-President** -- In the absence or disability or refusal to act of the President, the Vice-President shall be vested with all the powers and she/he shall perform all the duties of the President.
- 6.6 **Duties of Secretary** -- The Secretary shall issue or cause to be issued notices for all meetings of the members and directors when directed to do so, and shall keep or cause to be kept all records required by paragraph 2.2 of these by-laws. She/he signs with the President or other signing officer or officers of the Federation such instruments as require her/his signature and shall perform such other duties as the terms of her/his engagement call for or the directors may from time to time require of her/him.
- 6.7 **Duties of Treasurer** -- The Treasurer shall have the care and custody of all the funds and securities of the Federation and shall deposit the same in the name of the Federation in the financial institutions designated pursuant to paragraph 8.2. She/he shall keep or cause to be kept proper accounting records in accordance with the *Act*. She/he shall at all reasonable times exhibit, or cause to be exhibited,

books and accounts to any director upon application at the office of the Federation during business hours. She/he shall sign such instruments as require her/his signature and shall perform all other duties incident to her/his office or that are properly required of her/him by the directors. She/he shall be required to give such bond as directors may require. No director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Federation to receive any indemnity thereby provided. The Treasurer may delegate any or all of his/her duties to other officers, or to staff of the Federation.

- 6.8 Executive Committee** -- Where the number of directors is more than five, the directors may elect from among their number an executive committee consisting of not fewer than three of whom a majority shall all be resident of Ontario and may delegate to the executive committee any powers of the board of directors, subject to restrictions, if any, imposed from time to time by the directors. A majority of the executive committee shall constitute a quorum.
- 6.9 General Manager** -- The directors may from time to time appoint a general manager who shall not be one of the directors of the Federation and may delegate to her/him full authority to manage and direct the affairs of the Federation (except such matters and duties as by law must be transacted or performed by the directors or by the members in general meeting), and to employ, discharge, and fix wages or salaries of employees of the Federation.
- 6.10 Vacancy** -- An officer's position shall become vacant by reason of death, resignation, disqualification or removal, the directors by resolution may elect or appoint an officer.

## **7.0 FINANCIAL**

- 7.1 Cheques** -- All cheques, drafts or other orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two officers as the directors may from time to time designate.
- 7.2 Banking Arrangements** - The banking business of the Federation shall be transacted in such credit unions or caisses populaires as may from time to time be designated by resolution of the board of directors. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of power as the directors may from time to time prescribe or authorize by resolution.
- 7.3 Custody of Securities** -- All shares and securities owned by the Federation shall be placed for safe keeping (in the name of the Federation) with a credit union, caisses populaires, or the Province of Ontario Savings Office, or with such other corporation as may be determined from time to time by the directors.
- 7.4 Dishonesty** -- For the Federation's protection, either:

a) the Federation may maintain fidelity insurance in such amounts as reasonably protects it against dishonesty of its employees,

b) every officer or employee of the Federation who has charge of or handles money or securities belonging to the Federation may be bonded with a surety company selected by directors for such amounts as may from time to time be prescribed by the directors, but in no case for an amount less than \$1,000.

The directors may prescribe that any other employee or employees of the Federation (whether handling money or securities of the Federation or not) shall be bonded in such an amount as the directors determine.

**7.5 Financial Year** -- The financial year of the Federation shall terminate on the last day of March in each year.

**7.6 Dissolution** -- In the event of dissolution of the Federation, after payment of all its debts and liabilities the remaining property of the Federation shall be paid distributed or disposed to a non-profit co-operative with similar objectives as set out in the Articles.

## **8.0 AUDITORS**

**8.1 Appointment and Remuneration** -- If required by the *Act* (Section 123) the members at each annual meeting shall appoint an auditor, who is familiar with co-operative accounting and practice. The auditor when appointed shall hold office until the next annual meeting, and if an appointment is not made, the auditor in office shall continue until a successor is appointed. The remuneration of the auditor shall be fixed by the directors.

**8.2 Access to Books and Information** -- The auditor shall at all reasonable times have access to the books, accounts and vouchers of the Federation and may require from the directors and officers such information and explanations as may be necessary for the performance of her/his duties.

**8.3 Auditors Report** -- The auditor, if required by the *Act* or the Treasurer, shall make a report to the members on the financial statements to be laid before the Federation at each annual meeting during her/his term of office and shall state in her/his report whether in her/his opinion the financial statement referred to therein presents fairly the financial position of the Federation and the results of its operation for the period under review.

## **9.0 EXECUTION OF DOCUMENTS**

**9.1 Execution of Documents** – Documents including cheques approved in principal by the board and requiring the signature of the Federation will be signed by any two (2) of the directors, officers and/or staff members who have been given signing authority in that particular financial assignment area by the directors. All documents so signed shall be binding upon the Federation without any further authorization or formality. The directors shall have power from time to time by

resolution to appoint any officer or officers, person or persons to sign documents generally or to sign specific contracts, documents and instruments in writing on behalf of the Federation.

**9.2 Corporate Seal** -- The seal of the Federation shall be in the custody of the Secretary or president and may when required, be affixed by her/him or by any officer or officers, person or persons appointed by resolution of the directors to contracts, documents and instruments in writing signed as aforesaid.

End