

BY-LAW NO. 1

**A by-law relating generally to the conduct
of the affairs of**

ASSOCIATION OF CANADIAN ARCHIVISTS
ASSOCIATION CANADIENNE DES ARCHIVISTES

(the “Corporation”)

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(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE I
INTERPRETATION

1.1 Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations, and any statute that may be substituted therefor, as amended from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the board of Directors of the Corporation;
- (d) “**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**Director**” means an individual elected or appointed to the Board;
- (f) “**Election Period**” has the meaning set out in Section 5.4(b);
- (g) “**meeting of Members**” includes an annual meeting of Members and a special meeting of Members;
- (h) “**Member**” means a member of the Corporation, and “**Members**” or “**Membership**” means the collective membership of the Corporation;
- (i) “**officer**” means any individual appointed pursuant to Section **Error! Reference source not found.** as an officer of the Corporation, including the President, Vice-President, Secretary, Treasurer, and the Executive Director.
- (j) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;

- (k) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (l) “**special business**” has the meaning set out in Sections 4.2 and 4.3;
- (m) “**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue called to consider special business; and
- (n) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation. In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “**person**” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II GENERAL

2.1 Registered Office. The address of the registered office of the Corporation shall be in the province or territory within Canada specified in the Articles and at such location therein as the Board may from time to time determine.

2.2 Corporate Seal. The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board, and the Secretary of the Corporation (or, in the event there is no Secretary appointed, any officer) shall be the custodian of the corporate seal.

2.3 Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year or as otherwise determined by the Board.

2.4 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by any two (2) of its officers or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 Banking. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.6 Policies. The Board may adopt, amend, or repeal by Ordinary Resolution such policies that are not inconsistent with this By-law or the Act, as the Board may deem appropriate from time to time. Any policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2.7 Invalidity of any Provisions of this By-Law. The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

ARTICLE III MEMBERS

3.1 Membership Entitlement and Conditions.

- (a) Subject to the Articles, there shall be one (1) class of Members in the Corporation.
- (b) Membership in the Corporation shall be available only to persons interested in furthering the Corporation’s purposes and who have applied for and been accepted as a Member by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.
- (c) Each Member that is not an individual shall notify the Corporation in writing of the name of the individual designated the Member to act as its delegate (the “**Delegate**”) and to vote on its behalf at any meeting of Members. Each Delegate shall be an individual who holds an executive or other senior position within the Member organization. A Member may change its Delegate by written notice to the Corporation, provided such notice is given at least twenty-four (24) hours in advance of any meeting of Members.

3.2 Termination of Membership. The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a Member that is not an individual, is dissolved or is otherwise terminated;
- (b) the Member fails to maintain any qualifications for Membership described in Section 3.1 of the By-law;
- (c) the Members fails to pay any annual contribution or annual dues or fees owing to the Corporation in accordance with Section 3.6 of this By-Law;
- (d) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or the By-Law;
- (e) the Member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership due will be returned to a previous Member upon termination of such Member's membership.

3.3 Resignation. Any Member may resign as a Member by delivering a written resignation to the Secretary, in which case such resignation shall be effective from the date specified in the resignation.

3.4 Discipline of Members. The Board shall have the authority to suspend or expel any Member for any one or more of the following reasons:

- (a) violating any provision of the Articles, By-Law, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.

In the event that Board determines that a Member should be expelled or suspended from membership in the Corporation, the Executive Director or such other officer as may be designated by the Board shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Executive Director or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Executive Director or such other officer as may be designated by the Board, the Executive Director or such other officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the

Corporation. If written submissions are received in accordance with this Section 3.4, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.5 Expulsion of Members. The Members may, by Special Resolution passed at a special meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Corporation, provided that the Member shall be given the opportunity to be heard at such meeting.

3.6 Membership Dues. The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within one (1) calendar month of the Membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Corporation in accordance with Section 3.2(c) of this By-Law.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Place of Meetings. Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

4.2 Annual Meetings. The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing Directors;
- (c) appointing, or re-appointing, a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under (d) shall constitute special business.

4.3 Special Meetings. The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members, which shall constitute special business. The Board shall call a special meeting of Members on written

requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.4 Notice of Meetings. Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Director; and
- (c) to the public accountant of the Corporation, if any.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XII of this By-Law. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.5 Waiving Notice. A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.6 Persons Entitled to be Present. The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting (including, for greater certainty, the Delegates), the Directors, the officers, and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

4.7 Chair of the Meeting. The chair of meeting of Members shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are both absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.8 Quorum. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be five per cent (5%) of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, or, if permitted, by telephonic and/or other electronic means.

4.9 Participation at Meetings by Telephone or Electronic Means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other

during the meeting, if the Corporation makes available such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility and entitled to vote at that meeting may vote by any such means if the facility enables the vote to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted.

4.10 Meeting Held Entirely by Electronic Means. If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility and entitled to vote at that meeting may vote by any such means if the facility enables the vote to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a person voted.

4.11 Adjournment. The chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Absentee Voting.

- (a) In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:
 - (i) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
 - (ii) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- (b) No Member entitled to vote at a meeting of Members shall be allowed to appoint a proxyholder to vote on the Member's behalf.

4.13 Votes to Govern. Other than as otherwise required by the Act or this By-law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the

Members. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the motion or resolution shall be defeated.

4.14 Show of Hands. Subject to this By-Law and except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. If a meeting is held by telephonic or electronic means, the chair of the meeting may implement a process approximating a show of hands.

4.15 Ballots. For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.16 Resolution in Lieu of Meeting. Except where a written statement is submitted to the Corporation by a Director under subsection 131(1) of the Act or by a public accountant under subsection 187(4) of the Act:

- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

4.17 Annual Financial Statements. The Corporation 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 at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE V DIRECTORS

5.1 Powers. Subject to the Act or the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number. Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors within such range as

determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Board to determine the number, by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

5.3 Qualifications. The following persons are disqualified from being a Director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) anyone who is not a Member of the Corporation; and
- (e) a person who has the status of bankrupt.

5.4 Nomination and Election of Directors.

- (a) Subject to the Act and the By-laws, the process for nominating and electing Directors shall be carried out in accordance with the By-laws and such other policies, rules and/or procedures governing the nomination and election process as may be established by the Board from time to time.
- (b) The election of Directors shall take place at each annual meeting of Members at which an election of Directors is required and may take place electronically, or by any other means as determined in the Corporation's Policy on Nominations and Elections in effect from time to time. If taking place electronically, voting in the election may begin no more than seven (7) days prior to the annual Meeting of Members and shall remain open until no later than the close of the annual Meeting of Members (the "**Election Period**").
- (c) The Members shall elect the Directors by Ordinary Resolution.

5.5 Term. A Director shall hold office for a two-year term commencing upon their election and expiring on the close of the second annual meeting of Members following such election (e.g. 2 years).

- (b) A Director may serve for a maximum of four (4) consecutive years.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected.
- (d) As set out in the Articles, the Directors may appoint one or more additional Directors to hold office until the close of the next annual meeting of Members, but the total number of directors so appointed may not exceed one third of the number of Directors elected at the previous annual meeting of members..

5.6 Consent. A Director who is elected or appointed must consent to hold office as a Director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days of such election; or
 - (ii) by acting as a Director after such person's election or appointment.

5.7 Vacation of Office. A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director.

5.8 Resignation. A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.9 Removal. The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.10 Vacancies. Subject to Section 5.9, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Directors. Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number or minimum number of Directors provided in the Articles, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.11 Remuneration and Expenses. The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from their position as such. Any Director, officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, officer or employee. In addition, a Director, officer or Member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a Director, officer or Member.

ARTICLE VI COMMITTEES

6.1 Delegation - Executive Committee. The Board may appoint from their number a managing Director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing Director or committee any of the powers of the Board

except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

6.2 Other Committees. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation.

ARTICLE VII MEETINGS OF DIRECTORS

7.1 Place of Meetings. Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

7.2 Calling of Meetings. Meetings of the Board may be called by the President, the Vice-President, or any two (2) Directors at any time.

7.3 Notice of Meeting. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XII of this By-Law to every Director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the 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. Every notice of meeting must specify the purpose or the business to be transacted at the meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

7.4 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5 Quorum. A majority of the number of Directors in office constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.7, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

7.6 Resolutions in Writing. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such

resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

7.7 Participation at Meeting by Telephone or Electronic Means. A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed to be present at that meeting.

7.8 Chair of the Meeting. In the event that the President and the Vice-President are both absent, the Directors who are present shall choose one of their number to chair the meeting.

7.9 Votes to Govern. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

7.10 No Alternate Directors. No person shall vote on behalf of or otherwise act for an absent Director at a meeting of directors.

ARTICLE VIII OFFICERS

8.1 Designation of Offices. The Board may designate the offices of the Corporation, , specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A Director may be elected to any office of the Corporation. An officer may, but need not be, a Director unless these By-Laws otherwise provide. Two or more offices may be held by the same person, except the offices of President and Vice-President.

8.2 Election of Officers.

- (a) Subject to the Act and the By-laws, the process for nominating and electing Officers shall be carried out in accordance with the By-laws and such other policies, rules and/or procedures governing the nomination and election process as may be established by the Board from time to time.
- (b) The election of Officers shall take place at each annual meeting of Members at which an Election of Officers is required and may take place electronically, or by any other means as determined in the Corporation's Policy on Nominations and Elections in effect from time to time. If taking place electronically, voting in the election of Officers shall take place within the same Election Period that applies to the election of Directors.
- (c) The Members shall elect by Ordinary Resolution, at each annual meeting of Members at which an election of Officers is required,
- (d) This section 8.2 shall not apply to an Executive Director, who shall be appointed or retained by the Board.

8.3 Term. Officers who are elected by the Members shall hold office for a one (1) year term.

ARTICLE IX DESCRIPTION OF OFFICES

9.1 Description of Offices. Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **President** – The President, if one is elected, shall be a Director. The President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-President** – The Vice-President, if one is elected, shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members. In the event of the resignation, death, or incapacity of the President, the Vice-President shall succeed the President as acting President for the remainder of the President’s term.
- (c) **Executive Director** – If appointed, the Executive Director shall hold office in accordance with the terms of such person’s contract of engagement with the Corporation. The Executive Director shall have general supervision of the affairs of the Corporation and be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have full power to employ and discharge agents and employees of the Corporation.
- (d) **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board and of the Members. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) **Treasurer** – The Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the president and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

The officers may include any such other officers as the Directors may designate in accordance with Article VIII of this By-law, provided that the powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

9.2 Vacancy in Office. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment);
or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant mid-term, the Directors may, by resolution, appoint a person to fill such vacancy.

9.3 Remuneration of Officers. The remuneration of all officers appointed by the Board shall be determined in accordance with Section 5.11.

ARTICLE X CONFLICT OF INTEREST AND CONFIDENTIALITY

10.1 Conflict of Interest. The Directors and officers shall comply with the conflict of interest provisions of the Act and any policies or codes of conduct.

10.2 Confidentiality. Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

ARTICLE XI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Standard of Care. Every Director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with the Act, the regulations, Articles, By-Law and policies of the Corporation.

11.2 Indemnification of Directors and Officers. The Corporation shall provide present or former Directors or officers with the indemnification described in Section 151 of the Act.

11.3 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 11.2

against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Corporation; or in the individual's capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE XII NOTICES

12.1 Method of Giving Notices.

- (a) Any notice (which term includes any communication or document) to be given to a Member, Director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance with the Act.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given at a time it would be delivered in the ordinary course of mail; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility.
- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.2 Omissions and Errors. The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the

By-Law, 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.

12.3 Waiver of Notice. Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE XIII DISPUTE RESOLUTION

13.1 Mediation and Arbitration. Disputes among Members, Directors, or officers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 13.2.

13.2 Dispute Resolution Mechanism. In the event that a dispute among Members, Directors, or officers of the Corporation arising out of or related to the Articles or By-Law, or out of any aspect of the activities or operations of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute shall be settled by a confidential process of dispute resolution as follows:

- (a) The dispute shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal or review on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XIV SPECIAL RESOLUTIONS AND VOTING BY CLASS

14.1 Special Resolutions. A Special Resolution of the Members is required to make any amendment to these By-Law or to the Articles to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

**ARTICLE XV
BY-LAW AND EFFECTIVE DATE**

15.1 By-Law and Effective Date.

- (a) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Law, amendment

or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal 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.

- (b) Despite the foregoing, a By-Law amendment that requires a Special Resolution as set out in Article XIV is only effective when confirmed by Members.
- (c) Upon the enactment of this By-Law, all previous By-Laws of the Corporation 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 or Articles of the Corporation 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 Board 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.

ENACTED by the Board this _____ day of _____, 20____.

President

Secretary

CONFIRMED by the Members this _____ day of _____, 20____.

President

Secretary