

BY-LAW No. 1

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

CANADIAN SOCIETY OF PROFESSIONAL ENGINEERS (the Society)

1. GENERAL

1.1 Definitions

In this by-law and all other by-laws of the Society, 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 Society;
- (c) **Board** means the board of directors of the Society and **director** means a member of the board;
- (d) **By-laws** means this by-law and any other by-laws of the Society as amended and which are, from time to time, in force and effect;
- (e) **Class A Members** refer to members of the Society which are non-profit corporation described in sub-section 2.1a of this By-law and are also designated as **Corporate Members**
- (f) **Class B Members** refer to individuals described in sub-section 2.1b of this By-law and are also designated as **Regular Members**
- (g) **Class C Members** refer to individuals described in sub-section 2.1c of this By-law and are also designated as **Affiliate Members**
- (h) **Geographic Division** has the same meaning as section 4.2 of this By-law.
- (i) **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;
- (j) **ordinary resolution** means a resolution passed by a majority of the votes cast on that resolution;
- (k) **Professional Engineer** refer to an individual licensed in any jurisdiction within Canada to engage in the practice of professional engineering
- (l) **Proportionate Size of the Corporate Member** refers to the number of Affiliate Members in good standing who are members of a Corporate Member divided by the Total Individual Membership, expressed as a percentage and rounded down to the nearest

whole number except that if the percentage is less than one percent, it shall be deemed to be exactly one percent.

- (m) **Proportionate Size of the Geographic Division** refers to the number of Regular Members in good standing who are assigned to a Geographic Division divided by the Total Individual Membership, expressed as a percentage and rounded down to the nearest whole number except that if the percentage is less than one percent, it shall be deemed to be exactly one percent.
- (n) **Proposal** means a proposal submitted by a member of the Society that meets the requirements of section 163 of the *Act*;
- (o) **Regulations** means the regulations made under the *Act*, as amended, restated or in effect from time to time; and
- (p) **Special resolution** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (q) **Total Individual Membership** shall mean the total number of Class B Regular and Class C Affiliate Members of the Society who are in good standing.

1.2 Interpretation

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.

Other than as specified in 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these By-laws.

Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

Any conflict arising from the interpretation of these by-laws shall be resolved by a two-thirds majority vote of the Board. .

1.3 Non-Discrimination

The qualification for membership and for holding office in the Society will be defined without regard to sex, race, religion, national origin or other factors prohibited by law.

1.4 Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Society shall be the custodian of the corporate seal.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society 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 the person or persons by whom a

particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof

1.6 Financial Year End

The financial year end of the Society shall be the last day of December in each year.

1.7 Banking Arrangements

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

1.8 Annual Financial Statements

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the *Act* to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2. MEMBERSHIP

2.1 Classes of Members

Subject to the Articles, there shall be three classes of members in the Society, namely, Class A members, Class B and Class C members. Membership in all such classes shall be voluntary. The following conditions of membership shall apply:

- a. Class A - Corporate Members
 - i. Class A members shall be non-profit corporations operating in a defined geographic area of Canada and being specifically, among other things, a non-regulatory society or organization for Professional Engineers resident or practising within its geographic area).
 - ii. The objects of Class A Corporate Members shall not be inconsistent with those of the Society. A Class A Corporate Member shall appoint one or more of its affiliate members in good standing to act as its representative(s) to attend and vote at members' meetings.
 - iii. Application for Class A membership shall not be rejected for any unreasonable or arbitrary reason, but an application for Class A Corporate Member may be rejected if the applicant is directly in competition with any existing Class A Corporate Member. As set out in the Articles, a Class A Corporate Member is entitled to receive notice of, attend and vote at all meetings of members on each matter for decision that comes before such meetings or by written resolution as may be provided for from time to time under this By-law or at law, except for

meetings at which only members of another class are entitled to vote separately as a class.

b. Class B Regular Members -

- i. Class B membership shall be available only to those individuals who, are Professional Engineers who resides or practises in a geographic area where there is no Class A Corporate Member. A Class B Regular Member shall pay dues directly to the Society.
- ii. A Class B member shall be entitled to receive notice of members' meeting and to attend as an observer but shall not be entitled to vote thereat.

c. Class C– Affiliate Members

- i. Class C Affiliate Members shall be limited to the individuals who, from time to time and at any time, are members of a Class A Corporate Members, pays additional dues to the Class A Corporate Member over and above any amount transferred to the Class A Corporate Member by the licensing body governing the affiliate members.
- ii. As set out in the Articles, Class C Affiliate Members shall be entitled to notice and attend members' meetings as observer but shall not be entitled to vote thereat.

Pursuant to subsection 197(1) of the *Act*, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions of membership.

3. MEMBERSHIP DUES AND TERMINATION

3.1 Membership Dues

- (a) The annual membership fees payable by each class of members shall be those fixed from time to time by ordinary resolution duly passed by a two-thirds affirmative vote of the Board.
- (b) Annual membership fees and assessments fess shall become due and payable on the first day of January in each year or on such other date as set by the Board from time to time. Annual fees shall be prorated by the calendar month for the first year of membership in the Society. Class A Corporate Members with annual membership exceeding \$500 may make equal monthly installments of their annual dues. The Board shall ensure that members are given at least 30 days notice of their membership fees payable for each year. Fees and assessment dues should be paid within 60 days from the date when such amount first become payable.

If additional fees are required to carry on the affairs of the Society or for any special purpose, the Board may pass an ordinary resolution, subject to approval by two-thirds majority vote at a members meeting, to levy special assessments which shall be payable forthwith by the members in such amount as shall be determined by the Board

- (c) The Society may administer programs and services for which it may establish “user fees” for participation and a premium charge may be assessed to non-members
- (d) A member who for whatever reason resigns or ceases to be a member shall remain liable for any debts due or owing on the date the membership.

3.2 Termination

A membership in the Society in non-transferable and is terminated and automatically lapses when any one of the following events occurs:

- (i) the member dies, or, in the case of a member that is a corporation, is dissolved;
- (ii) a member fails to maintain any qualifications for membership described in Section 2.1 and 3.1 of these By-laws;
- (iii) the member resigns by delivering a written resignation to the head office of the Society, in which case such resignation shall be effective on the date specified in the resignation
- (iv) the member’s term of membership expires;
- (v) the Society is liquidated or dissolved under the *Act*; or
- (vi) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds of the vote cast at a special meeting provided that the member shall be granted an opportunity to be heard at such meeting.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

3.3 Discipline of Members

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

- (i) violating any provision of the articles, by-laws, or written policies of the Society;
- (ii) carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
- (iii) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the board determines that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the board, shall provide 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 president, or such other officer as may be designated by the board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the president, the president, 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 Society. 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 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

Pursuant to Section 197(1) of the *Act*, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

4. MEETING OF MEMBERS

4.1 Calling and Place of Members' Meetings

Subject to compliance with section 159 of the *Act*, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada. The Board or the president or vice-president shall have power to call, at any time, a general meeting or special meeting of the members of the Society and shall call an annual meeting of members not later than 15 months after the preceding annual meeting but not later than six months after the Society's financial year end.

4.2 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Society and such other persons who are entitled or required under any provision of the *Act*, Articles or By-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.3 Notice of Meeting of Members

Subject to the requirement under the *Act* and the regulations, notice of the time and place of a meeting of members shall be given in the manner and subject to the terms and conditions of Section 11.1 of this By-law to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of not less than 21 days and not more than 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of not less than 21 days and not more than 35 days before the day on which the meeting is to be held.

4.4 Waiving Notice

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

4.5 Chair of the Meeting

The president of the Board will chair a meeting of the members. If the president and the vice-president of the Board are absent, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.6 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If the Society has only one member, the member present in person or by proxy constitutes a meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.11 of this By-law, by telephone or by other electronic means.

4.7 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the *Act*, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

4.8 Show of Hands

Subject to the *Act* and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

4.9 Ballots

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

4.10 Resolution in Lieu of Meeting

Except where the *Act* requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members. A majority vote of the members shall be required to approve any matter that can be voted on by written resolution. A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

4.11 Absentee Voting by Mail Ballot

- (c) Mail or Electronic Ballot -- Pursuant to section 171(a) of the *Act*, a member entitled to vote at a meeting of members may vote by mail-in ballot or by-means of a telephonic, electronic, or other communication facility if the Society has a system that:
 - i. enables the votes to be gathered in a manner that permits their subsequent verification, and

- ii. permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

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 Society to change this method of voting by members not in attendance at a meeting of members.

- (d) Proxy -- Pursuant to Section 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a member may revoke a proxy by depositing an instrument signed by the member or by his or her agent;
 - 1. at the registered office of the Society no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - 2. with the person presiding as chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (iii) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - (iv) if a form of proxy is created by a person other than the member, the form of proxy shall
 - 1. indicate, in bold-face type,
 - the meeting at which it is to be used,
 - that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - instructions on the manner in which the member may appoint the proxy holder,
 - 2. contain a designated blank space for the date of the signature of the member and of any other person required to sign the proxy,

3. provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
 4. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 5. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 6. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under sub-subparagraph 5 or 6 of this subparagraph (iv) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (v) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided, in accordance with sub-subparagraph (iv)5 or (iv)6 of subparagraph (iv), immediately preceding, only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- (vi) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (vii) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the *Act*, a special resolution of the members is required to make any amendment to the By-laws of the Society to change this method of voting by members not in attendance at a meeting of members

4.12 Participation by Electronic Means at Meetings of Members

If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in

accordance with the *Act*, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

4.13 Meeting of Members Held Entirely by Electronic Means

If the Board or the members of the Society who are entitled to vote call a meeting of members pursuant to the *Act*, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act* and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5. DIRECTORS

5.1 Fixing of Numbers and Qualifications

The Board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by ordinary resolution of the Board.

Directors must be individuals, 18 years of age, with power under law to contract. Directors must be at all times be either a member of a Class A Corporate Member, a Class B Regular Member or Class C Affiliate Member of the Society, either at the date of their election to the Board or within ten days after the date of their election to the Board. The Board may, from time to time, by ordinary resolution, create additional rules for the qualifications of directors.

5.2 Election and Terms

- (a) Members entitled to vote at a meeting of members will elect the directors each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. The terms of the directors shall be staggered. At the first election of the directors under these by-laws, a majority of directors shall be elected for a two year term, and the remainder of the directors shall be elected for a three-year term. The term to be served by each of the directors shall be as agreed among them. If there is no agreement, the chair of the meeting shall determine the term. Thereafter, at each annual meeting of the members, directors shall be elected to fill the positions of those directors whose term of office has expired, and each director so elected shall hold office for a term of three years.
- (b) No director shall be eligible to serve more than six consecutive years on the Board regardless of the number of terms served. After such period, a director is not eligible to serve on the Board, until a period of one full calendar year has elapsed.

5.3 Books and Records

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

5.4 Vacancy in Office

The office of director shall be automatically vacated:

- (a) if a director shall resign his/her office by delivering a written resignation to the secretary of the Society;
- (b) if he/she is found by a court to be of unsound mind;
- (c) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- (d) on death; or

If any vacancy shall occur, the Board by a majority vote may, by appointment, fill the vacancy for the balance of the former director's term.

5.5 Filling Vacancies

Subject to the provisions of the *Act*, a vacancy on the Board may be filled for the remainder of its term by resolution of the Board. If there is no quorum of directors or if a vacancy results from the failure to elect the minimum number of directors provided for in the Articles, the directors then in office shall forthwith call a meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

5.6 Removal of Director

At a meeting of members entitled to vote, members may pass an ordinary resolution removing a director from office;

5.7 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

Board members may receive remuneration for duties performed on behalf of the Society in amounts and according to policies set out by the Board from time to time, subject to ratification by a majority vote at any members' meeting held subsequent to and within one year of any changes to the amounts or the policies.

5.8 Retiring Director

A retiring director shall remain in office until the termination or adjournment of the meeting at which a successor's appointment or election is effective.

6. POWERS AND DUTIES OF THE BOARD

- 6.1** Subject to the *Act* and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Society, and in connection with the management and operation of the Society the Board may prescribe such rules and regulations not inconsistent with the By-laws of the Society it deems expedient.
- 6.2** The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the

Society 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 Society is by its charter or otherwise authorized to exercise and do.

- 6.3** The directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees. The directors 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 interest of the Society in accordance with such terms as the Board may prescribe.
- 6.4** The Board is hereby authorized, from time to time:
- (a) to borrow money upon the credit of the Society, from any bank, Society, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
 - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society.
- 6.5** The Board shall take such steps as they may deem requisite to enable the Society 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 Society.
- 6.6** 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.
- 6.7** Remuneration for all officers, agents and employees and committee members shall be fixed by the Board by ordinary resolution.

7. INDEMNITIES TO DIRECTORS AND OTHERS

- 7.1** Subject to the Articles and any requirements or limitation under the Act and law applicable to charities, every present or former director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society 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 Society, from and against:

- (a) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

7.2 Insurance

The Society may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Society pursuant to the immediately preceding section.

8. MEETINGS OF DIRECTORS

8.1 Calling and Place of Meetings

The Board or the president or vice-president shall have power to call, at any time, a general meeting or special meeting of the members of the Society and shall call an annual meeting of members not later than 15 months after the preceding annual meeting but not later than six months after the Society's financial year end. Subject to compliance with section 159 of the *Act*, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

8.2 Notice of Meeting

Unless sent by regular mail, 48 hours notice of a meeting of the Board shall be given to each director. Notice of any such meeting that is sent by regular mail shall be served in the manner specified in Section 11.1 of this By-law to every director of the Society not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting, whether such waiver or consent is given before or after the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) of the *Act* that is to be dealt with at the meeting.

8.3 First Meeting of New Board

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.

8.4 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time

of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

Each year there shall be at least two meetings of the Board, at such time and place as the president shall designate. Not less than 20 days notice of these meeting shall be given.

8.5 Special Meetings

The president may call, and is required to call upon the request by at least two directors, a special meeting of the Board at a time and place chosen by the president. There shall not be less than five business days notice of such special meetings setting out the business to be transacted, and no other business shall be conducted at the meeting.

8.6 Chair of Meeting

In the event that the president of the Society and the vice-president of the Society are absent, the directors who are present shall choose one of their number to chair the meeting.

8.7 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the question is lost.

8.8 Quorum

A majority of the Board shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Society. Questions arising at any meeting of directors at which there is quorum shall be decided by a majority vote of those present.

8.9 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by ordinary resolution of the Board.

8.10 Participating Directors Meetings by Electronic Means

A director may, in accordance with the Regulations, if any, and if all the directors of the Society consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this *Act* to be present at that meeting.

The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by roll call conducted by the Secretary at the beginning of each meeting. Each vote cast by a director participating electronically shall be recorded in the minutes by the Secretary.

9. OFFICERS

9.1 Description of Officers

Unless otherwise specified by the Board, which may, subject to the *Act*, modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if appointed, shall be as follows and have the following duties and powers associated with their positions, provided that the Board may by ordinary resolution designate other officers of the Corporation. Any two offices may be held by the same person.

- (a) **President** – The president shall be elected by the Board from amongst the directors and shall be the chair of the Board. He/She shall be an ex-officio member of all standing and special committees and task forces of the Society. When present, he/she shall preside at all meetings of the Board, committees or directors, if any and members.
- (b) **Vice-president and Secretary** – The vice-president shall be elected from amongst the directors. He/She shall be the Secretary of the Society and shall give or cause to be given notices for all meetings of the Board and embers when directed to do so, and have charge of the corporate seal and minute book(s) of the Society. During the absence and inability of the president, the vice-president shall exercise the duties and powers of the office of the president.
- (c) **Treasurer** – The treasurer shall be responsible for ensuring the custody of the funds and securities of the Society, the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and the deposit of all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He/she shall be responsible for the disbursement of the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position, of the Society. He/she shall also perform such other duties as may from time to time be directed by the Board.
- (d) **Chief Staff Officer** – The Board may appoint a chief staff officer, who shall be responsible for the conduct of the day to day activities of the Society and have charge of all additional matters as may be prescribed by the Board from time to time. The title of the chief staff officer shall be determined by the Board.

The powers and duties of all other officers of the Society shall be such as the terms of their engagement call for or the board or president requires of them. The Board may, from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any officer.

9.2 Officers of the Society shall be appointed by ordinary resolution of the Board at the first meeting of the Board following an annual meeting of members.

9.3 The remuneration of all officers appointed by the Board shall be determined from time to time by resolution of the Board. All officers are entitled to be reimbursed for reasonable expenses incurred in the performance of their duty.

9.4 The officers of the Society shall hold office for one year from the date of appointment or election or until the earlier of their successors are elected or appointed in their stead, their resignation, their ceasing to be a director (if a necessary qualification of appointment) or their death. Any officer shall be subject to removal by ordinary resolution of the Board at any time.

9.5 Vacancy in Office

If the office of any officer of the Society shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

10. COMMITTEES

10.1 Standing Committee on Nomination

There shall be a Standing Committee of the Society on Nominations and there may be other standing committees of the Society, such as Audit and Management. Either the Board or the Members at a general meeting of the Members shall propose and resolve by majority vote the formation of such standing committees. The President shall chair all standing committees of the Society but if he or she is not present at a meeting of a standing committee, the members of the committee who are present at such meeting shall appoint a chair from among them for such meeting

10.2 Special Committee

Special committees and task forces of the Society may be established by the Board to conduct such business, to perform such duties and with such powers, as may from time to time be determined by the Board, and shall report directly to the Board on a regular basis

10.3 Appointment Committee

The President shall appoint chairpersons of all special committees and task forces of the Society to serve for the duration of that committee's or that task force's deliberations and submissions of its report

Any committee may formulate its own rules of procedure, subject to such regulations or directors as the Board or members may from time to time make. Any committee member may be revoked by resolution and the Board may fix remunerations of committee members, who are not directors.

11. NOTICE

11.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), 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 public accountant shall be sufficiently given:

- (a) 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 Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
or

- (b) if mailed to such person at such person's address as shown in the records of the Society by prepaid ordinary or air mail; or
- (c) if sent by courier to such person at such person's address as shown in the records of the Society; or
- (d) if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the Society; or
- (e) if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

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; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; 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. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.2 Invalidity of any provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

11.3 Omissions and Errors

The accidental omission to give any notice to any members, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society 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.

12. RULES AND REGULATIONS

The Board may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Society and other matters provided for in this By-law as they may deem expedient.

13. BY-LAW AMENDMENTS

The Board may not make, amend or repeal any By-laws that regulate the activities or affairs of the Society without having the By-law, amendment or repeal confirmed by the Class A member by ordinary resolution. The By-law, amendment or repeal is only effective on the confirmation of the Class A member and in the form in which it was confirmed.

