
Final

**NATIONAL ARCHIVAL APPRAISAL BOARD
CONSEIL NATIONAL D'ÉVALUATION DES ARCHIVES**

GENERAL OPERATING BY-LAW NO. 1

**as approved by the Members on July 25, 2018*

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

NATIONAL ARCHIVAL APPRAISAL BOARD CONSEIL NATIONAL D'ÉVALUATION DES ARCHIVES (the "Corporation")

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WHEREAS by Certificate of Continuance dated the 20th day of January 2015 the Corporation was continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*; and

WHEREAS it is determined necessary to adopt a new General Operating By-law of the Corporation that complies with the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect in accordance with section 11.01 as follows:

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23*, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Board" means the board of directors of the Corporation.
- (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Director" means a member of the Board.
- (f) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation.
- (g) "Officer" means an officer of the Corporation.

- (h) “Governance Policies” means the governance and operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (j) “Practising NAAB Appraiser” means a time-limited yearly voluntary professional certification title granted by the Corporation to an individual who has met a predetermined standardized criteria established by the Board.
- (k) “Region” means a region described in section 3.03 of these By-laws;
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be April 30th in each year.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or

any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct by resolution the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail or by email.

2.06 Governance Policies

The Board may adopt, amend, or repeal by resolution such governance and operating policies (“Governance Policies”) that are not contrary to the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Governance Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III MEMBERS

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be limited to individuals interested in furthering the purposes of the Corporation and who have applied for and been accepted into

Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. To be a Member, one must:

- (a) be a practising appraiser, who in the opinion of the Board, is qualified to establish the value of appraised materials and write appraisal reports;
- (b) submit a written application for Membership;
- (c) pay applicable annual Membership fees or dues in accordance with the Governance Policies relating to fees or dues, as set by the Board from time to time; and
- (d) comply with any other Governance Policies or procedures relating to Membership, as set by the Board from time to time.

3.02 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

3.03 Regional Representation of Members.

For the purpose of nominating the Directors, the Members shall be divided into the following five (5) regions:

- (a) Atlantic (New Brunswick, Nova Scotia, Newfoundland and Labrador, and Prince Edward Island)
- (b) Ontario
- (c) Québec
- (d) Prairies (Manitoba, Saskatchewan and Alberta)
- (e) British Columbia and Northern Canada (Yukon, Northwest Territories and Nunavut)

A Member located within the geographic boundaries of a Region shall be registered as a Member of such Region.

3.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member ceases to maintain the qualifications for membership set out in section 3.01;

- (b) the Member withdraws from the Corporation in accordance with section 3.05 of this By-law;
- (c) The Member is removed as a Member in accordance with section 3.07 of this By-law;
- (d) the Member's term of membership expires, if any; or
- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

3.05 Withdrawal

- (a) Any Member may withdraw from the Corporation by delivering a written resignation to the Chair of the Board.
- (b) A withdrawal shall be effective on the date specified in the written resignation.

3.06 Membership Dues

- (a) The manner in which Membership dues or fees are to be established, levied and paid shall be in accordance with the requirements of the Governance Policies relating to Membership dues and fees, as set by the Board from time to time.
- (b) Members shall be notified in writing of the dues or fees payable at any time by them.

3.07 Discipline and Removal of Members

- (a) The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:
 - (i) failing to pay its Membership dues or fees, when due;
 - (ii) contravening any provision of the Articles, By-laws, or Governance Policies of the Corporation;
 - (iii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
 - (iv) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.
- (b) In the event that the Board proposes that a Member should be suspended or removed from Membership in the Corporation, the Chair of the Board shall provide twenty (20) days' notice of suspension or removal to the Member and

shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board, the Chair may proceed to notify the Member that the Member is suspended or removed from Membership in the Corporation. Where 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.

3.08 Effect of Termination, Suspension and Withdrawal

- (a) A Member whose Membership has been or will be terminated for any reason set out in Sections 3.04 or 3.07 of this By-law, withdrawn in accordance with Section 3.05 of this By-law or suspended in accordance with Section 3.07 of this By-law shall pay to the Corporation, on or before the date on which the termination, withdrawal or suspension, as the case may be, takes effect, any outstanding Membership dues or fees payable to the Corporation levied up to the effective date of the termination, withdrawal or suspension, as the case may be.
- (b) A Member whose membership has been or will be terminated for any reason set out in Section 3.04 or 3.07 of this By-law, or withdrawn in accordance with Section 3.05 shall not be entitled to vote at any meeting of the Members that takes place on or after the date on which the termination or withdrawal takes effect.
- (c) A Member whose membership has been or will be suspended in accordance with Section 3.07 of this By-law shall not be entitled to vote at any Meeting of Members that takes place during the period throughout which such suspension is effective.

SECTION IV

NAAB ASSOCIATE AND NAAB AFFILIATE STATUS

4.01 Entitlement

The status of NAAB Associate and NAAB Affiliate shall be limited to persons who are not eligible to be a Member, but who are interested in furthering the purposes of the Corporation and who have applied for and been accepted into the Corporation as a NAAB Associate or Affiliate by resolution of the Board or in such other manner as may be determined by the Board.

To be a NAAB Associate, an individual must:

- (a) be interested in becoming a Practising NAAB Appraiser; and
- (b) be in the process of fulfilling the education and experience requirements to become a Practising NAAB Appraiser, as determined by the Board.

To be a NAAB Affiliate, an organization or individual must:

- (c) be interested in the monetary appraisal process for archival materials; but
- (d) not be interested in or eligible for fulfilling the education and experience requirement, as determined by the Board, to become a Practising NAAB Appraiser.

4.02 Eligibility

The Board shall have the right to determine the conditions required for a person to be eligible to become a NAAB Associate or NAAB Affiliate.

4.03 Rights and Services

Organizations and/or individuals approved as NAAB Associate and NAAB Affiliate or are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to sit on the Board or to otherwise hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. NAAB Associate and NAAB Affiliate shall not have the right to attend meetings of Members, unless the Board determines otherwise.

4.04 Termination of Status

Any person intending to terminate its status as a NAAB Associate or NAAB Affiliate shall notify the Corporation in writing at least sixty (60) days in advance of the effective date of termination. NAAB Associate and NAAB Affiliate status may be terminated at the discretion of the Board of Directors after the NAAB Associate or NAAB Affiliate, as the case may be, has been given at least ninety (90) days' prior written notice of such termination.

4.05 Dues

The manner in which NAAB Associate and NAAB Affiliate dues or fees are to be established, levied and paid shall be in accordance with the requirements of the Governance Policies relating to NAAB Associate and NAAB Affiliate, as set by the Board from time to time.

SECTION V MEETINGS OF MEMBERS

5.01 Annual Meetings of Members

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the

Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

5.02 Special Meetings of Members

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

5.03 Place of Meetings of Members

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

5.04 Special Business – Meeting of Members

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members is special business, except consideration of the financial statements and the public accountant's report, the election of Directors and the re-appointment of the incumbent public accountant.

5.05 Notice of Meetings of Members

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 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.

Where the Corporation provides notice electronically, as referred to in section 5.05(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 5.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which

the meeting is to be held. Notice of any 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. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

5.06 Waiving Notice of a Meeting of Members

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

5.07 Chair Meetings of Members

The chair of a Members' meetings shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chairs of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

5.08 Quorum – Meetings of Members

Subject to the Act, a quorum at any meeting of the Members shall be ten percent (10%) of the Members who are entitled to vote. 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. For the purpose of determining quorum, a Member may be present in person, by proxy or by telephonic and/or by other electronic means.

5.09 Meetings of Members Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication

facility that permits all participants to communicate adequately with each other during the meeting.

- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility 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 voted.

5.10 Absentee Voting by Mailed-In Ballot or Electronic Ballot – Meetings of Members

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Governance Policies the procedures for collecting, counting, and reporting the results of any vote that enable the votes to be gathered in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

5.11 Absentee Voting by Proxy – Meetings of Members

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members or Member Delegates, 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:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (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 alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

5.12 Votes to Govern – Meetings of Members

- (a) At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution.
- (b) In case of an equality of votes, the proposed resolution or motion shall be defeated.

5.13 Resolution in Lieu of Meeting of Members

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION VI **DIRECTORS**

6.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

6.02 Board Composition

The Board shall be comprised of eight (8) Directors who shall be elected by the Members on the basis of nominations as follows:

- (a) One (1) Director shall be elected by Ordinary Resolution of the Members from a list of one or more nominees put forward by the Members of the Atlantic Region;
- (b) One (1) Director shall be elected by Ordinary Resolution of the Members from a list of one or more nominees put forward by the Members of the Ontario Region;
- (c) One (1) Director shall be elected by Ordinary Resolution of the Members from a list of one or more nominees put forward by the Members of the Québec Region;
- (d) One (1) Director shall be elected by Ordinary Resolution of the Members from a list of one or more nominees put forward by the Members of the Prairies Region;
- (e) One (1) Director shall be elected by Ordinary Resolution of the Members from a list of one or more nominees put forward by the Members of the British Columbia and Northern Canada Region;
- (f) One (1) Director shall be elected by Ordinary Resolution of the Members to hold the office of Chair of the Board; and

- (g) One (1) Director shall be elected by Ordinary Resolution of the Members to hold the office of Vice-Chair of the Board.
- (h) One (1) Director-At-Large shall be elected by Ordinary Resolution of the Members from a list of one or more nominees put forward by the Members;

6.03 Qualifications

- (a) Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been declared by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt.
- (b) In addition to the qualifications above, the Directors shall be elected on the basis of their skills, experience, knowledge, interest, personal integrity and their ability to identify with and formally commit themselves to respect the philosophy, mission and vision of the Corporation.

6.04 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The term of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election without limitation.
- (e) The Board may establish a committee responsible for nominations, the details of which shall be set forth in the Governance Policies. In that event, such committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and/or the Governance Policies.

6.05 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 6.07, or no longer fulfils all of the qualifications to be a Director set out in section 6.03, as determined in the sole discretion of the Board, acting reasonably. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

6.06 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

6.07 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

6.08 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.09 Executive Committee

Subject to the Act, the Board may appoint from their number an executive committee and delegate to the committee any of the powers of the Board, except those powers which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The terms of reference, as well as procedural and other requirements relating to the Executive Committee shall be set out in a Governance Policy.

6.10 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The terms of reference, as well as procedural and other requirements relating to such committees shall be set out in a Governance Policy.

6.11 Conflict of Interest

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

6.12 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

6.13 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

SECTION VII MEETINGS OF DIRECTORS

7.01 Calling of Board Meetings

Meetings of the Board may be called by the Chair of the Board, a Vice-Chair of the Board or any two (2) Directors at any time.

7.02 Place of Board Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

7.03 Notice of Board 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 9.01 of this By-law to every Director of the Corporation not less than 24 hours 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) of the Act that is to be dealt with at the meeting.

7.04 Regular Board 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 notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

7.05 Participation at Board Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

7.06 Quorum – Board Meetings

A majority of the number of Directors in office constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

7.07 No Alternate Directors – Board Meetings

No person shall act for an absent Director at a meeting of Directors.

7.08 Votes to Govern – Board Meetings

- (a) Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.
- (b) In case of an equality of votes, the proposed resolution or motion shall be defeated.

7.09 Dissent at Board Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or

- (c) the Director sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

7.10 Dissent of Absent Director at Board Meeting

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation.

7.11 Resolutions in lieu of Board Meeting

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

SECTION VIII OFFICERS

8.01 Officers

The Officers of the Corporation may include:

- (a) a Chair of the Board;
- (b) a Vice-Chair;
- (c) a Secretary;
- (d) a Treasurer;
- (e) an Executive Director; and
- (f) such other Officers as the Board may appoint in accordance with section 8.02 of this By-law.

8.02 Appointment or Election

- (a) The Officers, other than the Chair, the Vice-Chair and those who are employees of the Corporation, shall be appointed by the Directors at the first meeting of the

Board immediately following an annual meeting of Members, or as otherwise determined by the Board.

- (b) The Chair and the Vice-Chair shall be elected by the Members in accordance with sections 6.02 and 6.04 of these By-laws.
- (c) The Executive Director shall be retained by the Corporation as an employee or independent contractor.
- (d) A Director may be appointed to any office of the Corporation, except to the offices of Executive Director.
- (e) An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

8.03 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-Chair of the Board** – The Vice-Chair of the Board shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary may, if the Board so directs, be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** - The Treasurer shall be responsible for the maintenance or the oversight of the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

- (e) **Executive Director** - The Executive Director shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair 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.

8.04 Term of Office

Subject to any contractual employment agreements that may exist for any Officer, Officers shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual meeting of Members.

8.05 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:

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

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION IX NOTICES

9.01 Method of Giving Notices

Subject to sections 5.05 and 7.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Corporation, 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 Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed

by the Corporation in accordance with the Act and received by Corporations Canada; or

- (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. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

9.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION X **ARTICLES AND BY-LAWS**

10.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

10.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

10.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

SECTION XI **EFFECTIVE DATE**

11.01 Effective Date

This By-law is effective upon approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation on the ____ day of _____ 2018.

Name:
Chair of the Board

Name:
Secretary

APPROVED by the Members of the Corporation on the ____ day of _____ 2018.

Name:
Secretary