

BY-LAW Number FIVE
A By-Law relating generally to the conduct of the affairs of
CANADIAN SAFE BOATING COUNCIL-
CONSEIL CANADIEN DE LA SÉCURITÉ NAUTIQUE

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1.01 Definitions

In this by-law and all other by-laws 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 made pursuant to the Act, and any statute or regulations that may be substituted, 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 and “director” means a member of the board;
- d “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- e. “director” means an individual occupying the position of director by whatever name called
- f. “mandatory” Contracts, one who undertakes to perform contracts, person or nation receiving a mandate. (See Part 4, 4.13, 5 a)
- g. “meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- 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. “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- j. “public accountant” means a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province and meets any qualifications under enactment of a province for performing any duty that the person is required to perform as outlined in the Act under sections 188 to 199 and is independent of the corporation, its affiliates, or directors or officers of the corporation or its affiliates.
- k. “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- l. “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretations

1. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
2. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Head Office

The Head Office of the corporation shall be in the in the Province of Ontario, or subject to the act, by a by-law changing the place in which the registered office of the corporation shall be situated.

- 1.04 The directors shall ensure that all necessary books and records of the corporation or by applicable statute or law are regularly kept.

1.05 Distribution of Corporate documents

1. Upon request at least 21 days, prior to a members' meeting where the corporation's annual financial report will be approved, a member in good standing may ask the Treasurer for copy of the corporation's annual financial report.
2. The minutes of the board of directors and the minutes of the executive committee shall be available to the general membership upon request in writing. The executive committee shall distribute all executive-meeting minutes to the board of directors following approval of those minutes.

1.06 Rules and Regulations

The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation, when they shall be confirmed, and failing confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

1.07 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

1.08 Execution of Instruments

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by an authorized official and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.

- a. The board shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing, and
- b. The board may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation.

1.09 Voting

1. Procedure at all meetings of the members of the corporation, including the appointment of scrutinizers and the manner of voting, shall be determined in accordance with such regulations as may be prescribed from time to time by the board. If the board has not prescribed regulations, the members at the meeting by a majority vote shall decide upon the procedures to be followed at the meeting. All votes shall be decided by a majority of vote cast at the meeting on the question unless otherwise required by the Act or by-laws. In the case of an equality of a vote, the chair of the meeting in addition to an original vote shall have a second or casting vote.
2. Only duly authorized representatives {see 2.01, 2.02 and 2.06 (7)} of members shall be entitled to vote at any meeting of the members of the corporation but any associate shall be entitled to

address such meeting with respect to any matter properly before the meeting.

3. No error or omission in giving notice of any annual or general meeting or any adjourned meeting of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat. For the purpose of sending notices to members: directors or officers, for any meeting or otherwise, the address of the member, director, or officer shall be the last address, of any sort, recorded on the books of the corporation.
4. Votes by proxy or by electronic means of any sort at meetings of members shall not be allowed.
5. The board and the executive committee may conduct electronic votes on one or more matters that are presented electronically and such questions to be voted upon shall set out in the notice of meeting, and no amendments shall be permitted, provided that the method of voting contains the following elements:
 - a. the electronic facility used permits the subsequent verification of the votes cast;
 - b. there is a set time for voting to the end not later than three days after the start of voting; (Note the clock starts at the time the message is sent by the Secretary)
 - c. the question to be voted on is capable of a "yes" or "no" answer;
 - d. the results of the vote shall be circulated to the board and executive committee no later than 24 hours after the votes are counted.

1.10 AMENDMENTS OF BY-LAWS

The by-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board and sanctioned by a **special resolution** of the members present at a meeting duly called for the purpose of considering the said by-law.

1.11 Funds

1. The funds of the corporation shall be derived from special contributions and such dues, registrations and fees as the board may from time to time approve.
2. All funds received by the corporation from any source shall be held, used and expended, as the board, acting in furtherance of the objects of the corporation, shall determine. These funds shall be irrevocably dedicated to furthering boating education and safety, including administrative expenses necessary to conduct the business of the corporation. Subject to the limitations accompanying any gift or by these articles or by-laws the corporation may invest its funds as the board from time to time think fit.
3. No part of the earnings of the corporation shall be used for the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the objects of the corporation.
4. Subject to board approval any activity undertaken by a member of the corporation to carry on activities on behalf of the corporation, the corporation may distribute any of its funds or other property to that member to carry on those activities.

1.12 Financial Year End

Unless changed by resolution of the board the fiscal year end of the corporation shall be the calendar year.

1.13 Banking Arrangements

Bank accounts of the corporation shall be kept in such chartered bank or banks, trust company or companies or other firms or corporations carrying on banking or similar business as the board may by **ordinary resolution** from time to time determine. Cheques and other negotiable instruments may be made and signed by such persons as may be designated for that purpose from time to time by the board of directors.

1.14 Borrowing

1. The board may from time to time:
 - a. Borrow money upon the credit of the corporation;
 - b. Limit or increase the amount borrowed;

- c. Issue debentures or other securities of the corporation;
 - d. Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - e. Secure any such debentures, or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property for the corporation, and the undertaking and rights of the corporation.
2. The board may from time to time authorize any director or directors, officer or officers, employee or employees of the corporation or other person or persons, whether connected with the corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the corporation as the directors of the corporation may authorize, and generally to manage, transact and settle the borrowing of money by the corporation.

1.15 AUDITORS

- 1. The members shall, at each annual meeting, appoint a Public Accountant by **ordinary resolution**, to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor by ordinary resolution.
- 2. The remuneration of the auditor shall be approved and fixed within the corporation's annual budget.

1.16 Dispute Resolution

1. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in section 1.16 2 of this by-law.

2. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the corporation arising out of or related to the articles or by-laws, or out of any aspect of the 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, officers, committee members, employees or volunteers of the corporation as set out in the articles, by-laws, or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the corporation) 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 parties agree that 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 provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings related 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 on a question of fact, law or mixed fact and law.
- d. All cost of the mediator's appointment in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators

appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

1.17 Dissolution

Upon dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees within the meaning of subsection 248(1) of the Income Tax Act, whose objects are in keeping with the objects or mission and complimentary to the purposes of the corporation.

Part 2 Membership – Matters requiring special resolution.

- 2.01 Subject to the articles there shall be one class of members in the corporation. Membership in the corporation shall be open to corporations, organizations, agencies and individuals interested in the boating field and support furthering the corporation's objects and who have applied for and been accepted into membership in the corporation by **ordinary 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 of the corporation.
- 2.02 Corporations, organizations and agencies shall, in writing, name an individual as their representative who is authorized to vote on behalf of the corporation, organization or agency on all matters placed before the membership. All individual members shall have a vote.
- 2.03 The board may admit an Associate representing any organization or agency that supports the aims of the corporation but cannot or does not wish to be a member. An Associate shall enjoy such privileges and rights in the corporation as the board may from time to time determine, but shall not have voting privileges. An Associate may become a full member by payment of any fees or dues outstanding.
- 2.04 The board shall have the authority to establish rights and duties of members and Associates as they relate to the business of the corporation.
- 2.05 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by one of the following means:
1. by mail, courier, or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act, a **special resolution** of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.06 Meeting of Members.

1. Only those persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the public accountant of the corporation and such other persons who are entitled or required under any provisions of the Act, articles or by-laws of the corporation to be present at the meeting. Any other persons may be admitted only by invitation of the Chair of the meeting or by **ordinary resolution** of the members present at the meeting.
2. All meetings of the corporation shall be chaired by the Chair, or during absence the Vice Chair. In the event that both are absent the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
3. The annual or any other general meeting of the members shall be held at any place as the board may determine and on such day as the said board shall appoint.
4. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.
5. The board or the chair or vice chair shall have power to call, at any time, a general meeting or a special general meeting of the members of the corporation. The board shall call a special general meeting of members on the written requisition of members carrying not less than five percent (5%) of the members. Ten (10) Members or not less than twenty-five percent (25%) of the number of members, whichever is the greater, present at a meeting shall constitute a quorum.

6. A member may submit a proposal outlining the subject in sufficient detail to enable the proposal to be passed to all members and a notice of motion to the secretary at least 60 days prior to the date of the Annual General Meeting. Proposals which relate to the nominations process are outlined at Part 9 section 4c and 4d.
7. Each Member as specified by Part 2.01 and 2.02 represented at a meeting and having paid current membership fees or dues shall have the right to exercise one (1) vote.
8. Each member corporation, organization or agency may, by resolution of its board of directors or other governing body, authorize such persons as it thinks fit to act as its representative at any meeting of the members of the corporation by letter to the corporation's secretary prior to the start of the meeting.
9. Notice of any meeting where special business will be transacted shall contain sufficient information to permit each member to form a reasoned judgement on the decision to be taken.
10. A **special resolution** of members is required to make any amendment to the articles or by-laws of the corporation 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. increase or decrease the minimum or 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;

The foregoing is considered to be **fundamental changes** and require a **special resolution** of the members to make any amendment to the articles or the by-laws of a corporation. All other issues with the exception of matters dealing with "dispensing with public accountant", where all members at a meeting must agree, may be addressed by an **ordinary resolution**.

11. A director, or a member who is entitled to vote at an annual meeting of members, may, in accordance with section 6 above, propose to make an amendment referred to in section 10. Notice of meeting of members at which a proposal to make an amendment referred to above in section 10 is to be considered, shall set out the proposed amendment. Such notice of proposal shall be in writing to the corporation's secretary dated at least one week following notification of a members meeting where the said proposal may be discussed.
12. The board may if authorized by the members in the **special resolution** effecting an amendment under this section, revoke the resolution before it is acted on without further approval of the members.

3.01 The board shall set membership fees or dues.

3.02 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, the member in default shall automatically cease to be a member of the corporation.

3.03 A member, as outlined in paragraphs 2.01 and 2.02, will become a paid up member by paying arrears fees or dues for the current year at least 60 days prior to any meeting of members.

3.04 Termination of Membership

A membership in the corporation is terminated when:

1. the member dies, resigns or, in the case of a member that is a corporation, or organization that is dissolved;
2. a member fails to maintain any qualifications for membership described in Part 2 of these bylaws;
3. the member is expelled in accordance with sections 3.05 or is otherwise terminated in accordance with the articles or by-laws;
4. the member's term of membership expires; or
5. the corporation is liquidated or dissolved under 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 and shall be effective on the date specified in the resignation;

3.05 Discipline of Members

The board shall have authority to suspend or expel any member from the corporation for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
3. 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 the board determines that a member should be expelled or suspended from membership in the corporation, the Chair, 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 Chair, 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 Chair, the Chair, 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, 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.

Part 4 Directors

4.01 The board of the corporation shall manage or supervise the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is authorized to exercise and do by its Letters Patent.

4.02 A board of directors of not less than ten (10) and not more than twenty-five (25) shall be elected from the current voting members of the corporation as defined at section 2.01 and 2.02. Fifty percent (50%) of the current directors shall constitute a quorum.

4.03 **Notwithstanding, 4.02 above,** the members from time to time by ordinary resolution, may fix the number of directors of the corporation and the number of directors to be elected at annual meetings of the members or, delegate those powers to directors. No decrease in number of directors shall shorten the term of an incumbent director. (Note: To change the 10/25 number you require a **special resolution** to fulfill the obligations articulated at 2.06 9 i therefore the members can enable the directors to put forth a slate of

- between 10 and 25 but cannot decrease the minimum or increase the maximum who may hold an office)
- 4.04 The members shall by **ordinary resolution** at each an annual general meeting of members elect directors and from the directors so elected elect a slate of officers (see Part 5) for a term of one year.
- 4.05 The following persons are disqualified from being a director of the corporation:
1. anyone who is less than 18 years of age;
 2. anyone who has been declared incapable by a court in Canada or in another country;
 3. a person who is not an individual; and
 4. a person who has the status of a bankrupt.
- 4.06 The office of director shall be automatically vacated:
1. if a director resigns by delivering a written resignation to the Secretary of the corporation and the Chair of the Nominating Committee;
 2. if at a special general meeting of members an **ordinary resolution** is passed by majority of the Members represented at the meeting that the director be removed from office;
 3. if the member organization which the director represents ceases to be a member in good standing of the corporation or shall remove the director as its official representative on the board of directors; (see 3.04)
 4. if a director misses two (2) consecutive board meetings during their term of office the Nominating Committee cannot re-nominate the member for another term unless there is documented just cause for missing the meetings.
 5. on death.
- 4.07 Provided that if any vacancy shall occur for any reason the board by **ordinary resolution**, may, by appointment, fill the vacancy with a duly appointed representative of a member of the corporation. Directors so appointed shall fill the vacancy for a term which ends with the corporation's next annual general meeting of members.
- 4.08 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's retirement is accepted and a successor is elected. Should the directors not be elected at a meeting of members, the incumbent directors shall continue in office until their successors are elected
- 4.09 A director shall serve as such without remuneration for their corporate governance duties and no director shall directly or indirectly receive any profit from being a director; provided that a director may be paid reasonable expenses personally incurred in the performance of the director's duties. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity that may be undertaken for remuneration as from time to time authorized by the board.
- 4.10 Meetings of the board may be held at any time and place to be determined by the Chair, or the Chair on the request of three (3) or more members of the executive committee or by a majority of the directors, provided that not less than thirty (30) days' notice of such meeting shall be given to each director if such notice is given by mail, and not less than ten (10) days' notice shall be given if such notice is given personally, or by telephone, or any form of facsimile or similar form of electronic communication. There shall be at least one (1) meeting per year of the board of directors. Each director is authorized to exercise one (1) vote. At all meetings of the board, every question shall be decided by a majority vote cast on the question. In the case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 4.11 Directors may participate in any and all meetings by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in such a meeting is deemed for all purposes of this by-law and the Act to be present at that meeting.
- 4.12 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 **ordinary resolution** of the board.
- 4.13 No error or omission in giving notice of any meeting of the board of directors, or any adjourned meeting of

the board of the corporation, shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.14 Disclosure of Interest

1. A director of the corporation shall disclose to the Secretary, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of the corporation, the nature and extent of any interest that the director has in a material contract or material transaction, whether made or proposed, with the corporation, if the director or officer
 - a. is a party to the contract or transaction;
 - b. is a director, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - c. has a material interest in a party to the contract or transaction.
2. The disclosure required by foregoing paragraph shall be made, in the case of a director,
 - a. at the meeting at which a proposed contract or transaction is first considered;
 - b. if the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
 - c. if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
 - d. if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.
3. The disclosure required by subsection shall be made, in the case of an officer who is not a director,
 - a. immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - b. if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - c. if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
4. If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the secretary, or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.
5. A director required to make a disclosure under subsection (1) shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
 - a. relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the corporation or an affiliate;
 - b. is for indemnity or insurance under Part 6; or
 - c. is with an affiliate
6. For the purposes of this section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - a. the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in paragraph (1)(b) or (c);
 - b. the director or officer has a material interest in the party; or
 - c. there has been a material change in the nature of the director's or the officer's interest in the party.

7. The members of the corporation may examine the portions of any minutes of meetings of directors or of committees of directors that contain disclosures under this section, and of any other documents that contain those disclosures, during the corporation's usual business hours.
 8. A contract or transaction for which disclosure is required under subsection (1) is not invalid, and the director or officer is not accountable to the corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if
 - a. disclosure of the interest was made in accordance with this section;
 - b. the directors approved the contract or transaction; and
 - c. the contract or transaction was reasonable and fair to the corporation when it was approved.
 9. Even if the conditions of subsection (8) are not met, a director or an officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under subsection (1), and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if
 - a. the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
 - b. disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
 - c. the contract or transaction was reasonable and fair to the corporation when it was approved or confirmed
 10. If a director or an officer of a corporation fails to comply with this section, a court may, on the application of the corporation or any of its members, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.
- 4.15 The board may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any powers of the directors. Such appointment powers exclude the following:
1. submit to members any question or matter requiring the approval of members;
 2. fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 3. issue debt obligations except as authorized by the directors;
 4. approve annual financial statements;
 5. adopt, amend or repeal by-laws; or
 6. establish contributions to be made, or dues to be paid, by members under 3.01.
- 4.15 The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
- 4.16 The board shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by **ordinary resolution** to an officer of corporation the right to employ and pay salaries of employees.
- 4.17 The board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the corporation in accordance with such terms as the board may prescribe.
- 4.18 The board shall take such steps as they may deem requisite to enable the corporation to acquire, accept,

solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

- 4.19 The board shall fix remuneration for all officers, agents and employees and committee members by **ordinary resolution**.

Part 5 Officers

- 5.01 The officers of the corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer and any other officers as the board may by ordinary resolution determine. Two or more offices of the corporation may be held by same person, other than Chair and Vice Chair.
- 5.02 The officers shall be elected at an annual meeting of the members according to procedures prescribed by the board. Only those members elected as directors shall be eligible for election as officers of the corporation.
- 5.03 The officers of the corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board at any time. Officers shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties.
- 5.04 The board may by **ordinary resolution** appoint, or empower the chair to appoint, such other officers and agents as it shall be deemed necessary, who shall hold their offices for such terms and shall exercise such duties as shall be determined from time to time.

5.05 Duties of Officers

1. The Chair shall be the chief executive officer of the corporation. The Chair shall preside at all meetings of the corporation, of the board of directors and the executive committee. The Chair shall have the general and active management of the affairs of the corporation. The Chair shall see that all orders and resolutions of the board are carried into effect.
2. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed by the board.
3. The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust that may be designated by the board from time to time. The Treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and directors at the regular meetings of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the board.
4. The Secretary shall attend all meetings of members, the board of directors and the executive committee and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or chair, under whose supervision the secretary shall be.

Part 6 Indemnities to Directors and Others

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

neglect or default.

Part 7 Committees

- 7.01 The board may create committees to perform certain functions. Such other committees may be either a standing committee or special purpose committees. The board of directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
- 7.02 The Chair of the corporation shall, subject to the approval of the board, appoint committee chairs. Each committee chair may constitute the remainder of the committee. Committee chairs shall serve at the pleasure of the chair of the corporation, and committee members shall serve at the pleasure of the committee chair. The chair of the corporation may be a member of each committee.
- 7.03 Associates shall be eligible to serve on committees if asked.
- 7.04 Committees shall report to the board at each meeting of the board and at such other times as requested by the chair of the corporation.
- 7.05 Committee chairs may establish any subcommittees they deem necessary to implement committee functions.

Part 8 Executive Committee

- 8.01 There shall be an Executive Committee of the board of directors composed of the officers, Chair, the Vice Chair, the Secretary, the Treasurer and three (3) members-at-large. Four (4) members shall constitute a quorum and a majority vote of these members shall prevail. Members at-large of the executive committee, shall be elected at the annual meeting by the members present and shall serve for a term of one (1) year or until their successors are duly appointed. The chair shall fill vacancies on the executive committee for the remainder of the term. The executive committee shall exercise such powers as are delegated to it by the board. Any executive committee member may be removed by a majority vote of the board. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.
- 8.02 Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that seventy two (72) hours' written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least twenty-one (21) days prior to the meeting. No error or omission in giving notice of any meeting of the executive committee or any adjournment meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The executive committee will report to the board of directors and shall keep regular minutes of its meetings and provide these minutes in a timely manner to the board of directors.
- 8.03 Officers may participate in any and all meetings by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. An officer so participating in such a meeting is deemed for all purposes of this by-law and the Act to be present at that meeting.

Part 9 Standing Committees

The following committees shall be considered to be standard.

- 1. **A Budget and Finance Committee**, chaired by the Treasurer, whose purpose shall be to prepare the corporation's operating budget, monitor and control all revenues and expenditures.
- 2. **A Ways and Means Committee**; purpose shall be to plan and propose fund-raising programs to the board and to solicit funds and donations for the corporation.
- 3. **A Membership Committee**; purpose is to retain and recruit members.
- 4. **A Nominating Committee**; purpose shall be to facilitate the nomination process and procedures under the following structure:
 - a. The nominating Committee shall consist of three (3) Members, being: the immediate Past Chair, who shall be chair of the Nominating Committee, and two (2) Members in good standing of the corporation, elected by the membership, and who shall be elected for a one (1) year term and who may serve no more than two successive terms on the committee. In the event that any person referred to above dies, becomes incapacitated, declines to serve on or resigns from the nominating committee, the vacancy so created shall be filled by appointment made by the board without

reference to the office, if any, then held by the appointee. If the position of Chair of the committee becomes vacant, the members of the nominating committee, including the appointee, shall choose one of their numbers to be the Chair. A quorum of the committee shall be two (2) persons.

- b. The Nominating Committee shall:
 - (1) Select nominees or receive nominations for all elected directors and members of the Nominating Committee; and
 - (2) Ensure the consent of all nominees to stand for office.
- c. No Member shall be eligible for election unless nominated by the Committee on Nominations, or by petition in writing signed by not less than five (5) Members in good standing, who shall confirm the consent of their nominee to stand.
- d. The names of all persons nominated shall be filed with the Secretary not less than fourteen (14) days prior to the date of the meeting at which such election shall take place.

Part 11 Effective Date

These by-laws shall come into force and effect on the date that the Certificate of Continuance under the Act is issued to the Corporation.

CERTIFIED to be By-Law No. 5 of the Corporation, as enacted by the Directors of the Corporation by resolution on the thirteenth day of January 2014 and confirmed by the members of the Corporation by special resolution on the fourteenth day of May 2014.

Dated as of the May 14, 2014

Susan Daly

A handwritten signature in black ink, appearing to read 'Susan Daly', with a large, stylized flourish at the end.