



## CANADIAN MOTORCYCLE ASSOCIATION/ L'ASSOCIATION MOTOCYCLISTE CANADIENNE BY-LAW

### NO. A

A By-law relating generally to the transaction of the business and affairs of the CANADIAN MOTORCYCLE ASSOCIATION/ L'ASSOCIATION MOTOCYCLISTE CANADIENNE.

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of CANADIAN MOTORCYCLE ASSOCIATION/ L'ASSOCIATION MOTOCYCLISTE CANADIENNE ( the "Corporation") as follows:

#### ARTICLE I DEFINITIONS

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

(a)        "**Act**" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

(b)        "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

(c)        "**board**" means the board of directors of the Corporation and "director" means a member of the board;

(d)        "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

(e)        "**meeting of members**" includes an annual meeting of members or a special meeting of members and "**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

(f)        "**ordinary resolution**" means a resolution passed by a majority of the votes cast on that resolution; and

(g)        "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### ARTICLE II CORPORATE SEAL

**2.01**        **Corporate Seal.** The Corporation may have a corporate seal in the form as approved from time to time by the board and shall have thereon inscribed the name of the Corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

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### **ARTICLE III REGISTERED OFFICE**

**3.01**        **Registered Office.** The Corporation shall at all times have a registered office in the province in Canada specified in the articles. The Corporation may establish such other offices and agencies elsewhere within or outside Canada as the directors of the Corporation may from time to time determine.

### **ARTICLE IV LANGUAGE**

**4.01**        **Language.** Members of the Corporation shall be entitled to correspond with the Corporation in either French or English. In the event of any conflict or inconsistency between the English and French versions of any by-law, resolution, regulation, rule or publication of the Corporation, then the English version shall govern to the extent of any conflict or inconsistency. Nothing herein contained shall be construed to require meetings of the Corporation to be held in French.

### **ARTICLE V MEMBERSHIP**

**5.01**        **Single Class of Membership.**

(a)        Subject to the articles there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

(b)        Pursuant to Section 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 Section 197(1) (e), (h), (l) or (m) of the Act.

**5.02**        **Annual Dues or Fees.** There shall be annual dues or fees payable by members and shall from time to time be fixed by resolution of the Board.

**5.03**        **Membership Transferability**

(a)        A membership may not be transferred.

(b)        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.

**5.04**        **Resignations of Members.** A member may resign by giving such written notice thereof to the head office of the Corporation.

**5.05**        **Termination of Membership.**

(a)        A membership in the Corporation is terminated when:

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- (i) the member dies
  - (ii) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws.
  - (iii) the member resigns by delivering a written resignation to the head office of the Corporation in which case such resignation shall be effective on the date specified in the resignation or otherwise effective immediately if no effective date is specified;
  - (iv) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws.
  - (v) the member's term of membership expires;
  - (vi) the member fails to comply with the standards of conduct established by the board from time to time, or
  - (vii) the Corporation is liquidated or dissolved Part 14 of the Act.
- (b) The Executive Committee of the board may terminate the membership of any person for any reasons listed in Section 5.05(a) provided that such member shall remain liable to the Corporation for all monies owing by such former member to the Corporation.
- (c) Any member terminated as aforesaid may apply to the board for reinstatement.
- (d) Subject to the articles, upon any resignation or termination of membership, the rights of the member automatically cease to exist.

#### **5.06 Discipline of Members.**

- (a) The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
- (i) any provision of the articles, by-laws, or written policies of the Corporation;
  - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole and absolute discretion; or
  - (iii) any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) In the event that the board proposes to exercise its right pursuant to Section 5.06 (a) hereof to suspend or expel any member, then the board shall send a written notice to the applicable members, at least 30 days in advance of the board meeting at which such matter will be considered, specifying the grounds for suspension or expulsion to be considered by the board, the evidence or other information to be considered by the board, the time, place and date at which such suspension or expulsion will be considered and advising that the applicable member has the right to make written or oral submissions, prior to the time of such meeting, addressing the grounds for suspension or expulsion the evidence or other information to be considered and the nature of the remedy sought to be imposed. Unless authorized by the board

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the member shall not have the right to make oral submissions to the board. All decisions of the board shall be final and binding and there shall be no appeal therefrom.

## **ARTICLE VI MEETINGS FOR MEMBERS-ANNUAL AND SPECIAL GENERAL**

**6.01**        **Dates, Times and Places of Meetings.** The dates, times and places at which an annual or special meeting of members shall be held shall be determined from time to time by the board, provided that the annual meeting of members shall be held at least once in every calendar year and not later than 15 months after the last preceding annual meeting but not later than six months after the end of the corporation's preceding financial year.

**6.02**        **Business of Annual Meeting of Members.**

The following business shall be conducted at every annual meeting of members:

- (a) report of directors;
- (b) financial statement and report;
- (c) report of the public accountant;
- (d) appropriate election of directors;
- (e) authorization to the board to fix the public accountant's remuneration;
- (f) any business set forth in the notice of the calling of such meeting; and
- (g) such other business as may properly come before the meeting.

**6.03**        **Special Meeting of Members.** The Board shall have the power to call a special meeting of members of the Corporation at any time for such purposes as are set forth in the notice calling such meeting and such other business as may properly come before the meeting.

**6.04**        **Notice of Meetings.**

(a) No public or advertisement of members' meetings, annual or special general shall be required, but notice of the time and place of every such meeting shall be given to each member entitled to notice of such meeting and the public accountant of the Corporation by sending the notice by prepaid mail, email or other means of business communication permitted by the Act, at least twenty-one (21) days (exclusive of the day of mailing but inclusive of the day for which notice is given) before the date fixed for holding of such meeting.

(b) 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.

**6.05**        **Members Calling a Member's Meeting.** The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members who hold not less than 5% of the votes that may be cast at a meeting of the members sought to be held. 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.

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**6.06**        **Adjournments.** Any meeting of the members of the Corporation may be adjourned at any time, and such business may be transacted at such rescheduled meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. A meeting of the members may be adjourned whether or not a quorum is present.

**6.07**        **Quorum of Members.** A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-five (25) members of the Corporation present in person or represented by proxy and entitled to vote at that meeting.

**6.08**        **Voting Members and Proxies.**

(a)        Subject to the provisions, if any, contained in the articles, each member of the Corporation entitled to vote at a meeting of members shall be entitled to one vote.

(b)        At a meeting of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy subject to the provisions of this Section 6.08 hereof unless otherwise provided by the Act. Every question shall be decided by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as proof on the face of it of the fact without proof of the number or proportion of the votes cast in favour of or against such resolution. The demand for a poll may be withdrawn by the person making it, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person and by proxy and such poll shall be taken in such manner as the chair shall direct and the result of such poll shall be the decision of the Corporation in meeting upon the matter in question. In case of an equality of votes at any meeting whether upon a show of hands or at a poll, the motion shall be lost, and the chair shall not cast a second, deciding or casting vote.

(c)        Each member entitled to vote at a meeting of members, may vote by written proxy.

(d)        A proxy voting on behalf of the member must be a member of the Corporation.

(e)        Before voting, the proxy form shall be deposited with the Secretary of the meeting, signed by the member granting the proxy. The proxy may be deposited by mailing or by delivering the proxy to the registered office of the Corporation by the date specified in the applicable notice of meeting or by depositing such proxy with the Secretary of the Meeting prior to its commencement.

(f)        The Secretary of the meeting, acting reasonably, shall be entitled to determine the sufficiency of any such appointment of proxy and the decision shall be final, binding without any right of appeal.

(g)        No proxy shall be sufficient if signed in blank.

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(h) A proxy shall only be valid and effective for the meeting in respect of which it is given or any adjournment thereof.

(i) No member shall be entitled either in person or by proxy to vote at a meeting of the Corporation unless they have paid all fees, dues and other amounts owing to the Corporation, if any, then payable.

(j) A proxy 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 proxy has conflicting instructions from more than one member, to vote at the meeting by way of show of hands.

(k) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(l) 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.

**6.09 Persons Entitled to be Present at Members' Meetings.** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting.

**6.10 No Participation by Electronic Means at Members' Meetings.** Members may not participate in Members' meetings by means of telephonic, an electronic or other communications facility.

**6.11 Chair of Meetings.** The Chair of every meeting of the Corporation shall be the President of the Corporation and in the President's absence the Vice-President and in the absence of both of the President and Vice President, the directors present in person shall be entitled to choose another director as Chair and if no director is present or if all directors present decline to take the Chair then the members present shall choose from amongst the members present, the Chair for the meeting.

## ARTICLE VII BOARD OF DIRECTORS

**7.01 Number.** The board shall consist of the minimum number and maximum number of directors specified in the articles. The members may, from time to time by ordinary resolution, fix the number of directors of the corporation and the number of directors to be elected at annual meetings of the members or delegate those powers to the directors. No decrease in the number of directors shall shorten the term of an incumbent director.

**7.02 Powers and Duties of Directors.** The directors of the Corporation shall manage or supervise the management of the activities and affairs of the Corporation.

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**7.03 Qualifications of Directors.** In addition to those qualification listed under Section 126(1) of the Act, every director shall be a member in good standing of the Corporation and shall:

(a) in the case of directors to be elected pursuant to Section 7.04(a) hereof, have been a member in good standing of the Corporation for at least three (e) of the preceding five (5) years; and

(b) in the case of directors to be appointed pursuant to Section 7.04(b), a member in good standing of the Corporation at the time of their appointment.

**7.04 Election of Directors**

(a) Directors shall be elected for a terms expiring on the commencement of the second annual meeting of the Corporation after such election by a vote of the members present in person or by proxy at the annual meeting of the Corporation together with all votes cast by mail pursuant to Section 7.04(e) to (h) hereof.

(b) The directors shall reflect, as much as possible, representation from each of the following 6 geographic zones:

- (i) Zone 1: British Columbia;
- (ii) Zone 2: Alberta;
- (iii) Zone 3: Saskatchewan and Manitoba;
- (iv) Zone 4: Ontario;
- (v) Zone 5: Quebec;
- (vi) Zone 6: Atlantic Provinces,

and shall be elected by members residing in the Zone of the nominee. In the initial year of these by-laws, directors elected in Zones 1, 3, and 5, shall be elected for the two (2) year term. Directors elected in Zones 2, 4, and 6, shall be elected for a one (1) year term.

(c) The board, by ordinary resolution may revise the boundaries of the geographic zones from time to time.

(d) One (1) director may be appointed for a one (1) year term by the board for every three (3) directors elected by the members.

(e) The term of office for each director shall commence at the time of their election or appointment as the case may be.

(f) Every member of the Corporation in good standing on the thirtieth (30th) day prior to the annual meeting shall be entitled to cast one (1) vote in respect of the election of a director for the zone in which that member resides, if there is an election for director for that zone at that annual meeting of members.

(g) The Corporation shall mail or email to each member no less than twenty-one (21) days prior to the annual meeting of members, a ballot in respect of the votes they are entitled to cast. The member shall return the ballot to the registered office of the Corporation by

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mail in a sealed envelope marked on the lower right-hand corner thereof, "Ballot" together with the name of the member so casting a vote by mail. All such envelopes shall be opened and held on a confidential basis by an employee of the Corporation designated by the Chief Executive Officer. At the annual meeting, at the time appointed by the board, the Secretary shall count, or cause to be counted, the ballots to determine the results of the election of directors.

(h) No ballot shall be counted if:

(i) it contains any writing other than an indication of the nominee for whom the ballot is cast.

(ii) if more than one (1) vote is cast on the ballot,

(iii) if received after the time of voting.

(i) No member shall be entitled to vote in person or by proxy in respect of the election of directors if they have already returned an envelope to the Corporation containing a proxy or a ballot.

**7.05** **Nominations.** Nominations for directors to be elected pursuant to Section 7.04(a) may be made by members of the Corporation entitled to vote for such director and by a nominations committee appointed by the board. All nominations shall be in writing and contain;

(a) the consent of the person nominated and

(b) a resume outlining the candidate's qualifications for the position.

The nomination must be received by the Secretary at the registered office of the Corporation at least sixty (60) days before the date of the annual meeting of members. The nominations committee will provide a recommended slate of candidates to the board.

## **ARTICLE VIII** **MEETINGS OF DIRECTORS**

### **8.01: Board of Directors Meetings.**

(a) Except as otherwise required by law, the board may hold its meetings at such place or places as it may from time to time determine; provided that the Board shall meet as soon as practicable after the annual meeting and in any event at least three (3) times in each calendar year. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified in writing their consent to the meeting being held in their absence.

(b) Directors' meetings may be formally called by the President, the Secretary or upon the request of a majority of the directors. In the event of a request by a majority of the directors the business of such meeting shall be only that specified in the request and no other.

(c) Notice of a directors meeting shall be delivered, emailed or sent by current accepted means of business communications to each director not less than seven (7) days prior to the date the meeting is to take place or shall be mailed to each director not less than ten (10) days before the meeting is to take place.

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(d) A directors' meeting may also be held, without notice, immediately following the annual meeting of members or a special meeting of members of the Corporation.

(e) A director may, if any, and if all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this by-law to be present at that meeting.

**8.02**        **Attendance.** All meetings of the Board shall be closed provided that the President and/or the Board may admit observers or persons to report on any matter of concern to them.

**8.03**        **Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes cast by directors present in person. No director shall be entitled to vote by proxy or mail. In case of an equality of votes, the Chair shall not cast a second, deciding or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no such demand be made, votes shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The President shall be the Chair of the meeting of Directors. In the absence of the President, the duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

**8.04**        **Removal From or Cessation of Office.**

The office of a director of the Corporation shall automatically be vacated if:

- (a) the director has a status of bankrupt;
- (b) the director is found incapable by a court in Canada or other country;
- (c) by notice in writing to the Secretary of the Corporation the director resigns its office; or
- (d) they cease to be a member of the Corporation.

**8.05**        **Quorum and Conflict of Interest.**

(a) A majority of the directors shall constitute a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors at such meeting.

(b) A director or an officer of a corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, 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, if the director or officer

- (i) is a party to the contract or transaction;

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(ii) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

(iii) has a material interest in a party to the contract or transaction.

(c) The disclosure required by subsection (b) shall be made, in the case of a director,

(i) at the meeting at which a proposed contract or transaction is first considered;

(ii) if the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;

(iii) if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or

(iv) if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

(d) The disclosure required by subsection (b) shall be made, in the case of an officer who is not a director,

(i) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;

(ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or

(iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

(e) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the corporation's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the corporation, or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.

(f) A director required to make a disclosure under subsection (1) shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

(i) relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the corporation or an affiliate;

(ii) is for indemnity or insurance under section 151 of the Act; or

(iii) is with an affiliate.

(g) For the purposes of this section, a general notice to the directors declaring that a director or an officer is to be regarded as interested, for any of the following reasons, in a

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contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in paragraph (b)(ii) or (iii);
- (ii) the director or officer has a material interest in the party; or
- (iii) there has been a material change in the nature of the director's or the officer's interest in the party.

(h) The members of the Corporation may examine the portions of any minutes of meetings of directors or of committees of directors that contain disclosures under this section, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

(i) A contract or transaction for which disclosure is required under subsection (b) is not invalid, and the director or officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:

- (i) disclosure of the interest was made in accordance with this section;
- (ii) the directors approved the contract or transaction; and
- (iii) the contract or transaction was reasonable and fair to the corporation when it was approved.

(j) Even if the conditions of subsection (i) are not met, a director or an officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit realized from a contract or transaction for which disclosure is required under subsection (b), and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:

- (i) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
- (ii) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (iii) the contract or transaction was reasonable and fair to the corporation when it was approved or confirmed.

## **8.06 Vacancies.**

(a) Vacancies on the board of directors, however caused, may be filled by the board from among the qualified members of the Corporation.

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(b) Should the board determine not to fill the vacancy, that vacancy shall be filled at the next annual meeting of the members.

(c) If a vacancy should cause there to be less than a majority of the fixed number of directors as determined from time to time by ordinary resolution of the board (within the minimum number and maximum number of directors specified in the articles), the remaining Directors shall forthwith fill that vacancy so that there will be at all times on the board of Directors at least the minimum number of directors necessary to achieve quorum.

**8.07**        **Remuneration.** Directors shall receive no remuneration, but, by ordinary resolution of the Board, out of pocket expenses for their attendance at meetings, or incurred in connection with their services as directors, may be allowed and paid in accordance with the Corporation's policy for expenses. Nothing herein contained shall be construed to prevent any director from serving the Corporation in any other capacity and receiving compensation therefore.

**8.08**        **Executive Committee.**

(a) The directors may elect from their number an executive committee consisting of at least three (3) and not more than five (5) directors of whom two (2) shall be the President and the Vice President, if they are directors.

(b) The immediate past president, if not already a director serving on the Executive Committee, and the Chief Executive Officer shall be ex officio members of such committee.

(c) The quorum for meetings of the Executive Committee shall be at least two directors present in person.

(d) The Executive Committee may exercise such powers of the board as are delegated to it by ordinary resolution of the Board.

(e) The Executive Committee shall serve without remuneration but shall be entitled to reimbursement respecting expenses actually incurred on behalf of the Corporation.

(f) The Executive Committee shall formulate its own rules of procedure, subject to these by-laws, and any regulations or directions as the board may from time to time make.

(g) Any member of the Executive Committee may, if all the members of such committee consent, participate in a meeting of the Executive Committee by means of telephone or other communication facilities as permit all persons participating in the meeting to hear each other instantaneously, and a person so participating shall be deemed to be present at such meeting.

**8.09**        **Other Committees.**

(a) The board may at their sole discretion, appoint and dissolve any committee, or other advisory body from time to time with such powers as the board shall see fit. A committee shall be comprised of members and shall advise and assist the board in the

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fulfillment of the objects of the Corporation. Any director may be appointed to serve on any such committee.

(b) Any committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.

(c) Any committee member may be removed by ordinary resolution of the board of directors.

## ARTICLE IX OFFICERS.

**9.01 Election and Appointment of Officers.** The board shall at their first meeting after the annual meeting of members or as often as required elect a President and Vice-President from among the directors and may appoint a Secretary, Chief Executive Officer and such other officers as it deems advisable from time to time. Any two or more of the aforesaid offices may be held by the same person except those of President and Vice-President.

### **9.02 Remuneration and Removal of Officers.**

(a) The remuneration of any officer elected or appointed by the board shall be determined from time to time by the board and the fact that any officer or employee is a director of the Corporation shall not disqualify them from receiving such remuneration as may be so determined.

(b) 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 :

- (i) the officer's successor being appointed;
- (ii) the officer's resignation;
- (iii) such officer ceasing to be a director (if a necessary qualification of appointment); or
- (iv) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

**9.03 Duties of Officers may be Delegated.** In the case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the board may delegate from time to time, all or any of the powers of such officer to any other officer or to any director for a given period of time..

### **9.04 Duties of President and Vice-President.**

(a) The President shall preside at all meetings of members and of the board. The President shall sign such contracts, documents or instruments in writing as require the President's signature and shall have such other powers and duties as may from time to time be assigned to the President by the Board or as are incidental to the office.

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(b) During the absence or inability of the President, the duties and powers shall be exercised by the Vice President and if the Vice President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty of power, the absence or inability of the President shall be presumed with reference thereto.

**9.05** **Duties of the Secretary.** The Secretary shall attend all meetings of the board and record all facts and minutes of all proceedings in the books kept for that purpose and shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Corporation and all books, papers, record, correspondence, contracts and other documents belonging to the Corporation. The Secretary shall have such powers and duties as may from time to time be assigned by the board or as are incidental to the office.

**9.06** **Chief Executive Officer.** The Chief Executive Officer shall have the general management and direction, subject to the authority of the board and the Executive Committee, of the Corporation's business and affairs the power to engage and terminate any and all employees and agents of the Corporation and to settle the terms of their employment and remuneration.

**9.07** **Treasurer.** The Treasurer shall:

(a) perform the usual duties of a treasurer in keeping full accurate accounts of all receipts and disbursements of the corporation in proper books of account, depositing all monies and documents representing money in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board and in disbursements of funds of the Corporation as required.

(b) oversee the accounting for the Corporation so far as financial statement report and budget are concerned; and

(c) have such powers and duties as may from time to time be assigned by the board or as are incidental to the office.

**9.08** **Duties of Other Officers.** The duties of all other officers of the Corporation shall be such as the nature of their offices call for or the board requires of them.

## **ARTICLE X FOR THE PROTECTION OF DIRECTORS AND OFFICERS.**

**10.01** **Liability of Directors.** No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation or for the insufficiency or deficiency of any security in our upon which any of the monies belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office

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or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of their being a director or officer of the Corporation shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

#### **10.02 Indemnities to Directors, Officers and Others.**

(a) Subject to the provisions of the Act, as amended from time to time, the Corporation shall indemnify a present or former director or officer of the corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

(b) The Corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (a). The individual shall repay the money if the individual does not fulfil the conditions of subsection (c).

(c) The Corporation may not indemnify an individual under subsection (a) unless the individual:

(i) acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

(d) The Corporation may, with the approval of a court, indemnify an individual referred to in subsection (a), or advance money under subsection (b), in respect of an action by or on behalf of the corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the corporation or other entity as described in subsection (a), against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in subsection (c).

(e) Despite subsection (a), an individual referred to in that subsection is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal,

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administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described in that subsection, if the individual seeking indemnity:

(i) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and

(ii) fulfils the conditions set out in subsection (c).

(f) The Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection (a) against any liability incurred by the individual:

(i) in the individual's capacity as a director or an officer of the corporation; or

(ii) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## ARTICLE XI DISCLOSURE OF INFORMATION.

**11.01 Non-disclosure of Information.** No member shall be entitled to or to require discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the board it would be inexpedient or inadvisable in the interests of the members of the Corporation to communicate to the public. The directors may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and books of account and accounting records of the Corporation or any of them shall be open to the inspection of members, and when authorized by the Board, when entitled by statute or by resolution of the members passed at a general meeting, each member shall have the right to inspect any document or book or register or book of account or account record of the Corporation.

**11.02 Extent of Disclosure of Information.** Subject to the provisions of the Act, the directors may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and books of account and accounting records of the Corporation or any of them shall be open to the inspection of members, and when authorized by the board, when entitled by statute or by resolution of the members passed at a general meeting, each member shall have the right to inspect any document or book or register or book of account or account record of the Corporation.

## ARTICLE XII NOTICES.

**12.01 Notices.** Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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 or member of a committee of the board or to the public accountant shall be sufficiently given:

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(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 sent by the Corporation in accordance with section 128 (Notice of directors) of the Act or 134 (Notice of change of directors) of the Act and received by the Director;

(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with Part 17 of 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.

### **ARTICLE XIII**

#### **BANKING, CHEQUES, DRAFTS, NOTES, ETC.**

**13.01**     **Signatures.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by ordinary resolution.

**13.02**     **Banking.** 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 of directors may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by ordinary resolution from time to time designate, direct or authorize.

### **ARTICLE XIV**

#### **EXECUTION OF CONTRACTS**

**14.01**     **Execution of Contracts.** Contracts, documents or instruments in writing requiring a signature of the Corporation may be signed by the President or the Chief Executive officer and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization of formality.

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**ARTICLE XV  
FINANCIAL YEAR END**

**15.01**        **Financial Year End.** The financial year of the Corporation shall terminate on the 31st day of December, in each year or on such other date as the board may from time to time by ordinary resolution determine.

**ARTICLE XVI  
AUDITORS AND FINANCIAL STATEMENTS**

**16.01**        **Appointment of Public Accountant.** The members shall at each annual meeting appoint a public accountant to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the directors may from time to time fill any casual vacancies in the office of auditor. The remuneration of the auditor shall be fixed by the board.

**16.02**        **Disclosure of Documents.** The Corporation may, instead of sending the documents referred to in subsection 172(1) of the Act, give members notice in the manner referred to in permitted by the Act that the documents are available at the registered office of the corporation and that any member may, on request, obtain a copy free of charge at the office or by prepaid mail.

**ARTICLE XVII  
BORROWING POWERS**

**17.01**        **Borrowing Powers.**

(a)        The directors by ordinary resolution of the board may from time to time:

- (i)        borrow money upon the credit of the Corporation;
- (ii)       issue, reissue, sell, hypothecate or pledge for such sums and at such prices as may be deemed expedient, securities of the Corporations;
- (iii)      give a guarantee on behalf of the Corporation; and
- (iv)      charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the Corporation, owned or subsequently acquired, and to secure generally any other obligation or liability of the Corporation .

(b)        From time to time the directors may authorize any director, officer or employee of the Corporation or any other persons to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loans thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**ARTICLE XVIII  
BY-LAWS.**

**18.01**        **By-laws.** Any of these by-laws may be amended or repealed or new by-laws enacted by a special resolution passed at any annual or special meeting of the members provided

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that written notice of intention to bring the relevant motion shall have been delivered to the Secretary not less than thirty days prior to the date of such meeting and provided also that the Secretary shall have included in the notice calling the meeting a copy of the said notice of intention.

## ARTICLE XIX OMISSIONS AND ERRORS

**19.01** **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-laws 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. It shall be the obligation of every member to give the registered office written notice of any change in mailing address or electronic address, if applicable, and all notices of meetings shall be deemed to have been validly and effectively delivered if they have been addressed to the addresses of members last recorded in the books of the Corporation, or if no address is so recorded, then the last address of such member known to the Secretary.

## ARTICLE XX INVALIDITY

**20.01** **Invalidity.** The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## ARTICLE XXI INTERPRETATION.

**21.01** **Interpretation.** In these by-laws, the masculine gender includes the feminine and neuter genders and vice versa, and the singular includes the plural and vice versa.

## ARTICLE XXII EFFECTIVE DATE

**22.01** **Effective Date.** Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities of 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 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 according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

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