

Beliefs, Values and By-Law



engineers without borders
ingénieurs sans frontières

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BELIEFS

Injustice must be confronted, and dignity promoted

We believe that change happens when ordinary people stand up to the injustices they see in the world, and fight for the dignity of human beings who they may have never met before, because they are human beings.

“What begins with the failure to uphold the dignity of one life all too often ends with calamity for all” - Kofi Annan

Exceptional people, working together, catalyzing systemic change

We believe that by enabling leaders in multiple countries, organizations and roles, we will be able to amplify the impact of any individual.

“Never doubt that a small group of thoughtful, committed citizens can change the world. Indeed, it is the only thing that ever has” - Margaret Mead

Human development is messy, simple solutions are rare

We believe that the complexity of human development pushes us to work through ambiguity, balancing multiple tensions simultaneously and knowing that attribution will be difficult, if not impossible. This level of complexity requires more thought, energy, and commitment.

“A wide range of factors come together to make the whole more than the sum of its parts, enhancing the ability of local institutions to manage internal dilemmas and respond to shifts in the external environment, both of which are changing continuously.” - Michael Edwards

Socially minded engineers bring great value

We believe in an engineering profession that is better aware of its potential for positive impact on the world, and is better equipped to bring about that change.

“In today’s interconnected and most complicated world, we need to confirm the raison d’etre of the engineering profession, which is to adapt science to the benefit of all Humankind” - Kamel Ayadi

VALUES

Dream Big & Work Hard

We strive to make the impossible possible, through a combination imagination, hard work, innovation, passion and a willingness to take risks.

Address Root Causes for Impact

We start by clearly defining the impact that we want to help bring about, and then think through the complexity of social change so that our actions target root causes.

Strive for Humility

We learn by being open – open to new ideas from anywhere and anyone, and open about our mistakes.

Invest in People

We know that true change will require a movement of socially-minded leaders. We support and invest in each other to help build this movement together.

Courageously Commit

All change begins within ourselves. We commit to personal growth through regular self-assessment and have the courage to ask for feedback.

Ask Tough Questions

We only improve when we ask tough questions about our past, present, and future work to determine if we are having the maximum impact for Dorothy.

Our Bottom Line: We Put Dorothy First

We strive to do what she would advise us to.

We help bring her voice into the rooms where she needs to be heard.

We stay independent to be able to stay true to her interests.

BY-LAW #1

A by-law relating generally to the conduct
of the business and affairs of

**ENGINEERS WITHOUT BORDERS (CANADA) ORGANISATION
INGENIEURS SANS FRONTIERES (CANADA) ORGANISATION**

Revisions

1. September 21, 2001
2. February 1, 2003
3. January 30, 2004
4. January 18, 2008
5. January 8, 2010
6. January 13, 2011

**ARTICLE 1
CORPORATE SEAL**

- 1.1 **Corporate Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

**ARTICLE 2
HEAD OFFICE**

- 2.1 **Head Office.** Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of TORONTO, in the Province of ONTARIO.

**ARTICLE 3
MEMBERSHIP**

- 3.1 **Membership.** Membership in the Corporation shall be limited to individuals interested in furthering the objects of the Corporation.
- 3.2 **Membership.** Membership in the Corporation shall be divided into the following classes, namely:
- (a) Regular Members; and
 - (b) Associate Members.
- 3.3 **Regular Members.** Regular Members shall constitute those persons who become Regular Members in accordance with the Rules of Membership adopted by resolution of the board of directors.

Subject to the provisions of paragraph 3.6, hereof, the interests of a Regular Member cease to exist upon death or in accordance with the Rules of Membership. Regular Members shall be entitled to notice of and to attend and vote at meetings of the Regular Members of the Corporation and, subject to the foregoing, shall be entitled to one (1) vote at all meetings of the Corporation. Regular Members shall be eligible to serve as directors of the Corporation and on board committees, subject to the provisions in these by-laws.

- 3.4 **Associate Members.** Associate Members shall constitute those persons who become Associate Members in accordance with the Rules of Membership adopted by resolution of the board of directors.

Subject to the provisions of paragraphs 3.6, hereof, the interests of an Associate Member cease to exist upon death or in accordance with the Rules of Membership. Associate Members shall be entitled to notice of and to attend at meetings of the Regular Members of the Corporation but shall not be entitled to vote thereat. Associate members do not qualify to serve as directors of the Corporation or on board committees.

- 3.5 **Membership Dues.** The dues or fees, if any, payable by the members shall be as outlined in the Rules of Membership adopted by resolution of the board of directors.
- 3.6 **Revocation of Membership.** The board of directors of the Corporation may suspend the rights and privileges of any member, including the right to vote, until the next meeting of members. A member under suspension may not take part in any of the Corporation's activities until the next meeting of the members when the Regular Members may vote to confirm the revocation of such member's membership; any such vote, to be effective, is to be carried by at least 75% of the votes cast at a meeting of the members.

ARTICLE 4 REGIONAL CHAPTERS

- 4.1 **Chapters.** Chapters are functional entities that promote the objectives of the Corporation within Canada at a local level. They undertake activities such as, but not limited to, member education, public engagement and fundraising. Chapters are composed of, and run by, members of the Corporation.
- 4.2 **Chapter Charter.** Chapters will be granted a charter to represent the Corporation by the Chief Executive Officer.

The operations of each chapter will be reviewed on a yearly or more frequent basis. This review will determine whether the chapter is fairly representing the mission, vision, charter and goals of the Corporation. It will also determine whether the chapter is functioning in a manner that is operationally and fiscally responsible, and whether it has operated using good governance practices. Based on this review, the Chief Executive Officer may suspend the charter of any chapter to represent the Corporation, at which time the operations and assets of the suspended chapter will come under the management of the Chief Executive Officer. The rationale for the suspension will be reviewed at the next meeting of the board of directors following the suspension, at which time the board of directors will vote to reinstate, reinstate with conditions, or revoke the charter of the suspended chapter.

- 4.3 **Chapter Operating Rules.** Each chapter must follow a set of rules dictating how it will operate and interact in order to represent the Corporation (the "Operating Rules"). These rules will be established by the Chief Executive Officer.
- 4.4 **Chapter Officers.** Each chapter must select executive officers consisting of, at least, a president and a treasurer.
- 4.5 **Chapter President.** The chapter president will manage and oversee the administration and operations of the chapter. She will be one of the two official signing authorities for the chapter. She will be accountable to the Chief Executive Officer. The chapter president must be a Regular Member of the Corporation.

- 4.6 **Chapter Treasurer.** The chapter treasurer will manage the funds of the chapter and shall keep full and accurate accounts of all financial transactions. She will be one of the two official signing authorities for the chapter. She will be accountable to the Chief Executive Officer, and shall render monthly, or whenever required, an accounting of all the transactions of the chapter. The chapter treasurer must be a Regular Member of the Corporation.

ARTICLE 5 MEETINGS OF MEMBERS

- 5.1 **Time and Place for Annual Meeting.** The annual or any other general meeting of the Regular Members shall be held within one hundred and twenty (120) days after the end of the Corporation's fiscal year, in a place determined by the board of directors of the Corporation.
- 5.2 **Electronic Communications.** Any meeting of Regular Members may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other instantaneously, and a Regular Member participating in such meeting by such means is deemed to be present at that meeting. The Regular Members shall take such reasonable precautions as maybe necessary to ensure that such telephone, electronic or other communications facilities are secure from unauthorized interception or monitoring. For the purposes of determining those present and recording votes at such a meeting, the chairperson of the meeting shall require each Regular Member participating by such means to identify himself or herself and to acknowledge by voice such Regular Member's presence or vote, as the case may be, and the chairperson of the meeting and the Corporation shall be entitled to rely thereon in the absence of evidence to the contrary.
- 5.3 **Business to be Transacted.** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and the auditor appointed for the ensuing year. The Regular Members may consider and transact any business, either special or general, at any meeting of the members.
- 5.4 **Requisition.** The board of directors, the chairperson or vice-chair of the Corporation shall have power to call, at any time, a general meeting of the Regular Members of the Corporation. The board of directors shall call a special general meeting of the Regular Members on written requisition of Regular Members carrying not less than 25% of the voting rights.
- 5.5 **Notice.** Twenty-one (21) days notice, by mail or electronic means, shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the

decision to be taken. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the contact information of the member, director or officer shall be her last recorded on the books of the Corporation. The final list of members shall be that recorded on the books of the Corporation twenty-one (21) days in advance of any meeting of members.

- 5.6 **Failure to Give Notice.** No error in giving notice of any annual or general meeting of any adjourned meeting, whether annual or general, of the Regular Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 5.7 **Proxies.** Every member entitled to vote at meetings of the members shall, in the notice calling the meeting, receive a reminder of the existence of the proxy right described in this paragraph. She may then, in writing, appoint a proxy, who need not be a member, to attend and act at the meeting in the same manner, and to the same extent and with the same power as if the member were present at the meeting. The instrument appointing the proxy shall cease to be valid directly following its execution, or if the member appointing the proxy is present at the meeting to which the proxy was appointed. The instrument appointing a proxy may be in such form as the board of directors may from time to time prescribe or in such other form as the chairperson of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is cast under its authority or at such earlier time and in such manner as the board of directors may prescribe in accordance with the Act.
- 5.8 **Scrutineers.** At each meeting of the members, one or more scrutineers to serve at the meeting may be appointed to serve by the chairperson of the meeting. Such scrutineers need not be members of the Corporation.
- 5.9 **Majority Vote.** A majority of the votes cast by the Regular Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Regular Members is required by applicable legislation or by this by-law.
- 5.10 **Quorum.** The presence in person or by proxy of 5% of Regular Members shall be a quorum of any meeting unless a greater number of Regular Members are required to be represented by applicable legislation or by the Letters Patent or Supplementary Letters Patent issued to the Corporation or by any other by-law of the Corporation. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

ARTICLE 6 DIRECTORS

- 6.1 **Power of Board.** The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of three directors who may exercise all such powers and do all such things as may be exercised or done by the Corporation and are not by the Letters Patent, Supplementary Letters Patent, by-laws of the Corporation or by statute expressly directed or required to be done by Corporation at a general meeting of the members.
- 6.2 **Number of Directors.** The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and shall not exceed 15 members. There will be Appointed and Elected directors, and the Chief Executive Officer.
- (a) Appointed directors will be selected by the board of directors. These appointments shall be communicated to the Regular Members no later than one (1) month following the beginning of their term of office.
 - (b) The Regular Members must be notified of the number of directors that will be elected at each annual general meeting. This notice must be given along with the notice of the annual general meeting. Elected directors must be nominated by ten (10) Regular Members, and these nominations must be received before the annual general meeting is called to order. Elected directors will be elected at the annual general meeting of the Corporation. Elected directors will constitute no fewer than 20% of the directors of the Corporation. If, for any reason, the requisite number of Elected directors are not elected, the board of directors will continue to operate without restriction until such positions can be filled at a subsequent meeting of members. Elected directors must be youth between the ages of 18 and 29. At least one (1) elected director shall be a student member of a student chapter at the time of her election.
 - (c) The Chief Executive Officer will be a member of the board of directors.
- 6.3 **Qualifications of Director.** Directors must be individuals, 18 years of age, with power under law to contract. Directors must be Regular Members.
- 6.4 **Term of Office.** Directors shall be appointed for a term of three (3) years. Elected directors shall serve for a term of three (3) years. Other than the Chief Executive Officer, no director shall serve for more than three (3) consecutive terms on the board of directors.
- 6.5 **Commitment.** Each director shall commit to attending all meetings of the board of directors and all meetings of Regular Members. Any director who is absent at any three consecutive meetings of directors or members shall be asked by the Chairperson to resign as a director.

- 6.6 The office of director shall be automatically vacated:
- (a) if at a special general meeting of Regular Members, a resolution is passed by two-thirds (2/3) of the Regular Members present at the meeting that she be removed from office;
 - (b) if a director has resigned her office by delivering a written resignation to the Secretary of the Corporation;
 - (c) if she is found by a court to be of unsound mind;
 - (d) if she becomes bankrupt or suspends payment or compounds with her creditors;
 - (e) on death.

If any vacancy occurs for any reason contained in the above paragraph, the vacancy may be filled through the provisions in section 6.2 hereof.

- 6.7 **Remuneration:** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her position as such; provided that a director may be paid reasonable expenses incurred by her in the performance of her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

ARTICLE 7 MEETINGS OF DIRECTORS

- 7.1 **Meeting.** Meetings of the board of directors may be held at any time at a place to be determined by the directors, provided that 72 hours notice of such meeting, and of all business to be transacted thereat, shall be given to each director. There shall be at least one (1) meeting per year of the board of directors. No error in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors shall invalidate such meeting or make void any proceedings taken thereat. Any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
- 7.2 **Electronic Communications.** Any meeting of the Board of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting. The Board of Directors shall take such reasonable precautions as maybe necessary to ensure that such telephone, electronic or other communications facilities are secure from unauthorized interception or monitoring. For the purposes of determining those present and recording votes at such a meeting, the chairperson of the meeting shall require each director

participating by such means to identify himself or herself and to acknowledge by voice such director's presence or vote, as the case may be, and the chairperson of the meeting and the Corporation shall be entitled to rely thereon in the absence of evidence to the contrary.

- 7.3 **Requisition Meeting.** The chairperson of the Corporation, or 25% of directors in office at any time, shall have power to call a meeting of the Board of Directors.
- 7.4 **Quorum.** A majority of directors in office, from time to time, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall, be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
- 7.5 **Majority Vote.** A majority vote cast by the directors present shall determine the questions in meetings except where the vote or consent of a greater number of directors is required by applicable legislation or these by-laws.

ARTICLE 8 INDEMNITIES

- 8.1 **Indemnification.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability;
 - (b) all other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own wilful neglect or default.

ARTICLE 9 OFFICERS

- 9.1 **Officers.** The officers of the Corporation shall be a chairperson, vice-chair, treasurer and secretary and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers must be directors of the Corporation.

- 9.2 **Election or Appointment.** Officers of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
- 9.3 **Term of Office.** The officers of the Corporation shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

ARTICLE 10 DUTIES OF OFFICERS

- 10.1 **Chairperson.** The chairperson shall actively manage the affairs of the board of directors of the Corporation. She shall preside at all meetings of the Corporation and of the board of directors.
- 10.2 **Vice-Chair.** The vice-chair shall, in the absence or disability of the chairperson, perform the duties and exercise the powers of the chairperson and shall perform such other duties as shall from time to time be imposed upon her by the board of directors or the chairperson.
- 10.3 **Treasurer.** The treasurer shall oversee the financial functioning of the Corporation. She shall also perform such other duties as may from time to time be directed by the board of directors or the chairperson.
- 10.4 **Secretary.** The secretary shall oversee the records of the Corporation including, but not limited to, votes and minutes of all proceedings, and lists of members. She shall perform such other duties as may be prescribed by the board of directors or chairperson. She shall be custodian of the seal of the Corporation, which she shall deliver only when authorized by a resolution of the board of directors.
- 10.5 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

ARTICLE 11 COMMITTEES

- 11.1 **Constitution of Committees.** The board of directors may, from time to time and by resolution, constitute such committees as it may deem desirable to assist the directors in carrying on the affairs of the Corporation. The board of directors of the Corporation shall prescribe the duties of each such committees. The board of directors may, by ordinary resolution, remove any member of such committees from that appointment.

ARTICLE 12
EXECUTIVE COMMITTEE

- 12.1 **Executive Committee.** At the discretion of the board of directors, there shall be an executive committee composed of directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 12.2 **Electronic Communications.** Any meeting of the executive committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other instantaneously, and a executive committee member participating in such meeting by such means is deemed to be present at that meeting. The executive committee members shall take such reasonable precautions as maybe necessary to ensure that such telephone, electronic or other communications facilities are secure from unauthorized interception or monitoring. For the purposes of determining those present and recording votes at such a meeting, the chairperson of the meeting shall require each executive committee member participating by such means to identify himself or herself and to acknowledge by voice such executive committee member's presence or vote, as the case may be, and the chairperson of the meeting and the Corporation shall be entitled to rely thereon in the absence of evidence to the contrary.
- 12.3 **Executive Committee Meeting.** Meetings of the executive committee shall be held at any time and place, or by electronic means, to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be given to each member of the committee. No less than two (2) members of such committee shall constitute a quorum. No error in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE 13
EXECUTIVE OFFICERS

- 13.1 **Chief Executive Officer.** The board of directors shall appoint, and fix the remuneration for, a Chief Executive Officer(s) who shall
- (a) perform those duties imposed on her by the by-laws of the Corporation;
 - (b) manage the operational, administrative and financial affairs of the Corporation;

- (c) report directly to the board of directors;
- (d) be responsible for the employment or engagement of any employees or other individuals that are required for the operation and administration of the Corporation.

ARTICLE 14 VOTING SHARES AND SECURITIES

- 14.1 **Exercise.** All shares or other securities carrying voting rights of any other company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bond holders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting, certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.
- 14.2 **Custody of Securities.** All shares and securities owned by the Corporation shall be lodged, in the name of the Corporation, with a chartered bank or in a trust company or a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors. All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be effected.

ARTICLE 15 BANKING ARRANGEMENTS AND CONTRACTS

- 15.1 **Banking Arrangements and Execution of Instruments.** The banking business of the Corporation and the binding of any deeds, transfers, assignments, contracts, obligations or instruments in writing requiring the signature of the Corporation shall be undertaken in accordance with a board policy governing financial transactions and executions of instruments (the “Policy on Financial Transactions and Execution of Instruments”). This policy will be reviewed by the board of directors on an annual basis.
- 15.2 **Use of Corporate Seal.** The seal of the Corporation may, when required, be affixed to deeds, transfers, assignments, contracts, obligations, documents and instruments in writing signed as outlined in the Policy on Financial Transactions and Execution of Instruments

ARTICLE 16
ENACTMENT AND AMENDMENT OF BY-LAWS

- 16.1 **Enactment and Amendment.** The board of directors may, from time to time, enact, amend or pass by-laws not contrary to the Act or to the Letters Patent or Supplementary Letters Patent of the Corporation. These by-laws or amendments will remain in effect until the next meeting of Regular Members when they shall either be approved or rejected by the Regular Members.

ARTICLE 17
AUDITORS

- 17.1 **Appointment and Duties.** The Regular Members entitled to vote thereat shall, at each annual meeting of the members, appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting of the members; provided that the board of directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors. The rights and duties of the auditor of the Corporation shall be regulated by the Act, provided that, at least once in every fiscal year of the Corporation, the accounts of the Corporation shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the auditor of the Corporation and the auditor shall report to the members at each annual meeting of members. The Corporation's auditors shall not be a director, officer or employee of the Corporation.

ARTICLE 18
MINUTES OF BOARD OF DIRECTORS

- 18.1 The minutes of the board of directors or of the executive committee shall be available to the membership and directors of the Corporation, at the discretion of the board of directors where sensitive issues are concerned.

ARTICLE 19
FINANCIAL YEAR

- 19.1 Unless otherwise ordered by the board of directors, the fiscal year end of the Corporation shall be October 31st.

ARTICLE 20
BOOKS AND RECORDS

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

ARTICLE 21
RULES AND REGULATIONS

- 21.1 The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

ARTICLE 22
INTERPRETATION

- 22.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.