

GENERAL OPERATING BY-LAW NO. 1

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

**CANADIAN SOCIETY FOR ENGINEERING MANAGEMENT
SOCIÉTÉ CANADIENNE DE GESTION EN INGÉNIERIE**

(the "Corporation")

INDEX

SECTION I INTERPRETATION	4
1.01 Definitions	4
1.02 Interpretation	5
SECTION II FINANCIAL AND OTHER MATTERS	5
2.01 Financial Year	6
2.02 Banking Arrangements	6
2.03 Execution of Documents	6
2.04 Public Accountant and Level of Financial Review	6
2.05 Annual Financial Statements	6
2.06 Operating Policies	6
SECTION III MEMBERS	7
3.01 Classes and Conditions of Membership	7
3.02 Rights of Members	7
3.03 Termination of Membership	8
3.04 Membership Dues	8
3.05 Discipline of Members	8
SECTION IV MEETINGS OF MEMBERS	9
4.01 Annual Meetings	9
4.02 Special Meetings	9
4.03 Place of Meetings	9
4.04 Special Business	9
4.05 Notice of Meetings	10
4.06 Waiving Notice	10
4.07 Persons Entitled to be Present	10
4.08 Chair of the Meeting	11
4.09 Quorum	11
4.10 Meetings Held by Electronic Means	11
4.11 Absentee Voting by Proxy	12
4.12 Votes to Govern	12
4.13 Proposals at Annual Meetings	12
4.14 Resolution in Lieu of Meeting	13

SECTION V DIRECTORS.....	13
5.01 Powers	13
5.02 Number of Directors	14
5.03 Qualifications	14
5.04 Composition of Board	14
5.05 Election of Directors and Term	14
5.06 Appointment of Directors	15
5.07 Ceasing to Hold Office	15
5.08 Resignation	15
5.09 Removal.....	15
5.10 Filling Vacancies	15
5.11 Delegation.....	16
5.12 Committees.....	16
5.13 Conflict of Interest.....	16
5.14 Confidentiality	16
5.15 Indemnification.....	16
5.16 Remuneration and expenses.....	16
SECTION VI MEETINGS OF DIRECTORS	17
6.01 Calling of Meetings	17
6.02 Place of Meetings	17
6.03 Notice of Meeting	17
6.04 Regular Meetings.....	17
6.05 Participation at Meeting by Telephone or Electronic Means	18
6.06 Quorum	18
6.07 Votes to Govern.....	18
6.08 Resolutions in Writing.....	18
SECTION VII OFFICERS	18
7.01 Appointment	18
7.02 Description of Offices	19
7.03 Term of Office	20
7.04 Vacancy in Office.....	20
SECTION VIII CHAPTERS	20
8.01 Number and Organization	20
8.02 Application and Recognition	20
8.03 Rights and Responsibilities	21
8.04 Chapter Administration	21
8.05 Termination	21

SECTION IX NOTICES..... 22

9.01 Method of Giving Notices 22

9.02 Computation of Time..... 22

9.03 Undelivered Notices 23

9.04 Omissions and Errors 23

9.05 Waiver of Notice 23

SECTION X DISPUTE RESOLUTION..... 23

10.01 Mediation and Arbitration..... 23

10.02 Dispute Resolution Mechanism..... 23

SECTION XI ARTICLES AND BY-LAWS 24

11.01 Amendment of Articles 24

11.02 By-law Confirmation..... 24

11.03 Effective Date of Board Initiated By-law, Amendment or Repeal..... 25

SECTION XII EFFECTIVE DATE..... 25

12.01 Effective Date 25

GENERAL OPERATING BY-LAW NO. 1

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

**CANADIAN SOCIETY FOR ENGINEERING MANAGEMENT
SOCIÉTÉ CANADIENNE DE GESTION EN INGÉNIERIE**

(the "Corporation")

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 11th day of May, 1990;

AND WHEREAS the Corporation has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*, to be effective on October 17, 2014;

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) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.06;
- (i) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- (j) "Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act;
- (k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (l) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

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 Corporation, 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 the 31st day of December 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 any 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 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 and any other documents required by the Act to the Members between twenty one (21) to sixty (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.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with 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 Operating 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

The Corporation is authorized to establish five (5) classes of Membership as follows:

- (a) "full members" shall be entitled to all privileges of Membership in the Corporation and shall have the right to receive notice of and to attend all meetings of the Members and shall have the right to vote thereat and shall also be entitled to hold office in the Corporation;
- (b) "associate members" shall be entitled to all privileges of Membership in the Corporation and shall receive all documentation distributed to Members but they shall not be entitled to receive notice of nor to attend meetings of the Members nor the right to vote thereat;
- (c) "student members" are undergraduate students who shall be entitled to all privileges of Membership in the Corporation and shall receive all documentation distributed to Members but they shall not be entitled to receive notice of nor to attend meetings of the Members nor the right to vote thereat;
- (d) "life members" shall be entitled to all privileges of Membership in the Corporation and shall have the right to receive notice of and to attend all meetings of the Members and shall have the right to vote thereat;
- (e) "retired members" shall be entitled to all privileges of Membership in the Corporation and shall have the right to receive notice of and to attend all meetings of the Members and shall have the right to vote thereat.

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).

3.02 Rights of Members and transfer

A Member of the Corporation shall have the rights referred to in section 3.01 but no Member may transfer a Membership to any other person and may only return the Membership to the Corporation.

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.

3.03 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for Membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Corporation in accordance with section 3.05;
- (e) the Member's term of Membership expires, if any; or
- (f) 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.

3.04 Membership Dues

The Directors may determine the amount and the manner in which Membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within one (1) calendar month of the Membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation.

3.05 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) 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.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Corporation, the President 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 President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she 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.

SECTION IV **MEETINGS OF MEMBERS**

4.01 Annual Meetings

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.

Pursuant to subsection 197(1) (Fundamental Change) 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.

4.02 Special Meetings

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.

4.03 Place of Meetings

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.

4.04 Special Business

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

4.05 Notice of Meetings

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 twenty one (21) to (sixty) 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 twenty one (21) to thirty five (35) days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 4.05(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 4.05(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 twenty one (21) to (sixty) 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. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.13.

4.06 Waiving Notice

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

4.07 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, the Officers 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 Ordinary Resolution of the Members.

4.08 Chair of the Meeting

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

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members is a majority of members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

4.10 Meetings 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.

4.11 Absentee Voting by Proxy

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, 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.

4.12 Votes to Govern

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. In case of an equality of votes, the chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote to which the chair may otherwise be entitled.

4.13 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal

and the name and address of the Member. 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.

4.14 Resolution in Lieu of Meeting

A resolution in writing and signed by all 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 V **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation and may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

If authorized by a by-law which is duly adopted by the Directors and confirmed by Special Resolution of the Members, the Directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. In the case of a soliciting Corporation, the minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Corporation and currently active in or retired from the engineering profession at the time of election. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt, shall be a Director.

5.04 Composition of Board

The Board shall be composed of Members, to the extent possible, from a representative selection of the different regions of Canada with active Chapters of the Corporation.

5.05 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) Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of Members following the election 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 for additional consecutive terms;
- (e) A Director elected to fill a vacancy holds office of the unexpired term of their predecessor;
- (f) The Directors may designate that the terms of certain positions open for election may be for a duration of one (1) year instead of two (2) years so that only one half of the Directors will be elected in any one meeting of Members;
- (g) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating 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 the Operating Policies.

5.06 Appointment of Directors

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Directors between the annual general meetings of Members (the “appointed Directors”) within the minimum and maximum numbers of Directors permitted by the Articles, to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

5.07 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 5.09, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.08 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.

5.09 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.

5.10 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 or 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.

5.11 Delegation

Subject to the Act, the Board may appoint from their number an executive committee of three (3) Directors and delegate to the committee any of the powers of the Board authorized by the Board, except those 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. Any executive committee member may be removed by a majority vote of the Board.

5.12 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.

5.13 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.

5.14 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.

5.15 Indemnification

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

5.16 Remuneration and expenses

The remuneration of all officers, agents and employees shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next annual or special meeting of Members when it shall be confirmed by resolution of the Members, and in the absence of such confirmation by the Members, then the remuneration to such officers, agents, or employees shall cease to be payable from the date of such meeting of Members.

Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance

at each regular or special meeting of the Board. Such fixed sum may be paid to the Directors as the Members may by resolution, determine, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

SECTION VI **MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

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

6.02 Place of 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.

6.03 Notice of Meeting

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 to every Director of the Corporation not less than forty eight (48) 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.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if 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.

6.05 Participation at 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.

6.06 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board, provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with section 5.02. 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.

6.07 Votes to Govern

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. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.08 Resolutions in Writing

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 VII
OFFICERS****7.01 Appointment**

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two (2) or more offices may be held by the same person.

7.02 **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) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members;
- (b) **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President if any, 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 and shall 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 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) **Chief Operating Officer** - The Chief Operating Officer, if one is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Chief Operating Officer 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 Chief Operating Officer shall conform to all lawful orders given by the Board of the Corporation 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 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.

7.03 Term of Office

Officers, including the President, Vice-President and Chief Operating Officer, shall hold their position for a period of one (1) year, 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 general meeting.

7.04 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 VIII
CHAPTERS

8.01 Number and Organization

The Corporation shall have such number of Chapters as determined by the Board from time to time. Such Chapters may be organized in accordance with this Bylaw by any individuals, groups, area or Province in Canada with the consent of the Board.

Chapters shall consist of at least five (5) Members of the Corporation in good standing as defined in section 3.01. When any group, area, or Province is recognized as being organized as a Chapter, all Members of the Corporation in the group, area, or Province, shall immediately become recognized Members of the Chapter.

8.02 Application and Recognition

Any individuals, groups, area or Province in Canada wishing to apply for recognition by the Corporation as a Chapter shall make written application therefore to the Board of the Corporation in accordance with the process and requirements established by Operating Policy.

Once the Board has determined whether any individuals, groups, area or Province in Canada meet the requirements set forth in Operating Policy, the Members shall approve recognition of the Chapter by a Special Resolution. Thereafter the operation of the Chapter may be examined by the Board before official recognition is extended to the Chapter.

8.03 Rights and Responsibilities

- (a) Each Chapter will comply with the Articles and By-laws of the Corporation, and operate in conformity with the purposes and objectives of the Corporation.
- (b) Each Chapter shall operate on a basis covering the groups, areas, or Provinces assigned by the Board of the Corporation to the Chapter concerned, and to attempt to procure membership in the Corporation from every person eligible within the territory of the Chapter.

8.04 Chapter Administration

Each Chapter may be administered by an executive committee, consisting of a president, vice-president and other Members of the Chapter, in which case it is provided that:

- (a) Financial statements of the Chapter shall be forwarded to the Treasurer of the Corporation, not less than thirty (30) days after the end of the fiscal year; and
- (b) Each Chapter may operate under any suitable name of the area, but it is provided that they must indicate on their letterhead, on all stationary, promotional material and advertising, that they operate as “Blank” Chapter of the Corporation.

8.05 Termination

- (a) Failure to comply with any of the filing requirements or other prescribed obligations shall constitute grounds for requiring a Chapter to show cause to the Board why it should not be terminated as a Chapter;
- (b) Prior to terminating a Chapter, the Board shall provide thirty (30) days notice of termination to the Chapter and shall provide reasons for the proposed termination. The Chapter may make written submissions to the President in response to the notice received within such thirty (30) day period. The Board will notify the Chapter concerning its final decision within a further fourteen (14) days from the date of the decision.

SECTION IX **NOTICES**

9.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to 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; or
- (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
DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties;
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law;
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION XI

ARTICLES AND BY-LAWS

11.01 Amendment of Articles

In accordance with the Act, the Articles of Continuance 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 issued by the federal government.

11.02 By-law Confirmation

In accordance with the Articles and subject to the Act, this By-law and amendment or repeal of this By-law, requires confirmation by Special Resolution of the Members.

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

Subject to the Articles, 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 resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

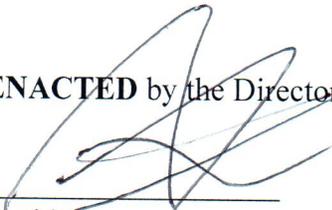
This section does not apply to a By-law that requires a Special Resolution of the Members in accordance with subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members by Special Resolution.

SECTION XII
EFFECTIVE DATE

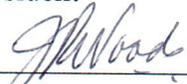
12.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation this 7th day of October, 2014.



President



Secretary

APPROVED by the Members of the Corporation this 7th day of October, 2014.



Secretary