



**IWF International Women's Forum of Canada  
IWF Forum International Des Femmes Du Canada**

(the "**Corporation**")

**BY-LAW NO.1**

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

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

**ARTICLE 1  
DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

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

- 1.1.1 "**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;
- 1.1.2 "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.3 "**board**" means the board of directors of the Corporation;
- 1.1.4 "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- 1.1.5 "**chair**" means a person elected or appointed to the office of chair in accordance with these by-laws but such office holder, may, with the approval of the board, use the title, chairperson, chairman, chairwoman in substitution for, or in addition to, the title "chair";
- 1.1.6 "**meeting of members**" includes an annual meeting of members or a special meeting of members;
- 1.1.7 "**members**" means only those persons who have become members in accordance with these by-laws and have not ceased to be members;
- 1.1.8 "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 1.1.9 "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

- 1.1.10 "**registered address**" of a member or director means the address of that person as recorded in the register of members or register of directors;
- 1.1.11 "**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;
- 1.1.12 "**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
- 1.1.13 "**directors**" means only those persons who have become directors and have not ceased to be directors.

## 1.2 Interpretation

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE CORPORATION

### 2.1 Head Office

Until changed in accordance with the Act, the head office shall be situated in the Region of Toronto in the Province of Ontario.

### 2.2 Seal

The Corporation may have a corporate seal in the form approved from time to time by the board.

### 2.3 Financial Year

The fiscal period of the Corporation shall terminate on such day in each year as the board of directors may from time to time by resolution determine.

### 2.4 Execution of Instruments

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) officers of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

### 2.5 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies, brokerage firms or other firms or corporations as may from time to time be designated by or

under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

## **2.6 Cheques, Etc.**

All cheques, bills of exchange or other orders for the payment of money or other evidences of indebtedness issued, accepted or endorsed in the name of the Corporation shall be signed by such director or directors, officer or officers, agent or agents of the Corporation and in such manner as shall be determined, from time to time, by resolution of the board.

## **2.7 Deposit of Securities For Safekeeping**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, brokerage firms or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn, from time to-time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **2.8 Books and Records**

The board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The minutes of meetings of the board or of committees of the board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' lists) shall not be available to the public or to members except as specifically provided for under the Act. Each of the directors shall be provided with a copy of the minutes of meetings of the board and of committees of the board and of such other documents or records of the Corporation as such director may reasonably request. A member who requests a copy of a members' list shall reimburse the Corporation for the reasonable cost incurred in providing a copy of such list.

## **2.9 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **2.10 Public Accountant**

Unless the Corporation meets the requirements of subsection 182(1) of the Act for a given year and a resolution has been passed by all the members entitled to vote at an annual meeting not to appoint a public accountant, pursuant to subsection 181(1) of the Act, the members shall at each annual meeting appoint a public accountant to prepare the financial documents and

reports required by the Act and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the public accountant. The public accountant shall present a report to the members concerning the accounts of the Corporation at the following annual meeting. The remuneration of the public accountant shall be fixed by the board. Any person appointed as the public accountant must meet the requirements of subsection 180(1) of the Act.

## **ARTICLE 3 MEMBERSHIP**

### **3.1 Membership Conditions**

Subject to the articles, there shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available to women interested in furthering the purposes of the Corporation as are admitted as members by or under the authority of the board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) 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 described in paragraphs 197(1)(e), (h), (l) or (m).

### **3.2 Membership Transferability**

The membership of a person in the Corporation is not transferable. Pursuant to Section 197(1) (Fundamental Change) 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.

### **3.3 Membership Fees**

The board may, when it is deemed advisable, fix by resolution the amount of membership fees or dues payable by the members of the Corporation.

### **3.4 Termination of Membership**

A person shall immediately cease to be a member of the Corporation:

- 3.4.1 the member dies or resigns;
- 3.4.2 the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- 3.4.3 the member's term of membership expires; or
- 3.4.4 the Corporation is liquidated and dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist. Pursuant to paragraph 197(1)(h) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this paragraph of the by-laws.

### **3.5 Removal**

The board may, by resolution, upon recommendation by the relevant Chapter, suspend for a specific period or expel indefinitely, any member who contravenes any provision of the Corporation's by-laws, or whose behaviour or activities are judged harmful or detrimental to the reputation of the Corporation. In addition, and for greater certainty, in the event the board has fixed membership fees or dues payable by the members, the board may, on such conditions as they may determine by resolution, upon recommendation by the relevant Chapter, expel any member or refuse to renew the membership of any member who has not paid annual dues within a reasonable period of time after such dues have become payable. The decision of the board on such question is final and without appeal, and the board is authorized to adopt and follow in such matters, the procedure it may from time to time determine. Any member may resign as member by giving a written notice to such effect to the board of directors of the Corporation.

## **ARTICLE 4 MEETINGS OF MEMBERS**

### **4.1 Annual Meeting**

The annual meeting of the members shall, subject to the provisions of the Act, be held at such time and on such day in each year as the board or the chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing public accountants and fixing or authorizing the board to fix their remuneration, and for the transaction of such other matters as may properly be brought before the meeting.

### **4.2 Special Meetings**

The board, the chair, the president, or the vice-president shall have the power to call a special meeting of members at any time. Subject to the rules in subsection 167(1) of the Act, a group of members entitled to, in aggregate, a minimum of five percent of the votes exercisable at a meeting of members, shall be entitled to call a special meeting of members at any time.

### **4.3 Place of Meetings**

Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, if the board shall so determine, at some other place in Canada or, if the members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

### **4.4 Notice of Meetings**

Notice of the time and place of each meeting of members shall be given in writing to each member entitled to vote at the meeting by the following means:

- 4.4.1 by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
- 4.4.2 pursuant to subsection 162(1) of the Act, by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 162(3) of the Act, the public accountants and directors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **4.5 Meetings Without Notice**

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent in writing to such meeting being held (in accordance with section 274 of the Act), and at such meeting any matters may be considered which the Corporation at a meeting of members may transact.

#### **4.6 Chair and Secretary**

The chair shall be chair of any meeting of members. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting.

#### **4.7 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 Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation 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.

#### **4.8 Quorum**

Unless a greater number of members are required to be present by the Act, 5% of the members in good standing shall constitute a quorum.

#### **4.9 Right to Vote**

Subject to the Act, at any meeting of the members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member.

#### **4.10 Proxies**

Voting by proxy is permitted and a member may appoint any person as his or her proxy holder provided that, prior to the meeting, the proxy has previously been appointed in writing by the member appointing the proxy. However, a permanent proxy or proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.

#### **4.11 Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of members entitled to vote at the meeting at which the Proposal is to be presented.

#### **4.12 Proposals Nominating Directors at Annual Members' Meetings**

The member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **4.13 Decisions at Members' Meetings**

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.

#### **4.14 Show of Hands**

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the voted records in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

#### **4.15 Ballots**

On any question proposed for consideration at a meeting of members and whether or not a show of hands has been taken thereon, the chair of the meeting may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon said question.

#### **4.16 Participation By Electronic Means at Members' Meetings**

In accordance with subsection 159(4) of the Act, if the board 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 pursuant to this paragraph shall be deemed to be present in person at that meeting.

In accordance with subsections 165(3) and 165(4) of the Act and Regulations under the Act, when a vote is to be taken at a meeting of members, voting may be carried out by means of a telephonic, electronic or other communication facility and any person participating in a meeting of members who is entitled to vote at that meeting, may vote in accordance with the Act and Regulations by means of a telephonic, electronic or other communication facility, if the Corporation chooses to make available a telephonic, electronic or other communication facility which enables the votes to be gathered in a manner that permits their subsequent verification



and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

#### **4.17 Members' Meeting Held Entirely By Electronic Means**

If the directors or members of the Corporation 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 under the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.18 Adjournment**

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the meeting from time to time and from place to place.

### **ARTICLE 5 DIRECTORS**

#### **5.1 Number of Directors**

The affairs of the Corporation shall be managed by its board of directors. Until changed in accordance with the Act, the board shall comprise a minimum of ten (10) and a maximum of twenty (20) directors, and the precise number of directors shall be determined from time to time by ordinary resolution of the members or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

#### **5.2 Qualification**

The directors shall be members of the Corporation. No person shall be qualified as a director unless such person is an individual, is mentally competent, is eighteen or more years of age, has the capacity under law to contract, does not have the status of a bankrupt, and is not an ineligible individual within the meaning of the *Income Tax Act* (Canada). Each Chapter will have the right to have one (1) member from the Chapter stand for election to the Board of Directors.

#### **5.3 Election and Term**

The election of directors shall take place at each annual meeting of members. Directors shall hold office for terms of two (2) years each calculated from the date of the meeting at which each director is elected until the third annual meeting next following or until the director's successor is elected. Directors shall hold office for maximum cumulative terms of six (6) years unless otherwise approved by the Board. Elections shall be by resolution or by show of hands of the voting members, unless a ballot is demanded by any member.

#### **5.4 Retirement**

Every director shall retire from office at the close of the annual meeting of members in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below three, the person previously elected as director continues to hold



office if his or her term is extended until such time as successor directors are elected or appointed.

## **5.5 Re-election**

Retiring directors shall be eligible for re-election.

## **5.6 Vacation of Office**

The office of a director shall be vacated upon the occurrence of any of the following events:

- 5.6.1 if, by notice in writing to the secretary of the Corporation or to the address of the Corporation such director resigns such director's office;
- 5.6.2 upon death;
- 5.6.3 if an order is made declaring such director to be a mentally incompetent person or incapable of managing such director's affairs;
- 5.6.4 if such director becomes bankrupt or suspends payment or compounds with such director's creditors or if a receiving order is made against such director or if such director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada) or any similar legislation;
- 5.6.5 upon being removed as provided for in these by-laws; or
- 5.6.6 upon expiration of his or her term of office.

## **5.7 Removal of Directors**

Pursuant to subsection 130(1) of the Act the members may, by ordinary resolution at a special meeting of members called for that purpose, remove any director before the expiration of such director's term of office and may, by ordinary resolution, elect any person in such director's stead for the remainder of such director's term.

## **5.8 Vacancies**

Vacancies on the board may be filled for the remainder of the directors' term of office either by the members at a special meeting of members called for the purpose or, providing that the remaining directors constitute a quorum, by the board.

## **5.9 Director Holding Office or Place of Profit**

A director may hold any office or place of profit in the Corporation in conjunction with his or her office of director for the period and on such terms as the board determines. Subject to the Act, no director shall be disqualified by such office from contracting with the Corporation.

## **5.10 Remuneration and Expenses**

Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as a director. A director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from

receiving compensation for services provided to the corporation in another capacity, such as those contemplated in paragraph 5.9.

### **5.11 Borrowing**

The directors of the Corporation may, without authorization of the members:

- 5.11.1 borrow money on the credit of the Corporation;
- 5.11.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 5.11.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- 5.11.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Notwithstanding the above, no debenture shall be issued by the Corporation without first being authorized by by-law duly passed by a board resolution and sanctioned by at least two-thirds of the votes cast at a special meeting of members duly called for considering the by-law.

### **5.12 Validity of Prior Acts**

A rule made by the Corporation in a meeting of members does not invalidate a prior act of the board that would have been valid if that rule had not been made.

## **ARTICLE 6 MEETINGS OF THE BOARD**

### **6.1 Calling of Meetings**

Meetings of the board shall be held from time to time at such time and at such place as the board may determine.

### **6.2 Notice**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 48 hours before the time when the meeting is to be held, or if the notice is sent by mail then fourteen (14) 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting to be transacted at the meeting except where required by subsection 136(3) of the Act.

### **6.3 First Meeting of New Board**

Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

### **6.4 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. The board shall hold at least one (1) meeting each year. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular 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.

### **6.5 Place of Meeting**

Meetings of the board shall be held at such place in Canada as the board may determine, or, if the board so determines and all absent directors consent, at some place outside Canada.

### **6.6 Chair and Secretary**

The chair shall chair any meeting of directors. The secretary of the Corporation shall attend all meetings of the board in order to prepare the minutes thereof. In the absence of the secretary, the directors present shall choose one of their number to act as secretary of the meeting.

### **6.7 Decisions at Director Meetings**

At all meetings of the board, every director shall be entitled to one (1) vote on any particular matter. Subject to the requirements of the Act, every question shall be decided by a majority of the votes cast on the question.

### **6.8 Quorum**

Quorum for meetings of the board shall be not less than a simple majority of the directors in office at the time when the meeting convenes or two directors, whichever is greater.

### **6.9 Meetings By Telephone**

Where all the directors have consented thereto, any director may participate in a meeting of the board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

### **6.10 Meetings By Other Electronic Means**

In accordance with subsection 136(7) of the Act, where all the directors have consented thereto, any directors may 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 participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

## **ARTICLE 7 COMMITTEES**

### **7.1 Creation, Powers and Remuneration**

The board may from time to time appoint any committees it considers necessary or desirable to assist the board in the performance of its duties. The committees shall exercise such powers as are authorized by the board and these powers shall be outlined in documents which are approved by the board. The membership on each committee and the chair of each committee shall be approved by the board annually. Committee members shall receive no remuneration for serving as such.

### **7.2 Meetings of Committees**

Meetings of committees shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of members of such committee shall constitute a quorum.

## **ARTICLE 8 OFFICERS**

### **8.1 Offices, Term, and Removal**

The management of the Corporation shall consist of a Chair, President, Vice-President, Secretary and a Treasurer. There may also be elected or appointed any such other officers as the board may determine. Officers other than the President and Treasurer need not be directors, but must be members.

The slate of officers shall be developed by the board from among members and shall be elected at an annual meeting of the members. The officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board at any time.

### **8.2 Duties of Officers**

8.2.1 **Chair of the Board** - The directors will elect or appoint by resolution of the board a chair of the board, from among the directors, who could also be an elected officer, including the position of President. The role of the chair is empowered to develop the agenda to ensure the board fulfils its mandate and to chair all board meetings, and shall have such other powers and duties as the board may determine, from time to time. The chair shall be elected for a term of two (2) years to a maximum of four (4) years.

8.2.2 **President** – The President shall be the chief executive officer of the Corporation. She shall, in absence of the chair, preside at all meetings of the Corporation. She shall have the general and active management of the affairs of the Corporation. She shall see that all orders and resolutions of the board are carried into effect. The President shall be elected for a term of two (2) years to a maximum of four (4) years.

- 8.2.3 **Vice-President** – In absence or disability of the President, the directors will designate a vice-president or a director to act as President *pro tem*, who shall perform the duties and exercise the powers of the President during such absence or disability [the existence and period of which shall be determined by the board]. If the President resigns or the office of the President otherwise becomes vacant during her term, the board will elect a President to fill the expired term.
- 8.2.4 **Treasurer** – The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. She shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the 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 Corporation. She shall also perform such other duties as may from time to time be directed by the board of directors.
- 8.2.5 **Secretary** – The Secretary may be empowered by the board, upon resolution of the board, to carry out the legal affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. She shall give or cause to be given notice of all meetings of members and of the board, and shall perform such other duties as may be prescribed by the board or President, under whose supervision she shall be. If the Corporation has a corporate seal, she shall be custodian of the seal of the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board 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.

### 8.3 Vacancy in Office

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

- 8.3.1 the expiration of the officer's term of office;
- 8.3.2 the officer's successor being appointed;
- 8.3.3 the officer's resignation;
- 8.3.4 such officer ceasing to be a director (if a necessary qualification of appointment);  
or
- 8.3.5 such officer's death.

In the event of a vacancy in any office other than that of President, such vacancy may be filled *pro tem* by appointment by the President until such time as the board votes a successor to serve until the next regularly scheduled election of officers. If the office of any other officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **ARTICLE 9 NOTICES**

### **9.1 Method of Giving Notice**

Any notice (which term includes any communication or document) other than a notice of a meeting of members or a meeting of the board to be given, sent, delivered or served pursuant to the Act, the articles, the by-laws of the Corporation or otherwise to a member, director, officer or public accountant of the Corporation shall be sufficiently given if delivered to such person's last address as recorded in the books of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 or 134 of the Act or if mailed by prepaid mail addressed to such person at such person's last address as recorded in the books of the Corporation or if sent to such person at such person's said address by any means of transmitted or recorded communication or if sent to such person by fax transmission, if such person has provided the Corporation with a fax number or if sent to such person by email if such person has provided the Corporation with an email address. The secretary may change the address, fax number and email address on the Corporation's books of any member, director, officer or public accountant in accordance with any information believed by the secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch; and, a notice sent by fax transmission or email shall be deemed to be given at the date and time it is sent.

### **9.2 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **9.3 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer or public accountant of the Corporation or the non-receipt of any notice by any member, director, officer or public accountant or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### **9.4 Waiver of Notice**

Any member (or such member's duly appointed proxy or representative), director, officer or public accountant may waive any notice required to be given to such member under any provision of the Act or the articles or the by-laws of the Corporation, and such waiver, whether

given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## **ARTICLE 10 PROTECTION OF DIRECTORS AND OFFICERS**

### **10.1 Limitation of Liability**

Except as otherwise provided in the Act, no individual referred to in section 10.2 herein will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation, unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **10.2 Indemnity**

10.2.1 Subject to the Act, the Corporation will indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation or other entity if:

- (i) he or she 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 he or she acted as a director or officer or in a similar capacity at the Corporation's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

10.2.2 The right to indemnity provided in this section 10.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in section 10.2.1 above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in section 10.2.1(i), and, if the proceeding was of the nature described in section 10.2.1(ii), the conditions set out in section 10.2.1(ii). The Corporation will also indemnify the persons listed in section 10.2.1 above in any other circumstances that the Act permits or requires. Nothing in this by-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.



## **ARTICLE 11 BY-LAWS**

### **11.1 Enactment, Repeal and Amendment**

In accordance with section 152 of the Act and subject to section 197 of the Act, by-laws of the Corporation may be enacted, repealed or amended by by-law enacted by a majority of the directors at a meeting of the board. 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.

Pursuant to subsection 152(6) of the Act, any member entitled to vote at an annual meeting of members may make a proposal to make, amend or repeal a by-law.

In accordance with section 153 of the Act, a copy of any by-law that is enacted, amended or repealed in accordance with this paragraph, where such amendment to the by-laws has not been rejected by the members, shall be sent to the director appointed under section 281 of the Act within twelve months of the day on which such amendment received member confirmation.

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

## **ARTICLE 12 RULES AND REGULATIONS**

### **12.1 General**

The board may prescribe such rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members where they shall be confirmed, failing which they shall cease to have any force and effect.

## **ARTICLE 13 MISCELLANEOUS**

### **13.1 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.

**MADE** by the board the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

**CONFIRMED** by the members in accordance with the Act the \_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Secretary