

**THE CANADIAN ASSOCIATION OF SECOND
LANGUAGE TEACHERS INC. / L'ASSOCIATION
CANADIENNE DES PROFESSEURS DE LANGUES
SECONDES INC.**

By-law No. 1

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BY-LAW NO. 1

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

THE CANADIAN ASSOCIATION OF SECOND LANGUAGE TEACHERS INC. / L'ASSOCIATION CANADIENNE DES PROFESSEURS DE LANGUES SECONDES INC.

(hereinafter referred to as the “Corporation”).

SECTION 1 INTERPRETATION

Definitions. In this By-Law, unless the context otherwise specifies or requires:

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted 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-laws”** means this by-law any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) **“Director”** means a Member of the Board, and may be referred to as a Director, “trustee” or “governor”;
- (f) **“Member”** means the members of the Corporation as described in Subsection 11.01;
- (g) **“Member in good standing”** means a Member who has paid all of his or her outstanding membership dues for the relevant year;
- (h) **“Ordinary Resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (i) **“Regulations”** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations; and
- (j) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.01 Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall mean an individual, body corporate, a partnership, a joint venture, a syndicate, an unincorporated association or organization, a trust and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

SECTION 2 REGISTERED OFFICE

2.01 Registered Office. The registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

SECTION 3 SEAL

3.01 Seal. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

SECTION 4 DIRECTORS

4.01 Duties and Number. Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation. There shall be a minimum of five (5) Directors and a maximum of seven (7) Directors. The Board shall, from time to time, determine the precise number of Directors of the Corporation, provided that the Members have delegated such power to the Board.

4.02 Qualifications. In order to qualify to serve as a Director, an individual must be a Member in good standing. The following persons are disqualified from being a Director:

- (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) a person who has the status of bankrupt; and

- (d) anyone who has not been nominated by the Nominating Committee in accordance with Section 4.03 of this By-law and any applicable policies on nominations.
- 4.03 Election. Subject to the Act and the provisions of this By-law, the Directors shall be elected by Ordinary Resolution of the Members at each annual meeting at which an election of Directors is required, from among the list of nominees put forward by the Nominating Committee.
- 4.04 Term. The Directors' term of office shall be from the date of the meeting at which the Director is elected until the close of the second annual meeting of Members next following (e.g. 2 years). Directors shall be eligible for re-election, provided that no Director may serve more than three (3) consecutive terms as Director. Notwithstanding the foregoing, the Board may, by Ordinary Resolution, allow a Director who has served three (3) consecutive terms of office to be eligible for re-election to the Board for the purpose of that Director succeeding to the office of or becoming Vice-President or President.
- 4.05 Consent. A Director who is elected or appointed must consent to hold office as a Director by any of the following means:
- (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 after the day on which the election or appointment took place; or
 - (ii) by acting as a Director after such person's election or appointment.
- 4.06 Vacancies. The office of a Director shall automatically be vacated:
- (a) if the Director ceases to meet the qualifications set out in Subsection 4.02;
 - (b) if the Director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (c) if at a meeting of Members, an Ordinary Resolution is passed by the Members at the meeting removing the Director before the expiration of the Director's term of office; for the purpose of this vote, the Director who is the subject of the removal shall be counted for purposes of quorum but shall not be entitled to vote; or
 - (d) if the Director dies.

4.07 Filling Vacancies. A vacancy occurring in the Board may be filled with a qualified individual for the remainder of the term by Ordinary Resolution of the Board, provided there is a quorum. If there is not a quorum of Directors, or if a vacancy results from either (i) a change to the minimum or maximum number of Directors provided in the Articles or (ii) a failure to elect the number of Directors required to be elected at any Meeting of Members, 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.

4.08 Executive Committee.

- (a) The Board may establish an executive committee comprised of such individuals as the Board may from time to time appoint to the Executive Committee. The Executive Committee shall exercise such powers as are authorized by the Board, except that the Board shall not delegate to such committee any of the powers of the Board set out in Subsection 138(2) of the Act (which includes matters that require member approval, filling vacancies on the Board, approving financial statements, amending By-laws and establishing contributions to be paid by Members).
- (b) Reasonable notice of meetings of the executive committee shall be given in the manner provided in Subsection 15.01. Subject to the Act, the provisions of Subsections 5.01, 5.02 and 5.04 hereof shall apply to the Executive Committee. A quorum at any meeting of the Executive Committee shall be a majority of Directors appointed to the Executive Committee.
- (c) Subject to the By-laws and any resolution of the Board, the Executive Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Executive Committee members shall be subject to removal by Ordinary Resolution of the Board.

4.09 Nominating Committee.

- (a) There shall be a Nominating Committee that shall be appointed by the Board annually and shall consist of the Vice-President and two (2) individuals. The Vice-President, or such other person as the Board may designate, shall be the chair of the Committee.
- (b) The Nominating Committee shall solicit nominations from the Members of the Corporation and the community at large, and prepare a slate of one or more candidates for each Director's office which will be vacant and for which an election is to be made at the Annual General Meeting.
- (c) The Nominating Committee shall follow such other nominating guidelines and process as the Board may adopt from time to time.

- 4.10 Other Committees. The Board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and 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 established the Board to support its mission, vision and mandate. Any committee member may be removed by Ordinary Resolution of the Board.
- 4.11 Remuneration of Committee Members. Committee members shall serve as such without remuneration. All committee members may be reimbursed for reasonable expenses incurred in the exercise of their duty.
- 4.12 Remuneration of Directors. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

SECTION 5 MEETINGS OF DIRECTORS

- 5.01 Place of Meeting. Meetings of the Board may be held at any place within or outside Canada as the Board may determine.
- 5.02 Convening of Meeting. A meeting of Directors may be convened by the President, the Vice-President, or any two (2) Directors at any time. The Secretary, when directed or authorized by any of such officers or any two (2) Directors, shall convene a meeting of Directors.
- 5.03 Right of Past-President to Attend Meetings. The incumbent Past-President shall have the right to receive notice of, attend, and in a non-voting capacity, to participate in all meetings of the Board and all committees thereof.
- 5.04 Notice.
- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner specified in Subsection 15.01 to every Director not less than forty-eight (48) hours before the time when the meeting is to be held.
 - (b) Notice of a meeting of the Board 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.
 - (c) Notice of a meeting of the Board is not required to set out the purpose of the meeting or the business to be transacted unless it relates to a matter specified in Section 138(2) of the Act (which includes matters that require member approval, filling vacancies on the Board, approving financial statements, amending By-laws and establishing contributions to be paid by Members).

- (d) A Director may waive notice of the meeting, and attendance of a Director at the meeting is a waiver of notice of the meeting, except if the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (e) Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

5.05 Adjournment.

- (a) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (b) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.
- (c) Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

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

5.07 Quorum. The quorum of the Board for the transaction of business shall consist of the majority of the number of Directors fixed pursuant to Subsection 4.01 hereof, notwithstanding any vacancy among the Directors. A quorum of Directors may exercise all the powers of the Directors.

5.08 Voting at Meetings of Directors. Each Director is authorized to exercise one (1) vote. Unless the Act or By-laws otherwise provide, questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

5.09 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 another 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 for the purposes of the Act to have been present at that meeting. The Board shall be responsible for ensuring that the means of communication being used is sufficiently secure given the matters under consideration, determining that a quorum is present and establishing how votes are to be recorded.

SECTION 6 POWERS OF DIRECTORS

6.01 Borrowing Power. The Board may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- (e) delegate, by resolution, the powers conferred on the Directors under this Subsection 6.01 to a Director, a committee of Directors or an officer, subject to the Articles and By-laws.
- (f) The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of this By-law.

SECTION 7 OFFICERS AND EXECUTIVE DIRECTOR

7.01 Appointment.

- (a) The Board may annually or more often as may be required, appoint the following Board positions by Ordinary Resolution:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Past-President;
 - (iv) Secretary;
 - (v) Treasurer; and
 - (vi) such other officers as the Board may be resolution determine.
- (b) Unless otherwise determined by the Board, the last person who held the office of Vice-President shall, if re-elected as a Director, automatically succeed to the

office of President. The last person who held the office of President shall automatically succeed to the office of Past-President.

- (c) All of the officers, with the exception of the Past-President, shall be a Director.
- (d) No individual may hold more than one of the aforesaid offices at the same time.
- (e) The Board may from time to time by Ordinary Resolution appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

7.02 Vacancies.

- (a) Unless removed in accordance with Subsection 7.04, each incumbent officer shall continue in office until the earlier of:
 - (i) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
 - (ii) the appointment of a successor;
 - (iii) that officer ceasing to be a Director (if a necessary qualification of appointment); or
 - (iv) that officer's death.
- (b) If the office of any officer of the Corporation shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

7.03 Remuneration of Officers. All officers of the Corporation shall serve as such without remuneration, unless such officers are employees of the Corporation. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties as officers.

7.04 Removal of Officers. Officers shall be subject to removal by Ordinary Resolution of the Directors at any time, with cause.

7.05 Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

7.06 Powers and Duties.

- (a) All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties as outlined in the Corporation's policies pertaining to the

composition of the Board. Other powers and duties respectively may from time to time be assigned to them by the Board.

- (b) The duties of the officers shall include:
- (i) President: Subject to the authority of the Board, the President shall, when present, preside at all meetings of the Board, meetings of the committees of Directors, if any, and Meetings of Members. The President shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
 - (ii) Vice-President: The Vice-President, or such other person as the Board shall designate, shall be the chair of the Nominating Committee. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
 - (iii) Past-President: The Past-President shall provide advice and leadership to the Board regarding past practices and other matters to assist the Board in governing the affairs of the Corporation. The Past-President shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
 - (iv) Secretary: The Secretary shall give or cause to be given notices for all meetings of the Board (and of its committees) and Meetings of Members when directed to do so, and shall attend all meetings of the Board (and of its committees) and of Members and record the minutes of all proceedings taken thereat. The Secretary shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
 - (v) Treasurer: The Treasurer shall keep or shall cause to be kept proper books of account and render to the Board as required an account of all transactions of the Treasurer and of the financial position of the Corporation. The Treasurer shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
- 7.07 Executive Director. The Board may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation.

**SECTION 8
FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

8.01 Indemnification of Directors and Officers.

- (a) The Corporation shall indemnify a Director, an officer of the Corporation, a former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:
- (i) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.
- (b) The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

- 8.02 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 Subsection 8.01 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.

**SECTION 9
INTERESTED DIRECTOR CONTRACTS**

- 9.01 Compliance with Act. The Directors and officers shall, in accordance with the requirements of section 141 of the Act and the policy described in Subsection 9.02 below, if any, disclose to the Corporation the nature and extent of any interest that they have in a material contract or material transaction, whether made or proposed, with the Corporation.

- 9.02 Conflict of Interest Policy. The Board may adopt a conflict of interest policy for Directors and officers of the Corporation, provided that such policy is not inconsistent with the Act or these By-laws.

SECTION 10 NATIONAL COUNCIL

- 10.01 Duties and Number. There shall be a National Council to promote the Corporation, enhance its capacity and to represent the membership of the Corporation in all the provinces and the territories of Canada where the Corporation has Members in a manner that is consistent with the direction of the Board.
- 10.02 Qualifications. In order to qualify to serve as a member of National Council, an individual must be a Member in good standing of the Corporation. Each National Council member shall be an individual who is not less than eighteen (18) years of age. No individual who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a National Council member.
- 10.03 Term. The members of National Council shall serve for a two (2) year term and shall be eligible to serve for a total of no more than three (3) successive terms.
- 10.04 Board Policy re: National Council. The Board shall adopt by Ordinary Resolution policies, rules and procedures regarding:
- (a) the election and removal of National Council members;
 - (b) the number of National Council members to be elected in each province or territory;
 - (f) such other matters relating to the business and affairs of the National Council as the Board may deem advisable provided that such policies, rules and procedures are not inconsistent with the Act or By-laws.
- 10.05 Remuneration of National Council Members. National Council members shall serve as such without remuneration. All National Council members may be reimbursed for reasonable expenses incurred in the exercise of their duties.

SECTION 11 MEMBERSHIP

- 11.01 Entitlement. There shall be one (1) class of Members of the Corporation. Membership in the Corporation shall be available to those individuals, teacher organizations and other organizations who are interested in furthering the purposes of the Corporation and whose application for admission as a Member has received approval of the Board by Ordinary Resolution. The Board may also pass membership rules, providing, among other things, for the admission of Members by the Secretary of the Corporation. Members shall be promptly be informed by the Secretary of their admission as a Member.

- 11.02 Resignation. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of that resignation with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the Board. In the case of resignation, a Member shall remain liable for payment of any outstanding Membership dues levied or which became payable by the Member to the Corporation prior to such person's resignation.
- 11.03 Termination of Membership. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
- (a) upon death or dissolution of the Member;
 - (b) when the Member's period of membership expires (if any);
 - (c) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws; or
 - (d) if an Ordinary Resolution of the Board is passed to remove the Member for any reason that the Board in its sole and absolute discretion considers to be reasonable, provided that the Member shall be provided twenty (20) days' notice of such removal and an opportunity to be heard.
- 11.04 Membership Dues. There may be membership dues as determined by the Board. Members shall be notified in writing of the membership 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 thereupon cease to be Members of the Corporation.

SECTION 12 FRIENDS OF THE CORPORATION

- 12.01 Entitlement. The Corporation may accept as Friends of the Corporation persons who are interested in furthering the purposes of the Corporation and who have applied for and been accepted as Friends of the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board.
- 12.02 Eligibility. The Board shall have the right to determine such other conditions required for a person to be eligible to become a Friend of the Corporation.
- 12.03 Rights and Services. Friends of the Corporation are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Friends of the Corporation shall have the right to receive notice of and attend Meetings of Members, but shall not have the right to vote thereat.
- 12.04 Termination of Status. The status of Friend of the Corporation may be withdrawn by and at the discretion of the Board.

12.05 Dues. The annual dues, if any, payable to the Corporation by Friends of the Corporation shall be determined by the Board and levied in accordance with such terms and conditions as shall be determined by the Board.

SECTION 13 MEMBERS' MEETING

13.01 Time and Place of Meetings. Subject to compliance with the Act, the annual meeting of the Members shall be held on such day in each year and at such time as the Directors may determine at any place within Canada, or, if all Members so agree, outside Canada.

13.02 Annual Meetings.

- (a) The Board shall call an annual meeting no 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.
- (b) The Board shall call an annual meeting of Members for the purpose of:
 - (i) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
 - (ii) electing Directors;
 - (iii) appointing an auditor,
 - (iv) conducting other business ("**Special Business**"), if any, provided that the requirements of Subsection 13.04(c) have been complied with.

13.03 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. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five percent (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,

13.04 Notice of Members' Meetings.

- (a) Notice of the time and place of a meeting of Members shall be sent to the following:
 - (i) to each Member entitled to attend the meeting;
 - (ii) to each Director;
 - (iii) to each Friend;
 - (iv) to the auditor of the Corporation; and

- (v) to such other persons that are entitled to attend a meeting of Members.
- (b) Notice of the time and place of a meeting of Members shall be given to each of the persons set out in Subsection 13.04(a) by the following means:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than thirty (30) days before the day on which the meeting is to be held;
 - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, not less than thirty (30) days before the day on which the meeting is to be held; or
 - (iii) in the event that the Corporation has more than 250 Members, by publication at least once in a publication of the Corporation that is sent to all its Members at least thirty (30) days before the day on which the meeting is to be held.
- (c) Notice of a Meeting of Members at which Special Business is to be transacted shall:
 - (i) state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business to be transacted; and
 - (ii) provide the text of any Special Resolution or By-law to be submitted to the meeting.

13.05 Proposed Resolution. A Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a “**Proposal**”), within 90 to 150 days before the anniversary of the previous annual meeting of Members. The Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

13.06 Waiver of Notice. A Member and other 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 shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

13.07 Quorum.

- (a) A quorum at any meeting of the Members shall be two (2) Members present in person.

- (b) No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business.
 - (c) If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.
- 13.08 Chairperson of the Meeting. In the event that the President and Vice-President are absent, the persons who are present and entitled to vote shall choose another Director as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.
- 13.09 Adjournment. The chairperson of any meeting of Members may with the consent of the meeting adjourn the same 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 that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 13.10 Meetings Held by Electronic Means. If the Directors or Members call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of teleconference or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 13.11 Participation at Meetings by Telephone or Electronic Means.
- (a) 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 or the person in question has access to such a communication facility.
 - (b) A person participating in the meeting by any such means shall be deemed to have been present at that meeting.
 - (c) A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can 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.

13.12 Voting of Members.

- (a) At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.
- (b) At every meeting at which a Member is entitled to vote, every Member who is present in person shall have one (1) vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every Member who is entitled to vote at the meeting and who is present in person or, in the case of an institution or legal entity, is represented by an individual so authorized shall have one (1) vote.
- (c) No Member shall be entitled to vote at meetings of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member.
- (d) At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (e) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

SECTION 14 EXECUTION OF INSTRUMENTS

14.01 Execution of Instruments. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (a) any two of the President, Vice-President, Secretary and Treasurer; or
- (b) any one of the aforementioned officers together with the Executive Director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by Ordinary Resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and

instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- 14.02 Definitions. The term “contracts, documents or instruments in writing” as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
- 14.03 Corporate Seal. The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by Ordinary Resolution of the Board.

SECTION 15 NOTICES

15.01 Method of Giving Notices.

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than a notice of a meeting of Members, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, officer or member of a committee of the Board or to the auditor 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 sent by the Corporation to Industry Canada in accordance with section 128 or 134 of the Act; 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 Part 17 of 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 when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor 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.

15.02 Omissions and Errors. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

15.03 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.

SECTION 16 POLICIES AND PROCEDURES/RULES AND REGULATIONS

16.01 Policies and Procedures/Rules and Regulations. The Board may prescribe such policies, procedures, rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may deem expedient.

16.02 Rules of Order. The meetings of the Board, National Council, committees and Members shall be conducted, subject always to the By-laws, in accordance with the rules of order in the most recent edition of *Robert's Rules of Order*, unless following such rules of order is, in the discretion of the chairperson of the meeting, impractical given the requirements of the By-laws.

SECTION 17 AUDITORS

17.01 Auditors. The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to Members who shall hold office until the next following annual meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. The Board shall approve the remuneration of the auditor.

**SECTION 18
FINANCIAL YEAR**

18.01 Financial Year. The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Directors may from time to time by Ordinary Resolution determine.

**SECTION 19
SPECIAL RESOLUTIONS**

19.01 Special Resolutions. For greater certainty, a Special Resolution of the Members is required to make any amendment to this By-law or to the Articles for the purpose of:

- (a) changing the name of the Corporation;
- (b) changing the province in which the Corporation's registered office is situated;
- (c) adding, changing or removing any restriction on the activities that the Corporation may carry on;
- (d) creating a new class or group of Members;
- (e) changing a condition required for being a Member;
- (f) changing the designation of any class or group of Members or adding, changing or removing any rights and conditions of any such class or group;
- (g) dividing 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) adding, changing or removing a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increasing or decreasing the minimum and maximum number of Directors fixed by the Articles;
- (j) changing the statement of the purpose of the Corporation;
- (k) changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
- (m) changing the method of voting by Members not in attendance at a Meeting of Members; or
- (n) adding, changing or removing any other provision that is permitted by the Act to be set out in the Articles.

SECTION 20
BY-LAWS, AMENDMENTS AND EFFECTIVE DATE

20.01 By-laws and Effective Date.

- (a) Subject to Subsections 19.01 and 20.01(c) of this By-law, the Board may, by resolution, make, amend or repeal any By-laws that regulate 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.
- (b) 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.
- (c) Notwithstanding Paragraph 20.01(a), this By-law shall be effective from the date that the Corporation continues under the Act.

20.02 Previous Act, etc.

- (a) 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 supplementary letters patent of the Corporation obtained pursuant to, any such By-law pursuant to its repeal.
- (b) All Directors, officers, and persons 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 on the 28th day of April, 2014.

CONFIRMED by the Members on the 18th day of July, 2014, and to be effective on the date that the Corporation continues under the Act.

WITNESS the seal of the Corporation.

President

Secretary