

## BY-LAW NO. 3\*

\*The revisions to the previous By-Laws are with respect to the addition of a second Vice President.

a by-law relating generally to the conduct of the activities and affairs of

### CANADIAN IT LAW ASSOCIATION L'ASSOCIATION CANADIENNE DU DROIT DES TECHNOLOGIES DE L'INFORMATION

(the "**Association**")

#### SECTION 1 - GENERAL

##### 1.1 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act* or any statute which may be substituted therefor, as amended from time to time;
- (b) "**articles**" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution or articles of revival of the Association and includes any amendments thereto;
- (c) "**board**" means the board of directors of the Association;
- (d) "**by-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- (e) "**director**" means a member of the board of the Association;
- (f) "**meeting of members**" includes an annual meeting of members or a special meeting of members;
- (g) "**ordinary resolution**" means a resolution passed by a majority of not less than fifty per cent (50%) plus one (1) of the votes cast on that resolution;
- (h) "**public money**" means (a) donations or gifts from non-members; (b) grants or other similar financial assistance from a government; or (c) donations or gifts from a corporation that would meet the definition of "soliciting corporation";
- (i) "**Regulations**" means the Regulations under the Act, as amended from time to time;
- (j) "**soliciting corporation**" is generally a corporation that receives public money in excess of \$10,000 in a single financial year;

- (k) **"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;
- (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 and may require the vote of any class or classes of members whether or not such class or classes otherwise carry the right to vote as required under Section 199(1) of the Act; and
- (m) **"unanimous member agreement"** means a written agreement among all the members of the Association that is not a soliciting corporation, or among all such members and one or more persons who are not members, or a written declaration of the sole member of the Association, that restricts, in whole or in part, the powers of the directors to manage, or supervise the management of, the activities and affairs of the Association, as from time to time amended.

## 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, joint venture or an unincorporated association or organization.

Other than as specified in Section 1.1 above, words, terms and expressions defined in the Act have the same meanings ascribed to them when used in this by-law.

## 1.3 Section References to the Act

The provisions of each section or subsection of the Act referred to in this by-law are set out in the annexed **Schedule A**.

## 1.4 Electronic Communication

Except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic communication and references to "address" or similar terms shall include e-mail address. It is the intent of the Association to use electronic communication whenever possible.

## 1.5 Unanimous Member Agreement

Where any provision in this by-law conflicts with any provision of a unanimous member agreement, the provisions of such unanimous member agreement shall govern to the extent permitted by the Act.

## 1.6 Seal

The Association 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 Association shall be the custodian of the corporate seal.

## **1.7 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments (“**Documents**”) in writing requiring execution by the Association shall be signed on behalf of the Association by any one of the President or Treasurer. In addition, the board may from time to time direct the manner in which and the person or persons by whom Documents generally and/or particular Documents or class of Documents may or shall be signed.

Notwithstanding the foregoing, either vice-president or any other officer or any director may sign certificates and similar instruments on the Association’s behalf with respect to any factual matters relating to the Association’s activities and affairs, including certificates verifying copies of the articles, by-laws, resolutions and minutes of meetings of the Association.

## **1.8 Financial Year End**

Until changed by the board, the financial year end of the Association shall be December 31st in each year.

## **1.9 Banking Arrangements**

The banking business of the Association, or any part or division of the Association, shall be transacted with such bank, trust company or other firm or body corporate as the board may designate, appoint or authorize from time to time by resolution. The banking business, or any part thereof, shall be transacted on the Association’s behalf by such one or more officers or other persons as the board may designate, direct or authorize from time to time and to the extent thereby provided by resolution.

## **1.10 Borrowing Powers**

The directors of the Association may, without authorization of the members,

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

## **1.11 Annual Financial Statements**

The Association may, instead of sending copies of the annual financial statements and other documents referred to in the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in the Act are

available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 - MEMBERSHIP**

### **2.1 Membership Conditions**

Subject to the articles, there shall be four classes of members in the Association, namely, Regular Members, Student Members, Honorary Members and Life Members. The board of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

#### **Regular Membership**

- (a) Regular membership shall be available to anyone who expresses an interest in the legal problems associated with information technology in Canada who have applied and have been accepted for Regular membership in the Association;
- (b) the term of membership of the Regular Members shall be annual, subject to renewal in accordance with the policies of the Association;
- (c) as set out in the articles, the Regular Members shall be entitled to receive notice of and to attend all meetings of members and each Regular Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class;

#### **Student Membership**

- (d) Student membership shall be available only to students enrolled in law school who expresses an interest in the legal problems associated with information technology in Canada who have applied and have been accepted for Student membership in the Association;
- (e) the term of membership of the Student Members shall be annual, subject to renewal in accordance with the policies of the Association;
- (f) as set out in the articles, the Student Members shall be entitled to receive notice of and to attend all meetings of members and each Student Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class;

#### **Honorary Membership**

- (g) the board may in its sole discretion confer on individuals prominent in information technology law, one of the information technology industries, or computer sciences the status of Honorary Member;
- (h) Honorary Members shall be carried on the rolls of the Association and be eligible to participate in the Association as a Regular Member;

- (i) the status of each person as an Honorary Member shall continue at the pleasure of the board;
- (j) subject to the Act and as set out in the articles, the Honorary members shall not be entitled to receive notice of, attend or vote at meetings of members.

### **Life Membership**

- (k) the board may in its sole discretion confer upon any member in good standing of the Association the status of Life Member of the Association;
- (l) Life Members shall be carried on the rolls of the Association, and be eligible to participate in the Association as a Regular Member;
- (m) the status of each person as a Life Member shall continue at the pleasure of the board; and
- (n) subject to the Act and as set out in the articles, the Life members shall not be entitled to receive notice of, attend or vote at meetings of members.

Notwithstanding any other provisions contained in this section of the by-law, the members of each of the classes shall be entitled to vote separately as a class in respect of any proposed amendments to this section of the by-law if those amendments affect the membership rights and/or conditions set out above, or any fundamental change set out in Section 197(1) of the Act with the exception that no class shall have the right to vote as a class on matters set forth in Section 199(1)(a) or 199(1)(e) of the Act.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to this section of the by-law if those amendments affect membership rights and/or conditions described in Section 197(1)(e), (h), (l) or (m) of the Act.

## **2.2 Membership Transferability**

A membership may only be transferred to the Association. Membership may not be transferred from one class to another.

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

## **2.3 Notice of Meetings**

Notice of the time and place of a meeting of members shall be given to:

- (a) each member entitled to vote at the meeting;
- (b) to each director; and
- (c) to the public accountant of the Association.

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any special resolution or by-law to be submitted to the meeting.

A Notice shall be provided by the following means:

- (a) 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
- (b) 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 Section 197(1) of the Act, a special resolution of the members is required to make any amendment to this section of the by-law to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.4 Voting by Proxy**

Pursuant to Section 171(1) of the Act, in addition to voting in person, every member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, as the member's nominee 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:

- (a) 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;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Québec, signed by the member or by their agent or mandatory
  - (i) at the registered office of the Association no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the 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;
- (c) a proxyholder or an alternate proxyholder 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 proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

- (d) every form of proxy shall comply with the Act and the Regulations and subject thereto may be in the following form:

I, \_\_\_\_\_ being a member of the Association hereby appoints \_\_\_\_\_ or failing such person \_\_\_\_\_, with power of substitution, as nominee of the undersigned to attend and vote and act for and on behalf of the undersigned at the annual/general/special meeting of members of the Association, to be held on the \_\_\_ day of \_\_\_\_\_, 20\_\_ and at all adjournments thereof with all powers the undersigned would possess if personally present at the meeting and at any such adjournments.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Member

- (e) 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
- (f) 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 (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

## 2.5 Annual Meetings

At every annual meeting of members, in addition to any other business that may be transacted:

- (a) the report of the board, if any, the annual financial statements, and the report of the public accountant, if any, shall be presented to the members;
- (b) if any audit is required, the members shall appoint a public accountant to audit the accounts of the Association for report to the members at the next annual meeting of members; and
- (c) the directors shall be elected (provided that the term of one or more directors has expired in the year of such meeting).

Any other matter of business shall constitute special business and a special meeting will need to be held.

## **2.6 Special Meetings**

The president or either vice-president shall call a special meeting of members on written requisition of not less than five percent (5%) of the Regular Members. In addition, a special meeting of members may be called by way of a resolution passed by the board.

## **2.7 Other Provisions**

The board, the president or either vice-president shall have the power to call, at any time, an annual or general meeting of members.

The members may consider and transact any business either special or general at any meeting of members.

## **SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.1 Membership Dues**

The level, structure and methods of assessment of membership dues and levies shall be determined from time to time by the board, so as to ensure sufficient revenues for the operation of the Association.

The board may establish, and revise as appropriate, from time to time, a membership fee for the Regular Members and Student Members.

Members shall be notified in writing of the membership dues at any time payable by them.

### **3.2 Termination of Membership**

The rights of a member lapse and cease to exist when the membership in the Association is terminated for any of the following reasons:

- (a) the member dies;
- (b) the member fails to maintain any qualifications for membership described in Section 2.1 of this by-law;
- (c) the member fails to pay dues, as set forth in Section 3.1 of this by-law;
- (d) the member resigns by delivering a written resignation to the Association in which case such resignation shall be effective on the date specified in the resignation;
- (e) the member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the articles or by-laws;
- (f) the member is expelled by a vote of two-thirds (2/3) of the members at an annual meeting or a special meeting called for the purpose of reviewing the status of one or more members;



- (g) the member's term of membership expires; or
- (h) the Association 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 Association, automatically cease to exist.

### **3.3 Discipline of Members**

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

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

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the president, 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 president, 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 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 Association. 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.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.1 Place of Meetings**

Subject to compliance with the Act, meetings of members may be held at any place within Canada determined by the board or, if all the members entitled to vote at such meeting so agree, outside Canada.

### **4.2 Waiving Notice**

A person entitled to notice of a meeting of members may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person attends a

meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.3 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 Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### **4.4 Chair of the Meeting**

The president or, in the president's absence, one of the vice-presidents or, in the absence of both vice-presidents, the treasurer shall be the chairperson of any meeting of members. If none of these officers are present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.5 Quorum**

A quorum at any meeting of members (unless a greater number of members are required to be present by the Act) shall be two 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 Association 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 4.7, by telephonic and/or other electronic means.

#### **4.6 Votes to Govern and Casting Vote**

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 have a second or casting vote.

#### **4.7 Participation in Meeting by Electronic Means**

If the Association 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 Association has made available for that purpose. Every matter dealt with electronically

shall be decided by a majority of votes cast on the matter without it being possible for the Association to identify how each member voted.

#### **4.8 Adjournment**

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

#### **4.9 Show of Hands**

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.

#### **4.10 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 proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the meeting directs and the decision of the members on the question shall be determined by the result of such ballot.

### **SECTION 5 - DIRECTORS**

#### **5.1 Duties of Directors**

Subject to any unanimous member agreement, the board shall be responsible for the governance of the Association and manage, or supervise the management of, the activities and affairs of the Association.

The board may, from time to time, develop and adopt charters of the board setting out in greater detail its roles and responsibilities that are not addressed in the preceding paragraph.

#### **5.2 Number of Directors**

Until changed in accordance with the Act, 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 resolution of the board. No decrease in the number of directors shall shorten the term of an incumbent director.

### **5.3 Qualifications**

The following persons are disqualified from being a director of the Association:

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

A director must be a member in good standing of the Association.

### **5.4 Election and Term**

Directors shall be elected by the members at the next meeting of members after the effective date of this by-law and at each succeeding annual meeting at which an election of directors is required and shall hold office for two years expiring not later than the close of the second annual meeting of members following the election. If directors are not elected at an annual meeting of members at which such election is required, the directors then in office shall continue in office until their successors are elected. The directors may, if the articles of the Association so provide, appoint one or more additional directors within the limits permitted in the Act, who shall hold office for a term expiring not later than the close of the next annual meeting of members. Directors whose terms of office are expiring will be eligible for re-election if: (i) they are otherwise qualified; and (ii) they have served no more than two consecutive two year terms immediately preceding the election.

### **5.5 Consent**

A director who is elected or appointed must consent to hold office as a director:

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

### **5.6 Vacancies on the Board**

The office of director shall automatically be vacated:

- (a) if the director has resigned from office by delivering a written resignation to the president or either vice-president of the Association;
- (b) if the director is absent from four consecutive board meetings without being excused by board resolution;
- (c) if the director is found by a court to be of unsound mind;
- (d) if, at a special meeting of members, a resolution is passed by a majority of the members present, that the director be removed from office before the expiration of the director's term; or
- (e) on the death of such director.

If any vacancy shall occur for any reason, the board, by majority vote (if a quorum remains in office), may fill the vacancy for the remainder of the term by a qualified individual. The director filling the vacancy shall serve as director until:

- (a) the next annual meeting of members; or
- (b) if applicable, prior to the next annual meeting of members, the board, by majority vote (if a quorum remains in office), votes to vacate the director.

### **5.7 Delegation Powers**

Subject to the Act, the articles, any by-law and any unanimous member agreement, the board may from time to time delegate to a director, a committee of directors as referenced in Section 7.1, or an officer or such other person or persons so designated by the board all or any of the powers conferred on the board by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

### **5.8 Standard of Care**

Every director and officer, in exercising their powers and discharging their duties to the Association, shall:

- (a) act honestly and in good faith with a view to the best interest of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **5.9 Nominations**

The nominating committee responsible for selecting the pool of incoming directors each year shall ensure that the board of directors represents the diversity, practice experiences and regional composition of Canada's population, in accordance with the Association's policies then in effect.

## **SECTION 6 - MEETINGS OF DIRECTORS**

### **6.1 Place of Meetings**

Meetings of the board may be held at the registered office of the Association or at any other place within or outside of Canada as the board may determine.

## **6.2 Calling of Meetings**

Meetings of the board may be called by the president or either vice-president or any two (2) directors at any time.

## **6.3 Notice of Meetings**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 11.1 of this by-law to every director of the Association not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless this by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in Section 138(2) of the Act that is to be dealt with at the meeting.

## **6.4 Waiving Notice**

A person entitled to notice of a meeting of directors may in any manner and at any time waive notice of a meeting of directors, and attendance of any such person at a meeting of directors 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.

## **6.5 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.

## **6.6 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 Section 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **6.7 Chair of the Meeting**

The president or, in the president's absence, either vice-president or, in the absence of the vice-presidents, the treasurer shall be the chairperson of any meeting of directors. If none of these officers are present, the directors who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

## **6.8 Quorum**

A majority of the number of directors constitutes a quorum at any meeting of directors, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. 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 conferred on the board by the Act or under this by-law of the Association.

## **6.9 Votes to Govern and Casting Vote**

At any meeting of the board 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 have a second or casting vote.

## **6.10 Participation in Meeting by Electronic Means**

If the Association 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 directors, any person entitled to attend such meeting may participate in the meeting or in a meeting of a committee of directors 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 directors 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 Association has made available for that purpose.

## **6.11 Adjournment**

The president may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the directors provided the adjourned meeting takes place within fourteen (14) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **6.12 Resolutions in Writing**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors.

A copy of every resolution in writing referred to above shall be kept with the minutes of meetings of the directors or committee of directors.

## SECTION 7 - COMMITTEES

### 7.1 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 paragraph immediately below, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

No managing director and no committee of directors has authority to:

- (a) submit to the members any question or matter requiring the approval of members;
- (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements referred to in Section 172 of the Act;
- (e) adopt, amend or repeal a by-law; or
- (f) establish contributions to be made, or dues to be paid, by members under Section 30 of the Act.

### 7.2 Mandate

The mandate of any committee shall be as follows:

- (a) the functions, duties, responsibilities and composition of the board committees shall be provided either in the board committee policy to be prepared and reviewed by the board from time to time or in the resolution of the board by which such committee is established;
- (b) the mandate for all committees shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis;
- (c) the board may appoint persons who are not members to a committee of the board;
- (d) with the board's consent, a committee may delegate a portion of its responsibilities to a subcommittee;
- (e) the president, vice-presidents, treasurer and committee chair shall identify the appropriate staff resources that are required to support the respective committees;
- (f) a quorum for any committee of the board shall be a majority of the members of the committee entitled to vote; or



- (g) the board may by resolution dissolve any standing or special committee at any time other than the Audit Committee.

### **7.3 Executive Committee**

The composition and term of the Executive Committee, the meetings of the Executive Committee and the responsibilities of the Executive Committee shall be as follows:

- (a) **Composition and Term of Executive Committee** - The board shall appoint an Executive Committee consisting of the president, the treasurer, two vice-presidents and any other board member that the board deems necessary to form the Executive Committee. The maximum consecutive term in a position on the Executive Committee is 2 years (2 consecutive 1 year terms). The maximum consecutive term on the Executive Committee is 4 years.
- (b) **Meetings of Executive Committee** - The Executive Committee shall meet every two to three months or more often as necessary, in person or through electronic means, where each participant can communicate with each other participant simultaneously.
- (c) **Responsibilities of Executive Committee** - The Executive Committee shall administer the business and financial affairs of the Association between board meetings, and, subject to the Act, shall have the authority of the board to act on matters consistent with established board policy, including the entering into of employment contracts, the purchase of goods and services, the non-budgeted expenditure of less than \$5,000, the preparation of the annual budget, the management of the Association's assets, legal and legislative matters, the Association's administrative structure, and all other duties as may be assigned from time to time by the board. The Executive Committee shall report its actions to the board at the earliest opportunity. When there is demonstrable urgency and the Executive Committee decides that action must be taken which is not consistent with board policy, an emergency board meeting will be convened, which may be attended either in person or through electronic means, where each participant can communicate with each other participant simultaneously.

## **SECTION 8 - OFFICERS**

### **8.1 Appointment of Officers**

The officers of the Association shall be a president, two vice-presidents and a treasurer and may be an executive director, and any such other officers as the board may determine. The board may appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Association. A director may be appointed to any office of the Association. An officer may, but need not be, a director unless this by-law otherwise provides. Two or more offices may not be held by the same person. Officers may be appointed by resolution of the board at the first meeting of the board following an annual meeting of members.

## 8.2 Term of Office

The officers of the Association, shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed. Such one (1) year term is renewable for a maximum of one additional consecutive term in the same office. Officers shall be subject to removal at any time by a resolution of the board.

## 8.3 Duties of Officers

The duties of the officers of the Association shall be as follows:

- (a) **President** - The president shall be empowered by the board to carry out the activities and affairs of the Association generally under the supervision of the board, and shall attend all meetings thereof. In addition, the president shall:
  - (i) oversee the activities and affairs of the Association in accordance with its mission and objectives;
  - (ii) oversee the daily operations of the Association including: staffing, financial management, activity and service delivery, membership promotion and advocacy;
  - (iii) give or cause to be given notice of all meetings of members, directors and committees of the Association;
  - (iv) have the duties, responsibilities and authority as determined by the board;
  - (v) report to the board between meetings; and
  - (vi) determine the remuneration of the Association's employees (other than the president and, if applicable, the vice-presidents), within the approved budget parameters.
- (b) **Vice-Presidents** - The vice-presidents shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as from time to time may be conferred upon either vice-president by the board and accepted by the vice-president.
- (c) **Treasurer** - The treasurer shall have custody, or may delegate, through a resolution of the board, custody of the funds and securities of the Association and shall cause to be kept full books and financial records belonging to the Association and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Association, 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. In addition, the treasurer shall:
  - (i) disburse, or delegate to an officer or agent the authority to disburse, the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board, or whenever they may

require it, an accounting of all the transactions and a statement of the financial position of the Association; and

- (ii) perform such other duties as may from time to time be directed by the board.
- (d) **Executive Director** - The board may, from time to time, appoint an executive director and may delegate to the executive director the authority to administer and direct the business and offices of the Association as the board may, from time to time, determine (except for the matters and duties as must, by law, be transacted or performed by the board or by the members). The executive director shall report on the activities and affairs of the Association as may be required, from time to time, by the board.

The executive director shall also attend and be the secretary of all meetings of the board, members and committees of the board. In addition, the executive director shall:

- (i) enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings;
- (ii) give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; and
- (iii) be the custodian of all books, papers, records, documents and other instruments belonging to the Association.

The powers and duties of all other officers of the Association 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 of the Association.

#### **8.4 Vacancies in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

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

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

## SECTION 9 - CONFLICT OF INTEREST

### 9.1 Conflict of Interest

- (a) Any director or officer of the Association who:
- (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Association, or
  - (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Association.

shall disclose in writing at the directors' meeting or have entered in the minutes the nature and extent of such director's or officer's interest in such actual or proposed material contract or material transaction with the Association.

- (b) The disclosure required by (a) above, shall be made, in the case of a director:
- (i) at the directors' meeting at which a proposed contract or proposed transaction is first considered;
  - (ii) if the director was not then interested in a proposed contract or proposed transaction, at the first directors' meeting after such director becomes so interested;
  - (iii) if the director becomes interested after a contract or transaction is made, at the first directors' meeting held after the director becomes so interested; or
  - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first directors' meeting held after the individual becomes a director.
- (c) The disclosure required by (a) above, shall be made, in the case of an officer who is not a director:
- (i) 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 directors' meeting;
  - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
  - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Association'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 Association or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.

- (e) A director required to make a disclosure under Section 9.1(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
  - (i) relates primarily to the director's remuneration as a director, an officer, an employee, or an agent of the Association or an affiliate;
  - (ii) is for indemnity or insurance under Section 151 of the Act; or
  - (iii) is with an affiliate.
- (f) For the purposes of this Section 9.1, a general written notice to the directors declaring that a director or 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:
  - (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 9.1(a)(ii);
  - (ii) the director or officer has a material interest in the party; or
  - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
- (g) A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Association 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:
  - (i) disclosure of the interest was made in accordance with this Section;
  - (ii) the directors approved the contract or transaction; and
  - (iii) the contract or transaction was reasonable and fair to the Association when it was approved.
- (h) Even if the conditions under Section 9.1(g) above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Association or to its members for any profit realized from a contract or transaction for which disclosure is required, 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:

- (i) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the members;
  - (ii) 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 by the members; and
  - (iii) the contract or transaction was reasonable and fair to the Association when it was approved or confirmed by the members.
- (i) A contract is not void by reason only of the failure of a director or officer to comply with the provisions of this Section 9.1 but a court may upon the application of the Association or a member, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Association for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

## **SECTION 10 - PROTECTION OF DIRECTORS AND OFFICERS**

### **10.1 Indemnity of Directors and Officers**

The Association shall indemnify a present or former director or officer of the Association, or another individual who acts or acted at the Association's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.

### **10.2 Advance of Costs**

The Association shall advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 10.1 provided such individual agrees in advance, in writing, to repay the monies if the individual does not fulfill the conditions of Section 10.3.

### **10.3 Limitation**

The Association may not indemnify an individual under Section 10.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

## **10.4 Indemnification**

The Association may, with the approval of a court, indemnify an individual referred to in Section 10.1, or advance money under Section 10.2, in respect of an action by or on behalf of the Association or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Association or other entity as described in Section 10.1, against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfills the conditions set out in Section 10.3.

## **10.5 Insurance**

The Association may purchase and maintain insurance for the benefit of an individual referred to in Section 10.1 against any liability incurred by the individual:

- (a) in the individual's capacity as a director or an officer of the Association; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

## **SECTION 11 - NOTICES**

### **11.1 Method of Giving Notices**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, 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, member of a committee of the board or 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with the Act and received by Corporations Canada;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with 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; 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. Either vice-president may change or cause to be changed the recorded address of any member, director, officer, member of a committee of the board or the public accountant in accordance with any information believed by the vice-president to be reliable. The declaration by the vice-president 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **11.2 Invalidity of any Provision 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 member, director, officer, member of a committee of the board or the public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with this by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.

## **SECTION 12 - DISPUTE RESOLUTION**

### **12.1 Mediation and Arbitration**

Except for disciplining of members, which is governed by Section 3.3 of this by-law, disputes or controversies among members, directors, officers, committee members, employees or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 12.2 of this by-law.

### **12.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members, employees or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association as set out in the articles, by-laws or the Act, and as an alternative to such persons 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 first shall be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) 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 Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute 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.

## **SECTION 13 - BY-LAW AND EFFECTIVE DATE**

### **13.1 By-law and Effective Date**

Subject to the articles, the board may, by resolution, make, amend or repeal any by-law that regulates the activities and affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act because such by-law amendments or repeals are only effective when confirmed by the members.

## **SECTION 14 - REPEAL**

### **14.1 Repeal**

Upon this By-law coming into force, By-law Number 1 of the Association prior to continuance under the Act is repealed. However, such repeal shall not affect the previous operation of such By-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such By-law prior to such repeal. All officers and persons acting under such repealed By-law shall continue to act as if appointed under the provisions of this By-law and all resolutions of the members or board with continuing effect passed under

such repealed By-law shall continue good and valid, until amended or repealed, except to the extent inconsistent with this By-law.

*[Signature page follows]*

**APPROVED** by the directors of the Association on October 1, 2014 and confirmed by the members on October 1, 2014, with effect upon continuance of the Association under the *Canada Not-for-profit Corporations Act*.

**AMENDED** by the members of the Association on November 4, 2021.

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Jennifer Davidson  
President

## SCHEDULE A

### SECTION REFERENCES TO THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT*

#### **Section 30**

Subject to the articles, the by-laws and any unanimous member agreement, the directors may require members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.

#### **Section 133**

- (1) The members of a corporation may amend the articles to increase or decrease the number of directors, or the minimum or maximum number of directors, but no decrease shall shorten the term of an incumbent director.
- (2) If the members at a meeting adopt an amendment to the articles of a corporation to increase or decrease the number or minimum or maximum number of directors, the members may, at the meeting, elect the number of directors authorized by the amendment, and for that purpose, despite subsections 202(1) and 276(3), on the issue of a certificate of amendment the articles are deemed to be amended as of the date the members adopt the amendment.
- (3) If a minimum and maximum number of directors is provided for in the articles, the members may, from time to time by ordinary resolution, 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 the directors. No decrease in the number of directors shall shorten the term of an incumbent director.

#### **Section 136**

- (3) A notice of a meeting of directors shall specify any matter referred to in subsection 138(2) that is to be dealt with at the meeting but, unless the by-laws otherwise provide, need not specify the purpose of or the business to be transacted at the meeting.

#### **Section 138**

- (1) Directors of a corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors.
- (2) Despite subsection (1), no managing director and no committee of directors has authority to
  - (a) submit to the members any question or matter requiring the approval of members;
  - (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;

- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements referred to in section 172;
- (e) adopt, amend or repeal by-laws; or
- (f) establish contributions to be made, or dues to be paid, by members under section 30.

### **Section 151**

- (1) A corporation may indemnify a present or former director or officer of the corporation, or another individual who acts or acted at the corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.
- (2) A corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (1). The individual shall repay the money if the individual does not fulfil the conditions of subsection (3).
- (3) A corporation may not indemnify an individual under subsection (1) unless the individual
  - (a) acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (4) A corporation may, with the approval of a court, indemnify an individual referred to in subsection (1), or advance money under subsection (2), in respect of an action by or on behalf of the corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the corporation or other entity as described in subsection (1), against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in subsection (3).
- (5) Despite subsection (1), an individual referred to in that subsection is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described in that subsection, if the individual seeking indemnity

- (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
  - (b) fulfils the conditions set out in subsection (3).
- (6) A corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection (1) against any liability incurred by the individual
- (a) in the individual's capacity as a director or an officer of the corporation; or
  - (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request.
- (7) On the application of a corporation or an individual or entity referred to in subsection (1), a court may approve an indemnity under this section and make any further order that it thinks fit.
- (8) On an application under subsection (7), the court may order notice to be given to any interested person and the person is entitled to appear and be heard in person or by counsel.

### **Section 171**

- (1) The by-laws of a corporation may provide for any prescribed methods of voting by members not in attendance at a meeting of members. If the by-laws so provide, they shall set out procedures for collecting, counting and reporting the results of any vote.

### **Section 172**

- (1) The directors of a corporation shall place before the members at every annual meeting
- (a) prescribed comparative financial statements that conform to any prescribed requirements and relate separately to
    - (i) the period that began on the date the corporation came into existence and ended not more than six months before the annual meeting or, if the corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting, and
    - (ii) the immediately preceding financial year;
  - (b) the report of the public accountant, if any; and
  - (c) any further information respecting the financial position of the corporation and the results of its operations required by the articles, the by-laws or any unanimous member agreement.

- (2) Despite paragraph (1)(a), the financial statements referred to in subparagraph (1)(a)(ii) may be omitted if the reason for the omission is set out in the financial statements, or in a note to those statements, to be placed before the members at an annual meeting.

### **Section 197**

- (1) A special resolution of the members—or, if section 199 applies, of each applicable class or group of members—is required to make any amendment to the articles or the by-laws of a 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) subject to section 133, increase or decrease the number of – or 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 this Act to be set out in the articles.
- (2) The directors of a corporation 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) Despite subsection (a), if a corporation has a designating number as a name, the directors may amend its articles to change that name to a verbal name.

### **Section 199**

- (1) The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to
- (a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
  - (b) add, change or remove the rights or conditions attached to the memberships of the class or group, including
    - (i) to reduce or remove a liquidation preference, or
    - (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
  - (c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
  - (d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
  - (e) create a new class or group of members having rights equal or superior to those of the class or group; or
  - (f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.
- (2) Subsection (1) applies whether or not memberships of a class or group otherwise carry the right to vote.
- (3) A proposal to make an amendment referred to in subsection (1) is adopted when the members of each class or group entitled to vote separately on the amendment as a class or group have approved the amendment by a special resolution.

### **Section 202**

- (1) An amendment to the articles becomes effective on the date shown in the certificate of amendment and the articles are amended accordingly.

### **Section 276**

- (2) If this Act requires that articles or a statement relating to a corporation be sent to the Director, on receiving the articles or statement in the form that the Director fixes, any other required documents and the required fees, the Director shall



- (a) record the date of receipt;
  - (b) issue the appropriate certificate;
  - (c) send the certificate, or a copy, image or photographic, electronic or other reproduction of the certificate, to the corporation or its agent or mandatary; and
  - (d) publish a notice of the issuance of the certificate in a publication generally available to the public.
- (3) A certificate referred to in subsection (2) issued by the Director may be dated as of the day the Director receives the articles, statement or court order under which the certificate is issued or as of any later day specified by the court or person who signed the articles or statement.