

# **OUTDOOR COUNCIL OF CANADA**

## **PURPOSES**

The purposes of the Corporation are:

- 1) To represent individuals that lead group activities in outdoor education and recreation.
- 2) To support and promote safe education and recreation in the outdoor environment.
- 3) To develop a national system of outdoor training and certification for those that lead group activities in outdoor environments.
- 4) To develop and maintain a registry of those who hold certifications recognized by the Council.
- 5) To provide risk management support for organizations that sponsor outdoor education or recreation
- 6) To promote research into any aspect of outdoor education or recreation that enriches our understanding and management of the benefits, costs, and risks associated with such activities.

## **CANADA CORPORATIONS ACT – PART-II**

### **BY-LAWS**

### **OF**

## **OUTDOOR COUNCIL OF CANADA, LE CONSEIL CANADIEN DE PLEIN-AIR**

### PART 1

#### INTERPRETATION

1.1 In the bylaws and the articles of the Corporation, unless the context otherwise requires:

"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;

“appointed directors” means only those persons who have become appointed directors in accordance with the articles and the bylaws and have not ceased to be appointed directors;

“articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“Aboriginal director” means the individual elected by the Aboriginal members as Aboriginal director and who has not ceased to be the Aboriginal director;

“Aboriginal members” means only those individuals who are of First Nations, Inuit or Metis descent who have become Aboriginal members in accordance with the articles and the bylaws and have not ceased to be members and an “Aboriginal member” means any one of them;

“appointed directors” means only those individuals who are appointed as appointed directors by the directors in accordance with the Articles and who have not ceased to be appointed directors as provided for in these bylaws;

“Associate director” means the individual elected by the Associate members as Associate director and who has not ceased to be the Associate director;

“Associate members” means only those legally incorporated corporations, societies or other incorporated bodies having legal personality that have become Associate members in accordance with the articles and the bylaws and have not ceased to be members and an “Associate member” means any one of them;

"Board" means the directors acting as authorized by the articles and the bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;

“Board resolution” means:

- (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
- (ii) for matters not required by the Act to be dealt with at a meeting, a resolution that has been submitted to all of the directors and consented to in writing by all of the directors who would have been entitled to vote on it at a meeting;

“British Columbia members” means only those individuals who reside in British Columbia who have become British Columbia members in accordance with the articles and the bylaws and have not ceased to be members and a “British Columbia member” means any one of them;

"bylaws" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;

“Canada North members” means only those individuals who reside in Nunavut Territory, Yukon Territory or Northwest Territories who have become Canada North members in accordance with the articles and the bylaws and have not ceased to be members and a “Canada North member” means any one of them;

"Corporation" means the corporation without share capital incorporated pursuant to Part II of the Canada Corporations Act and thereafter continued under the Act under the name “Outdoor Council Of Canada/Le Conseil Canadien de Plein-Air”;

“Date of Continuance” means the date the Corporation was continued under the Act.

"directors" means only those persons whose names were set out in Form 4002 at the time of transition to the Act and those persons that have subsequently become directors in accordance with the articles and the bylaws and have not ceased to be directors. The President, Vice-President, Secretary, Treasurer and all other elected and appointed directors may be jointly described as directors in these bylaws;

“elected directors” is an inclusive term which means the persons elected as directors in accordance with the articles and bylaws;

"*Income Tax Act*" means the Income Tax Act S.C. 1970-71-72, c. 63 as amended;

“Maritime Province members” means only those individuals who reside in New Brunswick, Newfoundland/Labrador, Nova Scotia or Prince Edward Island who have become Maritime Province members in accordance with the articles and the bylaws and have not ceased to be members and a “Maritime Province member” means any one of them

"meeting of members" means an annual meeting of members and a special meeting of members;

"members" means only those persons or corporations who were listed on the Register of Members at the time of transition to the Act and who have not since ceased to be members and those that have subsequently become members in accordance with the articles and the bylaws and have not ceased to be members and a “member” means any one of them;

"Minister of Industry" means the Minister of Industry for Canada from time to time as referred to in the Act;

“Ontario members” means only those individuals who reside in Ontario who have become British Columbia members in accordance with the articles and the bylaws and have not ceased to be members and an “Ontario member” means any one of them;

"ordinary resolution" means

(i) a resolution passed at a meeting of members of the Corporation by a simple majority of the votes cast in person by those members entitled to vote at such meeting; or

(ii) for matters not required by the Act to be dealt with at a meeting, a resolution that has been submitted to all of the members and consented to in writing by all of the members who would have been entitled to vote on it at a meeting of members of the Corporation;

"Patron" means a person who has been appointed a Patron in accordance with the bylaws and has not ceased to be a Patron;

“Prairie Province members” means only those individuals who reside in Alberta, Saskatchewan or Manitoba who have become Prairie Province members in accordance with the articles and the bylaws and have not ceased to be members and a “Prairie Province member” means any one of them;

"President" means a person elected as a director to hold the office of President in accordance with the bylaws and who has not ceased to be the President;

“person” includes an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative;

“proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

“public accountant” means a person appointed as public accountant of the Corporation as provided for in the bylaws and in accordance with the Act and who has not ceased to be the public accountant;

“Quebec members” means only those individuals who reside in Quebec who have become Quebec members in accordance with the articles and the bylaws and have not ceased to be members and a “Quebec member” means any one of them;

“Regional directors” means those individuals elected by Regional members as provided for in these bylaws and who have not ceased to be Regional directors;

“Regional members” means only those individuals who have been admitted as either a British Columbia member, a Canada North member, a Maritime Province member, an Ontario member, a Prairie Province member or a Quebec member and Regional members is an inclusive term that refers to all members admitted in those membership categories;

"registered address" of a member or director means the address of that person as recorded in the register of members or register of directors;

“Registered Office” means the address of the Registered Office of the Corporation;

"Secretary/Treasurer" means a person who has been elected as a director to hold office of Secretary/Treasurer in accordance with the bylaws and has not ceased to be the Secretary/Treasurer;

“special resolution” means

(i) a resolution passed at a meeting of members of the Corporation by a majority of two thirds of the votes cast in person by those members entitled to vote at such meeting; or

(ii) for matters not required by the Act to be dealt with at a meeting, a resolution that has been submitted to all of the members and consented to in writing by all of the members who would have been entitled to vote on it at a meeting of members of the Corporation;

“Transitional members” means those persons who were listed on the Register of Members at the time of transition to the Act;

“Vice-President” means a person who has been elected as a director to hold the office of Vice-President in accordance with the bylaws and has not ceased to be the treasurer.

1.2 Except where they conflict with the definitions contained in the bylaws, the definitions in the Act on the date the bylaws become effective apply to the bylaws.

1.3 Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders.

## PART 2

### MEMBERSHIP

2.1 Subject to the Act and the articles, membership in the Corporation shall be restricted to Transitional members and who have not since ceased to be members and to those persons who are subsequently admitted as members of the Corporation in the manner prescribed by the Board. A member shall continue as a member until ceasing to be a member pursuant to bylaw

2.4.

2.2 There shall be four classes of voting members, namely:

- (a) Transitional members;
- (b) Aboriginal members;
- (c) Associate members;
- (d) Regional members.

2.3 In the absence of any determination establishing a specific term for a member, a member shall continue as a member until ceasing to be a member pursuant to bylaw 2.3.

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

- (a) in the case of Transitional members, upon being either re-admitted as a Regional, Aboriginal or Associate member or twelve months from the Anniversary Date, whichever first occurs;
- (b) upon delivering his or her resignation in writing to the Secretary/Treasurer or the address of the Corporation;
- (c) in the case of a corporate member or other entity, upon dissolution, bankruptcy or receivership;
- (d) upon ceasing to hold the office or meet the criteria by virtue of which he or she is a member;
- (e) upon expiration of the term, if any, for which he or she was admitted as a member;
- (f) if they fail to pay the annual membership dues within 30 days of the due date;
- (g) upon being removed; or
- (h) upon his or her death.

2.5 A member may be removed by ordinary resolution.

2.6 The membership of a person in the Corporation may only be transferred to the Corporation.

2.7 Subject to the articles and the bylaws, upon any termination of membership, the rights of the member including any rights in the property of the Corporation automatically cease to exist.

2.8 The amount of the membership dues shall be determined by the Board. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any annual membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.

## PART 3

### MEETINGS OF MEMBERS

3.1 An annual general meeting shall be held at least once in every calendar year and **not more than 15 months after the holding of the last preceding annual meeting of members but not later than 6 months after the end of the Corporation's preceding financial year.**

3.2 Special business is:

- (a) all business at a special general meeting of members except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting of members, except:

- (i) **the adoption of rules of order;**
- (ii) **consideration of the financial statements;**
- (iii) **consideration of the report of the directors;**
- (iv) **consideration of the report of the public accountant;**
- (v) **the election of directors;**
- (vi) **the appointment of the public accountant;**

**(vii) such other business that, under the bylaws or any governing statutes, ought to be transacted at an annual meeting of members, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.**

3.3 The Secretary may, whenever he or she thinks fit, convene a special meeting of members. As required by the Act, the Secretary/Treasurer shall convene a special meeting of members upon receipt of a written request requesting such a meeting and signed by at least 5% of the members or a lower percentage of members as determined from time to time.

3.4 Meetings of Members shall be held at the Registered Office of the Corporation or, if the Board shall so determine, at some other place in Canada or, if all the Members entitled to vote at the meeting so resolve generally or for any particular meeting, at some place outside Canada.

3.5 As required by the Act, a member entitled to vote at an annual meeting of members may submit to the Corporation notice of any proposal that the member proposes to raise at the meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

3.6 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.

3.7 Any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented or a lower percentage of members as determined from time to time.

3.8 The Secretary shall give notice of a meeting of members to those persons entitled to receive notice;

- (a) by telephonic, electronic or other communication facility, not less than 14 nor more than 35 days before the day on which the meeting is to be held; or
- (b) by mail or personal delivery, not less than 21 nor more than 60 days before the day on which the meeting is to be held.

3.9 Notice of a meeting of members shall specify the place, the day and the hour of the meeting. The notice shall state the general nature of any special business to be transacted in sufficient detail to allow the recipient to make a reasoned decision thereon.

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

## PART 4

### PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 A quorum at a meeting of members shall be twenty members present.

4.2 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a meeting of members at a time when a quorum is not present.

4.3 If within 30 minutes from the time appointed for a meeting of members a quorum is not present, the meeting shall be terminated.

4.4 If at any time during a meeting of members there ceases to be a quorum present, business then in progress may be continued.

4.5 The President shall preside as chairperson of all meetings of members. If at any meeting of members the President is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting of members, the Vice-President shall chair the meeting provided that if the Vice-President is not present, or requests that he or she not chair that meeting of members, the members present may choose one of their number to preside as chairperson of that meeting.

4.6 If the person presiding as chairperson of a meeting of members wants to step down as chairperson for all or part of that meeting, he or she may designate an alternate, hopefully a neutral person, to chair such meeting or portion thereof, upon receiving the consent of a majority of the members present at such meeting.

4.7 Unless otherwise required by the bylaws or the Act, all matters to be decided at a meeting of members shall be decided by an ordinary resolution.

4.8 A member is entitled to one vote.

4.9 A corporate member or other entity which is a member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes in connection with any meeting of the Corporation. The chair of a meeting shall be entitled to require any such representative to first produce a certified copy of a resolution of the board of directors or other governing body of the corporation, association or society appointing him as its representative.

4.10 A member chairing a meeting of members may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.11 **Voting by proxy is not permitted.**

4.12 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting unless the majority of the members present and eligible to vote determine that a secret vote by written ballot is required in which case the written votes will be collected and counted by the Secretary/Treasurer or person appointed by the Secretary/Treasurer. Care will be taken to ensure that each member entitled to vote deposits only one ballot into the ballot box. Results of the vote will be announced at the meeting.

4.13 No resolution proposed at a general meeting need be seconded and the person chairing such a meeting may move or propose a resolution.

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

4.15 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

## PART 5

### DIRECTORS

5.1 The number of directors shall be consistent with the number specified in the articles. If the articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by Board resolution. Provided further, as required by the Act, a corporation deemed a soliciting corporation, shall have a minimum of three directors, at least two of whom must not be officers or employees of the Corporation or its affiliates.

5.2 A person must be a minimum of 18 years of age and have the capacity under law to contract but need not be a member of the Corporation in order to be eligible to be a director of the Corporation.

5.3 Every director shall subscribe to and support the objects of the Corporation. No person shall be a director of the Corporation unless duly elected or appointed a director in accordance with the bylaws.



5.4 The persons listed on Form 4002 at the time of transition to the Act shall be the directors of the Corporation, and the term of each such director shall expire at the close of the first meeting of members of the Corporation following the Date of Continuance.

5.5 Elected Directors shall be elected by the membership as follows:

a) Five directors who will each be elected by all of the members at a meeting of members from amongst the members and shall take office commencing at the close of such meeting as follows:

- i) President
- ii) Vice-President
- iii) Secretary
- iv) Treasurer
- v) Director at Large

b) Six Regional Directors who will each be elected by the corresponding Regional members from amongst their membership as follows

- i) One director elected by British Columbia members from amongst the British Columbia membership;
- ii) One director elected by Canada North members from amongst the Canada North membership;
- iii) One director elected by Maritime members from amongst the Maritime membership;
- iv) One director elected by Ontario members from amongst the Ontario membership;
- v) One director elected by Prairie members from amongst the Prairie membership;
- vi) One director elected by Quebec members from amongst the Quebec membership.

c) One Aboriginal Director who will be elected by the Aboriginal members from amongst their membership; and

d) One Associate Director who will be elected by the Associate members.

At the request of any candidate, elections may be done by secret ballot with the name of each candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.7 No member shall vote for more directors than the number of vacant positions for elected director. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.8 The term of office of elected directors shall normally be two years. However the Board may, in its discretion, determine that some or all vacant elected directors' positions shall have a term of less than two years in order to stagger the terms. Elected Directors may serve repeated consecutive terms.

5.9 As provided in the articles, the directors may at any time in their discretion appoint appointed directors who shall hold office for a term expiring not later than the close of the next annual meeting of members but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members. An appointed director shall take office immediately upon appointment. This provision may only be amended to reproduce wording contained in the Corporation's articles from time to time.

5.10 Every director shall retire from office at the close of the annual meeting of members in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below the minimum number of directors required by the articles, the person previously elected or appointed as director continues to hold office as if his or her term is extended until such time as successor directors are elected or appointed.

5.11 The members may by ordinary resolution remove a director before the expiration of such director's term of office and may by ordinary resolution elect a person as a replacement director to complete the term of the director so removed. Provided however that any director that has been elected by a group of members may only be removed and replaced by that group of members.

5.12 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the close of the next annual meeting of members.

5.13 A person shall immediately cease to be a director:

- (a) upon delivering his or her resignation in writing to the Secretary or to the address of the Corporation;
- (b) upon his or her death;
- (c) upon being removed as provided for in the bylaws; or
- (d) upon the expiration of his or her term of office.

5.14 Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

## PART 6

### PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that seven (7) days' notice, or if notice is sent by mail then fourteen (14) days' notice, of such meeting shall be sent in writing to each director. However, no formal notice shall 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 or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

6.2 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at a meeting of members, or for the purposes of a meeting of the Board at which a director is appointed to the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

6.3 A director who contemplates being or is temporarily absent from Canada may, whether by post or electronic means such as facsimile or email, send or deliver to the address of the Corporation a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and
- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

6.4 On the request of any two directors the Secretary shall convene a meeting of the Board.

6.5 The quorum of meetings of the Board shall be a simple majority of the directors in office at the time when the meeting convenes.

6.6 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office so long as a quorum remains.

6.7 The Chair shall be chair of all meetings of the Board; save that, if at any meeting the Chair is not present within 15 minutes after the time appointed for the meeting to commence, or the Chair requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

6.8 If a person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may delegate an alternate, hopefully a neutral person, to chair such meeting or portion thereof, and that person shall do so upon receiving the consent of the majority of the directors present at such meeting.

6.9 No resolutions proposed at a meeting of the Board are required to be seconded. The chairperson of a meeting may move or propose a resolution.

6.10 Any issue at a meeting of the Board which is not required by the bylaws or the Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.11 Each member of the Board shall be entitled to one vote on any particular matter.

6.12 A director chairing a meeting may vote but, if he or she does so vote and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.13 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## PART 7

### PATRONS

7.1 The members may appoint a person to be the Patron by a resolution which specifies the name of the Patron and such provisions and conditions, if any, which attach to the named Patron's term and that has been consented to in writing by all of the members who would have been entitled to vote at a meeting of members of the Corporation.

7.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.

## PART 8

### ADVISORY COUNCIL

8.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment. The Board may select and appoint a chair of the Advisory Council, determine his or her title and set the terms of his or her duties and responsibilities and duration of appointment.

8.2 The Board shall determine the size, composition and specific functions of the Advisory Council.

8.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Corporation and its members will not be acting in the capacity of directors of the Corporation.

8.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

## PART 9

### COMMITTEES

9.1 The Board may create by Board resolution such standing and special committees of the Board as may from time to time be required and appoint such committee members from amongst the directors as required by the Act. The Board may delegate any, but not all, of its powers to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred on it by a Board resolution. 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 shall automatically be dissolved.

9.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall 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 directs.

9.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed by the rules set out in the bylaws governing proceedings of the Board with the necessary changes.

9.4 Notwithstanding the foregoing, if the Board creates a committee but does not delegate any of its powers to that committee, such committee may include individuals that are not directors. Individuals that are not directors may be invited to join any committee in an advisory capacity but may not vote on any matter that relates to a power of the Board that has been delegated to such committee.

9.5 A member of a committee may be reasonably remunerated for services rendered in his or her capacity as a member of a committee and a member of a committee may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation, all as determined by a Board resolution.

9.6 Any member of a committee may be removed by a Board resolution.

## PART 10

### DONOR RECOGNITION

10.1 The Board may constitute various councils, circles, clubs and other forms of association to provide and encourage public recognition to donors, supporters and other friends of the Corporation.

10.2 The Board shall determine the size, composition and specific functions of any such associations and determine the qualifications for membership.

10.3 The Board may determine the appropriate timing forum for meetings for such associations.

## PART 11

### OFFICERS

11.1 The President shall be responsible for chairing meetings of the members and the Board.

11.2 The Vice-President shall be responsible for assuming the duties of the President in his or her absence or at his or her request.

11.3 The Secretary shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of all meetings of the members and the Board;
- (b) the keeping of minutes of all meetings of the members and the Board;
- (c) the custody and maintenance of all records, registers and documents of the Corporation except those required to be kept by the Treasurer;
- (d) subject to bylaw 15.2, the custody of the corporate seal of the Corporation; and
- (e) the conduct of the correspondence of the Corporation.

11.4 The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, including books of account, as are necessary to comply with the Act;
- (b) the custody and control of the assets of the Corporation, including the implementation of the instructions of the Board as to the investment of the assets of the Corporation and the Corporation's banking transactions; and
- (c) the rendering of financial statements to the directors, members and others when required.

11.5 The President, Vice-President, Secretary, and Treasurer may only be removed by ordinary resolution. Provided however, if any one of them should cease for reasons other than removal, the directors may appoint a director to assume the duties of that position until the next meeting of members.

## PART 12

### CHIEF EXECUTIVE OFFICER

12.1 The Board may select and appoint a chief executive officer of the Corporation, determine his or her title and set his or her duties, responsibilities and terms of employment.

## PART 13

### PUBLIC ACCOUNTANT

13.1 At the first annual meeting of members following the Date of Continuance and at each annual meeting of members thereafter the members may appoint, and when required by the Act shall appoint, a public accountant to review the accounts of the Corporation in the manner required by the Act. The public accountant shall hold office until he or she is re-appointed or his or her successor is appointed at the next following annual meeting of members.

13.2 A public accountant may be removed by ordinary resolution at a meeting of members of which notice specifying the intention to pass such resolution was given.

13.3 The Board shall fill any vacancy occurring in the office of public accountant and may fix the remuneration of any such public accountant.

13.4 A public accountant shall be promptly informed in writing of appointment or removal.

13.5 In accordance with the Act, no person shall accept an appointment or consent to be appointed as public accountant of the Corporation to replace a public accountant who has resigned, been removed or whose term of office has expired or is about to expire until the person has requested and received from that public accountant a written statement of the reasons for their replacement. A person may accept an appointment or consent to be appointed as a public accountant if, within 15 days after making a request for such a statement, no reply has been received.

13.6 When required by the Act or requested by the members, the public accountant shall review the accounts of the Corporation in the manner required by the Act and produce financial statements for report to the members at the annual meeting of members each year.

13.7 The public accountant may attend a meeting of members.

13.8 The Corporation shall send a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act, or a copy of a publication of the Corporation reproducing the information contained in the documents, to the members unless it has given notice informing the members that such documents are available for viewing at its Registered Office and any member may obtain a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## PART 14

### MANAGEMENT OF THE CORPORATION

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

14.2 The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by the bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in a meeting of members, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Corporation;
- (b) the bylaws; and
- (c) rules, not being inconsistent with the bylaws, which are made from time to time by the Corporation in a meeting of members.

14.3 No rule made by the Corporation in a meeting of members invalidates a prior act of the Board that would have been valid if that rule had not been made.

14.4 The Board may from time to time on behalf of and in the name of the Corporation:

- (a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;

- (b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and

- (c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Directors think fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Corporation or indebtedness or other obligation of the Corporation.

14.5 The Board on behalf of the Corporation may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licences, royalties, inventions, patents of invention, patent rights, copyrights, trademarks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the Corporation's objects.

14.6 The Board shall take such steps as it deems necessary to enable the Corporation to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits ("collectively referred to herein as "assets") for the purpose of furthering the purposes of the Corporation. The Board may accept an asset which has a liability attached to it. The Board may postpone conversion and retain any assets in the form donated to the Corporation notwithstanding that such assets are not income producing and any asset so retained shall be an authorized investment for all purposes of the Corporation and a director shall not be liable for any loss resulting from such postponement and retention. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

14.7 The Corporation may invest and deal with the monies of the Corporation not immediately required by the Corporation both inside and outside of Canada in such manner as the Board may from time to time determine. In investing the funds of the Corporation, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers objects and funding of the Corporation as well as public good and social benefit, in addition to issues of pure economic return. Subject to the provisions of the Act, a director shall not be liable for any loss which may result from any such investment.

14.8 The Board may invest in real and personal property, shares, bonds, debentures and other securities, including mutual or other pooled investment funds, and evidences of indebtedness and obligations issued or guaranteed by any individual or entity and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Board may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Corporation is the holder or owner thereof the Board may, on behalf of the Corporation, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Board shall be authorized to invest in "non-qualified investments" and "non-qualifying securities" as defined in the *Income Tax Act*.

14.9 Subject to the Act, the Corporation shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the objects of the Corporation. The Corporation shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds and property to the Corporation, or assumed by the Corporation in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

14.10 In order to carry out the purposes of the Corporation the Board may, on behalf of and in the name of the Corporation, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.11 The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the Corporation in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

14.12 When the Corporation has received funds and property from an identified donor or other person and, on the instructions of such donor or other person, placed the funds and property in an identifiable account, the Corporation shall be entitled, in its discretion, to solicit the advice of such donors or other persons, or their representatives, on the application or distribution of the revenues from such account to particular charitable objects or qualified donees. While the Board may consider such advice as to application or distribution, the ultimate decision as to the application or distribution must be made in the absolute discretion of the Board.

14.13 The Board shall be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.

14.14 The members may restrict the borrowing powers of the Board.

14.15 The Corporation shall be entitled, in its discretion, to accept and hold funds and property from donors and other persons and solicit the advice of the donors or other persons, or their representatives, on the retention or investment of the funds and property transferred to the Corporation by such donors or other persons. In determining whether such an investment is prudent, the Board may consider the extent to which an investment or retention furthers the objects of the Corporation and encourages further funding of the Corporation by such donor or other persons.

## PART 15

### EXECUTION OF DOCUMENTS

15.1 The Board may provide a corporate seal for the Corporation and, if provided, shall provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a Board resolution, with such



other person as determined by the Board. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place.

15.2 The seal of the Corporation shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

15.3 Contracts, documents or any instruments in writing requiring the signature of the Corporation shall normally be signed by two officers or directors of the Corporation or such other number of officers or directors as may be determined from time to time by Board resolution. Further, the Board may from time to time by Board resolution appoint a person or persons, any of whom may not be a director or officer, to sign specific contracts, documents and instruments in writing.

## PART 16

### NOTICES

16.1 As required by the Act, notice of a meeting of members shall be given to:

- (a) every person shown on the register of members as a member on the day the notice is given;
- (b) the Board; and
- (c) the public accountant.

No other person is entitled to be given notice of a meeting of members.

16.2 Any notice required to be given may be given to a member, a director or a member of a committee either personally (by delivery or electronic means such as facsimile or e-mail) or by first class mail posted to such person's or representative organization's registered address as required by the act.

16.3 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there shall be, between the time of mailing and the deemed receipt of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic means such as facsimile or e-mail shall be deemed to have been given on the day it was so delivered or sent.

16.4 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 shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

## PART 17

### MISCELLANEOUS

17.1 Any meeting of the members, directors, Advisory Council or any committee may also be held, or any member, director, Advisory Council member or committee person may participate in any meeting of the members, directors, Advisory Council or any committee in which he or she is entitled to participate, **by conference call or similar communication equipment or electronic means or device provided that all the members**, directors, Advisory

Council members or committee persons entitled to attend such meeting respectively, have equal access to such means and have consented generally or in respect of a particular meeting to conducting the meeting in this manner. Further, sufficient security measures must be in place, such as allocation of individual confidential passwords, to allow access to any meeting held by electronic means to only those members, directors, Advisory Council members or committee persons entitled to participate in such meeting. All members, directors, Advisory Council members or committee persons must be able to participate and respond to one another during the meeting. All such members, directors, Advisory Council members or committee persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding anything to the contrary in the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting. Further, if all members or directors entitled to attend such meeting respectively, have consented generally or in respect of a particular meeting, votes on any issue may be conducted electronically under the direction of the Secretary of the Corporation in such a manner as to permit each member or director to communicate adequately. Each member or director, as the case may be, shall receive the same information and motions electronically. If any member or director, objects to the specific means of communication to be used for voting on a specific matter, then the electronic voting process shall not be followed. A majority of the number of members or directors entitled to vote on such specific matter shall respond electronically to the Secretary in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary to that member or director. Each member or director will be requested to indicate whether he or she votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention. Except where the Act otherwise requires, every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Secretary shall inform each member or director electronically and by fax or mail of the outcome of all votes including the identity of the members or directors voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

17.2 The rules governing when notice is deemed to have been given set out in the bylaws shall apply with the necessary changes to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

17.3 The Corporation shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's objects.

## PART 18

### INDEMNIFICATION

18.1 The Corporation hereby acknowledges that each and every director and officer of the Corporation shall be deemed to have assumed office on the express understanding and agreement and condition that every director and officer of the Corporation and his or her heirs, personal representatives and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation for all amounts and damages which such director or directors or officer or officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, her or them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, her or them in or about the execution of the duties of his, her or their office or offices, and also from and against all other costs, charges and expenses which he, she or they sustain or incur in or about or in relation to the affairs of the Corporation except costs, charges or such expenses as are incurred by his, her or their own wilful negligence or default.

18.2 The Corporation shall, to the fullest extent permitted by the Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director, officer or agent of the Corporation and his or her heirs and personal representatives.

18.3 Expenses incurred with respect to any claim, action, suit or proceeding against an officer or director of the Corporation may be advanced by the Corporation prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

18.4 The Corporation shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable.

18.5 The failure of a director or officer of the Corporation to comply with the provisions of the Act or of the articles or the bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

18.6 The Board may cause the Corporation to purchase and maintain insurance for the benefit of any person and his or her heirs and personal representatives against any liability incurred by that person resulting from him or her acting as a director, officer, employee or agent of the Corporation or as a director or officer of any corporation or society because of his or her relationship to the Corporation.

18.7 Each director and officer of the Corporation upon being elected or appointed shall be deemed to have contracted with the Corporation on the terms of the foregoing indemnities.

## PART 19

### BYLAWS

19.1 Each member, on being admitted to membership is entitled to, and upon his or her request, the Corporation shall provide him or her with a copy of the articles and the bylaws of the Corporation.

19.2 The Articles or the Bylaws may only be added to, amended or repealed by Special Resolution. Any addition to, amendment or repeal to the Articles or bylaws is only effective as of the later of:

- (a) The date on which the Special Resolution is passed; or
- (b) Such later date as may be set out in writing in the Special Resolution.

## PART 20

### REGISTERED OFFICE

20.1 The Registered Office of the Corporation shall be located at such address within the place designated in the articles of the Corporation as the directors may from time to time determine.