

# PLAN INSTITUTE FOR CITIZENSHIP AND DISABILITY

## BY-LAWS

### Part 1 - Interpretation

#### 1.1 Definitions

In these By-laws, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the Directors acting as authorized by the Articles and these By-laws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (d) “**Board Resolution**” means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
  - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;
- (e) “**By-laws**” means these by-laws of the Corporation, as amended from time to time;
- (f) “**Chair**” means the individual appointed or elected to the office of the Chair in accordance with these By-laws;
- (g) “**Corporation**” means Plan Institute for Citizenship and Disability or such other name by which the Corporation becomes known if it changes its name in accordance with the Act and these By-laws;
- (h) “**Directors**” means those individuals who are, or who subsequently become, directors of the Corporation in accordance with these By-laws, and who have not ceased to be directors of the Corporation;
- (i) “**Electronic Means**” means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:
  - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and

- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (j) “**incapable**” means, in respect of an individual and unless otherwise defined in the Act, that the individual is found, under the laws of a province, to be unable, other than by reason of minority, to manage their property or is declared to be incapable by any court in a jurisdiction outside Canada;
- (k) “**Income Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (l) “**Meeting of Members**” means any annual general meeting and any special meeting of Members;
- (m) “**Members**” means the members of the Corporation;
- (n) “**Ordinary Resolution**” means:
  - (i) a resolution passed by a simple majority of the votes cast by those Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these By-laws, by Electronic Means); by Electronic Means in accordance with these By-laws; or a combination of votes cast at a meeting of the Members and by Electronic Means; or
  - (ii) a resolution consented to in writing by all of the Members entitled to vote on such matters;
- (o) “**Person**” means an individual, legal personal representative, corporation, society partnership, trust, trustee or other entity or organization;
- (p) “**PLAN**” means the BC society known as “Planned Lifetime Advocacy Network”, incorporation number S0024984;
- (q) “**Public Accountant**” means a Person with the qualifications described in section 180 of the Act who is appointed in accordance with these By-laws or otherwise under the Act;
- (r) “**Registered Address**” of a Person means the address of that Person as recorded in the Register of Members or Directors, as the case may be, and will, if provided by that Person, include that Person’s facsimile number and electronic mail address; and
- (s) “**Secretary**” means the individual, if any, appointed or elected to the office of the secretary in accordance with these By-laws;
- (t) “**Special Resolution**” means:
  - (i) a resolution passed by at least 2/3 of the votes cast by those Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person or, to the extent permitted by these By-laws, by Electronic Means); by Electronic Means in accordance with these By-laws; or a combination of votes cast at a meeting of the Members and by Electronic Means:
    - (1) of which the notice required by these By-laws has been given; or

- (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than the required period of notice has been given, which notice must in each case include the text of the resolution; or
- (ii) a resolution consented to in writing by all of the Members entitled to vote on such matters;
- (u) **“Treasurer”** means the individual appointed or elected to the office of the treasurer in accordance with these By-laws; and
- (v) **“Vice-Chair”** means the individual, if any, appointed or elected to the office of the vice-Chair in accordance with these By-laws.

## **1.2 Definitions in the Act**

Other than as provided in these By-laws, the definitions in the Act on the date these By-laws become effective apply to these By-laws and will have the same meaning as in the Act.

## **1.3 General Rules of Interpretation**

Words importing the singular include the plural and vice versa and words importing a male or female person include all gender identities.

# **Part 2 - Membership**

## **2.1 Members**

The Members are comprised of those Persons who are members of the Corporation on the date these By-laws came into force and those Persons who become members of the Corporation in accordance with these By-laws and, in each case, who have not ceased to be Members.

## **2.2 Membership Classes**

Subject to the Articles, there will be one class of Members.

## **2.3 Deemed Membership**

The Members of the Corporation will be comprised of:

- (a) those individuals who are Directors of the Corporation from time to time, each of whom will be deemed to have been admitted as a Member upon his or her election or appointment as a Director without further need for application for membership;
- (b) those individuals who are directors of PLAN from time to time, each of whom will be deemed to have been admitted as a Member upon his or her election or appointment as a director of PLAN without further need for application for membership; and
- (c) those Persons who have otherwise become members of the Corporation in accordance with these By-laws.

## **2.4 Eligibility for Membership**

A Person may be eligible for admission as a Member if such Person is interested in furthering the Corporation's purposes.

## **2.5 Admission to Membership**

An eligible Person may apply in writing to the Directors for membership in the Corporation in accordance with these By-laws and, upon acceptance by the Directors and payment of the accompanying membership dues (if any are determined by the Board to be payable pursuant to By-law 2.8), will be a Member. The Directors may, in their sole discretion, accept or refuse a written application for membership.

## **2.6 Application for Membership**

Applications for membership in the Corporation must:

- (a) be in writing and, if applicable, on an application form approved by the Directors from time to time and be submitted to the Corporation at the registered address of the Corporation or to an authorized representative of the Corporation;
- (b) include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the Corporation by facsimile or electronic mail, the facsimile number and electronic mail address of the applicant;
- (c) include any documents or other information as the Board may require to confirm eligibility for membership; and
- (d) be accompanied by any membership dues, if any, which are payable if so determined by the Board in accordance with By-law 2.8.

## **2.7 Compliance with Articles, By-laws and Policies**

Every Member will, at all times, comply with the Constitution, these By-laws and any policies of the Corporation adopted by the Directors from time to time as amended from time to time.

## **2.8 Membership Dues**

Unless otherwise determined by Board Resolution, no membership fees or dues will be payable by Members.

## **2.9 Transferability of Membership**

Membership in the Corporation is not transferable.

## **2.10 Discipline and Expulsion of Members**

- (a) A Member may be disciplined or expelled by Board Resolution.
- (b) The Board must send to the Member written notice of the proposed discipline or expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion.
- (c) The Member who is the subject of the proposed discipline or expulsion must be given an opportunity to make representations to the Board respecting the proposed expulsion or discipline.

## **2.11 Membership Standing**

All Members are in good standing except:

- (a) a Member who has failed to pay his or her current annual membership fee (if applicable) or any other subscription or debt due and owing by him or her to the Corporation and such Member is not in good standing so long as the debt remains unpaid; and
- (b) a Member who is subject to discipline pursuant to these By-laws, and such Member is not in good standing for the duration of such discipline.

## **2.12 Cessation of Membership**

A Person will cease to be a Member upon:

- (a) in the case of an individual who is a Member by virtue of being a Director of the Corporation or a director of PLAN, upon ceasing to be a Director of the Corporation or a director of PLAN, as the case may be (but for greater certainty such individual may subsequently re-apply for membership in the Corporation pursuant to By-law 2.5);
- (b) delivering his or her resignation in writing to the Secretary of the Corporation or mailing or delivering it to the address of the Corporation, which resignation will be effective on the later of (i) the effective date of resignation stated therein and (ii) the date on which the resignation is received by the Secretary or Corporation, as the case may be;
- (c) his or her death or in the case of a corporation on dissolution;
- (d) being expelled from membership in the Corporation pursuant to By-law 2.10; or
- (e) having been a Member not in good standing for 12 consecutive months.

## **2.13 Effect of Termination of Membership**

Subject to the Articles, the rights of a Member, including any rights in the property of the Corporation, cease to exist, upon the occurrence of any of the events described in By-law 2.12.

## **Part 3 - Meetings of Members**

### **3.1 Time and Place of Meetings of Members**

Meetings of Members will be held at a time and at a place in Canada that the Directors determine.

### **3.2 Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the preceding annual general meeting.

### **3.3 Special Meeting of Members**

Every Meeting of Members, other than an annual general meeting, is a special Meeting of Members.

### **3.4 Convening Special Meetings of Members**

The Directors may by Board Resolution or at the direction of the Chair, convene a special Meeting of Members. The Board will convene a special Meeting of Members on the written requisition of at least five percent of the Members provided that such requisition otherwise complies with the Act.

### **3.5 Notice of a Meeting of Members**

Notice of the time and place of a Meeting of Members will be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) if a Member's Registered Address includes an electronic mail address or facsimile number, by electronic mail to that address or by facsimile to that number, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held,

provided that the Corporation will give notice as set out in paragraph (a) if a Member requests that notices be given by non-electronic means.

### **3.6 Contents of Notice of a Meeting of Members**

- (a) Notice of a Meeting of Members must:
  - (i) specify the date, time and location of the Meeting of Members; and
  - (ii) include the text of any Special Resolution to be submitted to the Members at the Meeting of Members.
- (b) If the Board has determined to permit participation in a Meeting of Members by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

### **3.7 Waiver or Reduction of Notice Period for a Meeting of Members**

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a Meeting of Members by unanimous consent in writing.

### **3.8 Entitlement to Notice of a Meeting of Members**

Notice of a Meeting of Members will be given to:

- (a) every Person shown on the register of Members as a Member on the day notice is given; and
- (b) the Public Accountant,

and no other Person will be entitled to receive a notice of a Meeting of Members.

### **3.9 Omission of Notice of a Meeting of Members**

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice will not invalidate proceedings at that meeting.

## **Part 4 - Proceedings at Meetings of Members**

### **4.1 Special Business at a Meeting of Members**

Special business is:

- (a) all business at a special Meeting of Members except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except,
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the Directors;
  - (iv) the report of the Public Accountant, if any;
  - (v) the election of Directors;
  - (vi) the appointment of the Public Accountant, if required; and
  - (vii) the other business that, under these By-laws, ought to be transacted at an annual general meeting or which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

#### **4.2 Quorum at a Meeting of Members**

A quorum is the greater of (a) 3 Members and (b) 10% of the Members, in each case in good standing and present in person or by Electronic Means (to the extent permitted by the Board for the relevant Meeting of Members).

#### **4.3 Requirement for Quorum at a Meeting of Members**

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

#### **4.4 Failure to Achieve Quorum at a Meeting of Members**

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

#### **4.5 Loss of Quorum at a Meeting of Members**

If at any time during a Meeting of Members there ceases to be a quorum present, business then in progress will be suspended and no further business conducted until there is a quorum present.

#### **4.6 Participating in a Meeting of Members by Electronic Means**

The Board may determine that any Meeting of Members may, in accordance with the Act, be held so as to facilitate participation and voting by Electronic Means by any and all Members and, for greater certainty, may determine that the meeting will be held entirely by Electronic Means. Any Person entitled to attend a Meeting of Members that the Board has determined to hold by Electronic Means may, in accordance with the Act, participate in such Meeting of Members by Electronic Means and a Person so participating in such a meeting will be deemed to be present at the meeting.

#### **4.7 Chair of Meetings of Members**

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair of the meeting;
- (b) if the Board has not appointed an individual to preside as the chair of the meeting or the individual appointed by the Board is unable to preside as the chair of the meeting:
  - (i) the Chair;
  - (ii) the Vice-Chair, if the Chair is unable to preside as the chair of the meeting; or
- (c) one of the other Directors present at the meeting, if both the Chair and Vice-Chair are unable to preside as the chair of the meeting; or
- (d) if there is no individual otherwise entitled under these By-laws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are present must elect an individual present at the meeting to preside as the chair of the meeting.

the Members present will choose one of their number to chair the meeting.

#### **4.8 Adjourning a Meeting of Members**

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **4.9 Notice of Adjournment of a Meeting of Members**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting of Members, provided that when a meeting is adjourned for ten days or more, notice of the adjourned meeting will be given as in the case of the original meeting.

#### **4.10 Proposing a Resolution at a Meeting of Members**

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

#### **4.11 Ordinary Resolutions**

Any issue to be decided at a Meeting of Members which is not required either by these By-laws or the Act to be decided by Special Resolution will be decided by Ordinary Resolution.

#### **4.12 Members' Entitlement to Vote**

- (a) Each Member in good standing is entitled to one vote on matters for determination by the Members.
- (b) In case of an equality of votes the person presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such person may be entitled as a Member and the proposed resolution will not pass.

#### **4.13 Methods of Voting by Members**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Members who are entitled to vote;
- (b) by written ballot; or
- (c) subject to By-law 4.16, by Electronic Means,

provided that, where a vote is to be conducted either all or in part in accordance with paragraph (a), if requested by a Member or directed by the chair of the meeting, in each case prior to or immediately following the conduct of the vote, such vote will be conducted by written ballot (or other means by which the results of the vote can be presented without disclosing how any individual Member voted).

#### **4.14 Proxy Voting by Members**

Voting by proxy is not permitted.

#### **4.15 Absentee Voting**

- (a) The Board may determine to allow Members to cast an absentee vote at one or more Meetings of Members by mail-in ballot or, subject to compliance with By-law 4.16, by Electronic Means.
- (b) If the Board exercises its discretion under paragraph (a) to permit absentee voting by mail-in ballot, the Corporation will prepare a mail-in ballot and distribute a ballot to each Member together with the notice of the applicable meeting. Such notice must include instructions on how to complete the ballot and the date by which the Member must return the completed ballot.
- (c) If the Board exercises its discretion under paragraph (a) to permit absentee voting by Electronic Means, the notice of the applicable meeting must include the opening and closing dates for casting a vote and instructions on how Members may cast their vote.
- (d) Absentee votes will be counted by scrutineers appointed by the Board and the results announced by the person chairing the Meeting following the vote by those Members present at the Meeting of Members, in each case in accordance with policies adopted by the Board.

#### **4.16 Voting by Electronic Means**

Where a vote is to be conducted either all or in part by Electronic Means, the system by which Members may vote by Electronic Means must allow the votes:

- (a) to be gathered in a manner that permits their subsequent verification; and
- (b) once tallied, 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 Corporate Members**

A corporate Member may vote by its authorized representative, who is entitled to speak and vote, as applicable, and in all other respects exercise the rights of a Member, and that representative will be

reckoned as a Member for all purposes with respect to a Meeting of Members, provided that the chair of a meeting will be entitled to require any such representative to first produce evidence of his or her appointment as the Member's representative.

## **Part 5 - Directors**

### **5.1 Power of Directors**

The Directors may exercise all the powers and do all the acts and things that the Corporation may exercise and do:

- (a) unless such authority is required by these Bylaws or otherwise at law to be exercised by the Members; and
- (b) provided that any such exercise of authority is subject to all laws affecting the Corporation, these By-laws and the Articles.

### **5.2 Management of Property and Affairs**

The property and the affairs of the Corporation will be managed by the Board.

### **5.3 Invalidation of Director Acts**

- (a) No rule, made by the Corporation in a Meeting of Members, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

### **5.4 Composition of the Board and Number of Directors**

- (a) The number of Directors will be as set out in the Articles, namely not be less than 4 and not more than 10, each of whom will be elected by the Members in accordance with the Act.
- (b) If the Corporation is a soliciting corporation under the Act, at least two of the Directors must not be officers or employees of the Corporation or its affiliates.

### **5.5 Director Qualifications**

An individual must, to be eligible to be a Director, comply with the requirements of the Act and, without limiting the foregoing, must:

- (a) be at least 18 years of age;
- (b) not have the status of a bankrupt;
- (c) not be incapable, as defined in the Act; and
- (d) be a Member in good standing (but for greater certainty those individuals who become Members by virtue of being Directors need not be Members prior to their election or appointment as Directors).

## **5.6 Election of Directors**

Directors will be elected by Ordinary Resolution by the Members at a Meeting of Members at which an election of Directors is required and will take office at the conclusion of such meeting.

## **5.7 Election by Ballot**

Despite By-law 4.13, an election of Directors may be by acclamation otherwise it will be by written ballot.

## **5.8 Director Terms**

Each Director will be elected to hold office for a term of three years and will retire from office at the conclusion of the third annual general meeting following his or her election.

## **5.9 Director Term Limits**

- (a) Subject to paragraph (b), a Director may serve for a maximum of two consecutive full terms and an individual who has served two consecutive full terms may not be re-elected until the annual general meeting next following the expiry of his or her latest term of office.
- (b) Notwithstanding paragraph (a), the Board may, in its discretion and by Board Resolution, permit a Director to serve for a third full term, following which he or she may not be re-elected until the annual general meeting next following the expiry of such third term of office.

## **5.10 Removal of Director**

The Members may by Ordinary Resolution remove a Director before the expiration of his or her term of office, and may by Ordinary Resolution elect a successor to complete the term of office.

## **5.11 Ceasing to be a Director**

A person will automatically cease to be a Director upon:

- (a) ceasing to meet the qualifications set out in By-law 5.5;
- (b) delivering his or her resignation in writing to the Secretary of the Corporation or by mailing or delivering it to the address of the Corporation, which resignation will be effective on the later of (i) the effective date of resignation stated therein and (ii) the date on which the resignation is received by the Secretary or Corporation, as the case may be;
- (c) his or her death;
- (d) the expiry of his or her term of office as a Director, if not re-elected; or
- (e) his or her removal from office as a Director.

## **5.12 Vacancies on the Board**

- (a) The Directors may at any time appoint an individual as a Director to fill a vacancy in the Directors.
- (b) A Director appointed under paragraph (a) above holds office for the unexpired term of the individual whose departure from office created the vacancy.

- (c) Time served as a Director pursuant to this By-law will not count towards the term limits set out in By-law 5.9.
- (d) If there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will as soon as practicable call a special general meeting to fill the vacancy or vacancies on the Board.

### **5.13 Support of Corporation Purposes**

Every Director will unreservedly subscribe to and support the purposes of the Corporation.

### **5.14 Director Remuneration**

No Director will be remunerated for being or acting as a Director; however, the Corporation may, subject to the Act and the Articles, pay remuneration to an individual who is a Director for services provided by that individual to the Corporation in another capacity.

### **5.15 Reimbursement of Director Expenses**

Despite By-law 5.14, a Director is entitled to be reimbursed, in accordance with policies that may be adopted by the Board from time to time, for all expenses necessarily and reasonably incurred by him or her while engaged in the discharge of his or her duties and responsibilities as a Director.

### **5.16 Director Indemnification and Insurance**

Subject to the Act, the Corporation will indemnify every Director and officer and every past Director and officer, and will purchase and maintain appropriate liability insurance for the benefit of the Corporation, the Directors and the officers.

### **5.17 Transitional Provisions**

- (a) The term of each individual serving as a Director at the time these By-laws come into force will be deemed to have been extended to a three-year term.
- (b) Notwithstanding By-law 5.9, any individual serving his or her third term as a Director at the time these Bylaws come into force may continue to serve as a Director until the expiry of such term.

## **Part 6- Proceedings of Directors**

### **6.1 Directors' Meetings**

The Directors may meet together at such places as they think fit to conduct business and may adjourn and otherwise regulate their meetings and proceedings, as they see fit.

### **6.2 Quorum of Directors' Meetings**

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be a majority of the Directors then in office.

### **6.3 Chair of Directors' Meetings**

The Chair will chair all meetings of the Directors, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair will chair the meeting; but if neither is present the Directors present may choose one of their number to chair the meeting.

#### **6.4 Calling Directors' Meetings**

A Director may at any time, and the Secretary, on the request of a Director, will, convene a meeting of the Directors.

#### **6.5 Notice of Directors' Meetings**

At least one week's notice of a Board meeting must be sent to all Directors, unless all of the Directors agree to a shorter notice period, provided that:

- (a) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to send notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present;
- (b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the Secretary; and
- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings.

If a meeting of the Board will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

#### **6.6 Participation in Directors' Meetings by Electronic Means**

Any and all Directors may, in accordance with the Act and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means and, for greater certainty, a meeting may be held entirely by Electronic Means. A Director so participating in a meeting will be deemed to be present at that meeting for the purposes of determining quorum.

#### **6.7 Board Resolutions**

Unless otherwise required under these By-laws or under the Act, questions arising at a meeting of the Directors will be decided by Board Resolution.

#### **6.8 Directors' Entitlement to Vote**

Each Director will be entitled to one vote. In case of an equality of votes, the person presiding as chair of a meeting will not have a second or casting vote in addition to the vote to which such person is entitled as a Director and the proposed resolution will not pass.

#### **6.9 Procedure for Voting by Directors**

- (a) Unless otherwise set out in these By-laws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:
  - (i) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;

- (ii) by written ballot; or
- (iii) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a)(i), if directed by the chair of the meeting prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Director voted.

- (b) No resolution proposed at a meeting of Directors needs to be seconded and the chair of a meeting may move or propose a resolution

## **Part 7- Committees**

### **7.1 Formation of Committees**

The Board may create such committees as may from time to time be required or as the Board may deem appropriate. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

### **7.2 Delegation to Committees**

The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

### **7.3 Terms of Reference**

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

## **Part 8- Officers**

### **8.1 Election or Appointment and Removal of Officers**

At the first meeting of Directors following an annual general meeting, the Board will elect or appoint the officers of the Corporation, which will include the Chair and Treasurer, each of whom must be a Director, and any other officers the Board deems necessary.

### **8.2 Officer Terms**

Unless appointed for a longer term by Board Resolution, each officer appointed or elected by the Directors will hold office until the first meeting of the Board held after the next following annual general meeting.

### **8.3 Removal of Officers**

- (a) The Board may at any time remove a Director as an officer by Board Resolution.
- (b) If any individual ceases to act as a Director at any time, he or she will simultaneously cease to act as an officer of the Corporation, if applicable.

### **8.4 Officer Duties**

Subject to the Act, the Directors may, for each officer appointed, determine the powers and duties of each such officer, provided that, if appointed, the Chair, Vice-Chair, Secretary and Treasurer will have the powers, functions and duties set out in this Part 8.

### **8.5 Duties of Chair**

The Chair will preside at all meetings of the Corporation and of the Directors. The Chair will supervise the other officers in the execution of their duties.

### **8.6 Duties of Vice-Chair**

If appointed, the Vice-Chair will carry out the duties of the Chair during his or her absence.

### **8.7 Duties of Secretary**

If appointed, the Secretary will be responsible for carrying out or making the necessary arrangements for:

- (a) the conduct of the correspondence of the Corporation;
- (b) the issuance of notices of meetings of the Corporation and Directors;
- (c) the keeping of minutes of all meetings of the Corporation and Directors and the entry of the same into the Corporation's minute book;
- (d) the custody of all records and documents of the Corporation except those required to be kept by the Treasurer; and
- (e) the maintenance of the register of Members.

### **8.8 Duties of Treasurer**

If appointed, the Treasurer will be responsible for carrying out or making the necessary arrangements for the keeping of the financial records, including books of account, necessary to comply with the Act and the *Income Tax Act* and such other duties as the Board may, from time to time, specify.

### **8.9 Election of Secretary-Treasurer**

The offices of Secretary and Treasurer may be held by one person who will be known as the Secretary-Treasurer.

### **8.10 Absence of Secretary**

In the absence of the Secretary from a meeting, the Directors will appoint another person to act as secretary at that meeting.

## **Part 9 - Execution of Documents**

### **9.1 Directors May Provide for Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If the Corporation has a corporate seal, the Secretary will have custody of, or make the necessary arrangements for the custody of, the seal. The common seal will be affixed only when authorized by a Board Resolution and then only in the presence of the individuals prescribed in the resolution, or if no individuals are prescribed, in the presence of the Chair.

### **9.2 Execution of Documents**

Contracts, document or instruments in writing requiring the signature of the Corporation may be signed in the manner directed by the Board from time to time by Board Resolution and in the absence of any such Board Resolution may be signed by any two officers or Directors.

## **Part 10 - Financial Matters**

### **10.1 Financial Year End**

The financial year end of the Corporation will be determined by Board Resolution from time to time;

### **10.2 Borrowing Power of Directors**

Without limiting the powers of the Directors pursuant to by-law 5.1, the Directors may, in order to carry out the purposes of the Corporation, on behalf of and in the name of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation 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 Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

### **10.3 Restrictions on Directors' Borrowing Powers**

The Members may by Special Resolution restrict the borrowing powers of the Directors.

### **10.4 Annual Financial Statements**

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

### **10.5 Banking Arrangements**

The banking business of the Corporation will 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 by Board Resolution. The banking business or any part of it will be transacted by an officer or officers of the Corporation and/or other persons as the Board may by Board Resolution from time to time designate, direct or authorize.

## **Part 11 - Public Accountant**

### **11.1 Appointment of Public Accountant**

- (a) Subject to the Act or unless waived by the Members in accordance with the Act, the Members will by Ordinary Resolution at each annual general meeting, appoint a Public Accountant to hold office until the close of the next annual general meeting.
- (b) If the appointment of a Public Accountant is required under the Act but a Public Accountant is not appointed at an annual general meeting, the incumbent Public Accountant will be deemed to continue to so act until a successor is appointed by Ordinary Resolution.

### **11.2 Removal of Public Accountant**

A Public Accountant may be removed by Ordinary Resolution, except where such Public Accountant is appointed by the court in accordance with the Act. A vacancy created by the removal of the Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

### **11.3 Notice of Appointment and Removal**

A Public Accountant will be promptly informed in writing of his or her appointment or removal.

### **11.4 Public Accountant Qualifications**

No Director, officer or employee of the Corporation will act as the Public Accountant.

### **11.5 Ceasing to Act as Public Accountant**

The Public Accountant will cease to hold office upon:

- (a) ceasing to meet the qualifications set out in By-law 11.4;
- (b) delivering his or her resignation in writing to the Corporation or by mailing or delivering it to the address of the Corporation, which resignation will be effective on the later of (i) the effective date of resignation stated therein and (ii) the date on which the resignation is received by the Corporation, as the case may be;
- (c) his or her death;
- (d) his or her removal in accordance with these By-laws; or
- (e) the date on which a replacement Public Accountant is appointed in accordance with these By-laws.

### **11.6 Attendance at Annual General Meetings**

The Public Accountant may, and if so requested by a Member or Director in accordance with the Act, will attend Meeting of Members and advise on matters related to his or her duties as Public Accountant.

### **11.7 Audit of Financial Statements**

The Public Accountant will conduct an annual audit engagement in accordance with the Act; provided however, that if permitted under the Act, the Public Accountant will conduct a review engagement.

## **Part 12 - Notices to Members**

### **12.1 Method of Giving Notices**

A notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) personally;
- (b) by mail to him or her at his or her Registered Address;
- (c) by facsimile; or
- (d) by electronic mail.

### **12.2 Notice Deemed to Have Been Given**

A notice sent by mail will be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle with adequate postage affixed. Any notice delivered personally, by facsimile or by electronic mail will be deemed to have been given on the day it was so delivered or sent.

### **12.3 Days to be Counted in Notice**

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

## **Part 13 - By-Laws**

### **13.1 Repeal of Existing By-laws**

On the date that these By-laws are adopted by Special Resolution, all prior By-laws, resolutions and other enactments of the Corporation that are inconsistent with the provisions of these By-laws are, to that same extent, repealed.

### **13.2 Amendment and Repeal of By-laws by Directors**

- (a) Subject to the Act, the Members may, by Special Resolution, make, amend or repeal any By-laws to regulate the activities or affairs of the Corporation.
- (b) Subject to the Act, the Articles and these By-laws, the Board may by Board Resolution make, amend or repeal any By-laws to regulate the activities or affairs of the Corporation, provided that such proposed By-law enactment, amendment or repeal is presented for approval of the Members at the next Meeting of Members. Pending such approval, the proposed By-law enactment, amendment or repeal will be effective from the date of the Board Resolution and, if confirmed by the Members, it remains effective in the form in which it was confirmed; however, the By-law enactment, 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 of Members.

### **13.3 Special Resolution Required**

Despite any provision of these By-laws, the Board may not make, amend or repeal any By-laws where the enactment, amendment or repeal would have any of the following effects:

- (a) changing the conditions for membership in the Corporation;
- (b) changing or removing any designation, rights or conditions of any class, category or group of Members;
- (c) dividing any existing class, category or group of Members into two or more classes, categories or groups or fixing the rights of such classes, categories or groups;
- (d) adding, changing or removing a provision respecting the transfer of membership in the Corporation;
- (e) changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
- (f) changing the method of absentee voting or electronic voting by Members; or
- (g) changing or altering any provisions of the Articles.

A provision of these By-laws in respect of any of the matters described above or otherwise in section 197(1) of the Act may only be made, amended or repealed by Special Resolution.

### **13.4 Effective Date of Alteration by Special Resolution**

Any amendment, addition to or repeal of these By-laws by Special Resolution is effective on the later of:

- (a) the date on which the Special Resolution authorizing the alteration was passed; and
- (b) such later date as may be set out in writing in the Special Resolution authorizing the alteration.

## **Part 14 - Miscellaneous**

### **14.1 Corporate Records**

- (a) The Corporation will maintain, at its registered office or such other location permitted by the Act, all corporate and financial records that the Corporation is required by the Act to maintain.
- (b) The corporate and financial records maintained by the Corporation pursuant to paragraph (a) will be open to inspection by each Director in accordance with the Act.
- (c) The Members may examine the corporate and financial records maintained by the Corporation pursuant to paragraph (a) in accordance with and to the extent permitted by the Act.

### **14.2 Registered Office**

The registered office of the Corporation will be in such province of Canada as may be set out in the Articles, at a location in such province as may be determined by the Board from time to time.