

BY-LAW A

A by-law relating generally to
the conduct of the affairs of
PANARCADIAN FEDERATION OF CANADA

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BE IT ENACTED as a by-law of PANARCADIAN FEDERATION OF CANADA as follows:

**ARTICLE 1
DEFINITIONS AND INTERPRETATION**

- 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) “**Convention**” means an annual meeting of the Member Organizations;
 - (f) “**Delegate**” means those Individual Members who have been selected by each Member Organization pursuant to section 6.01(a) to attend Meetings of Members on behalf of the Member Organizations;
 - (g) “**Executive Council**” means the individual directors of the Corporation who also hold officer positions in the Corporation;
 - (h) “**Honorary member**” means an honorary title given to an Individual Member who, in the opinion of the Board, has provided exceptional services to the Corporation or has made significant donations to the Corporation, and who has been designated an Honorary member by the Board;
 - (i) “**Individual Member**” means only an individual who has been admitted to membership in the Corporation pursuant to the provisions of this By-law;
 - (j) “**in good standing**” means that the Individual Member or Member Organization, as the case may be, is up to date with the payment of membership dues or fees, if any, and has complied with all membership requirements set out in this By-law, the Articles and the Act.
 - (k) “**Meeting of Members**” includes the annual Convention or any special meeting of members;
 - (l) “**member**” includes an Individual Member and a Member Organization;

- (m) “**Member Organization**” means an organization, whether incorporated or unincorporated, which has been admitted to membership in the Corporation pursuant to the provisions of this By-law
 - (n) “**Ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;
 - (o) “**Proposal**” means a proposal submitted by a Member Organization of the Corporation that meets the requirements of Section 163 (members Proposals) of the Act;
 - (p) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and
 - (q) “**Special resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- 1.02 **Interpretation** - In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

ARTICLE 2 BOARD OF DIRECTORS

- 2.01 **Number of Directors** - The Board shall consist of a minimum of 3 directors and a maximum of 30 directors. The Board shall be comprised of the number of individual directors and the members of the Executive Council, as determined from time to time by the Member Organizations by Ordinary resolution or, if the Ordinary resolution empowers the directors to determine the number, by resolution of the Board.
- 2.02 **Qualifications** - Each director shall be an Individual Member in good standing who is not less than 18 years of age. No person shall be a director who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt or is insolvent or who has a criminal record or who has unsatisfied judgements of a Court of Competent Jurisdiction which said judgments remain unsatisfied for at least six months.
- 2.03 **Nominating Committee** - The Board shall annually appoint from its members a Nominating Committee of no less than 3 directors. The Board shall appoint one of those directors on the Nominating Committee to act as Nominating Chair
- 2.04 **Duties of Nominating Committee** - The duties of the Nominating Committee shall include, but not be limited to, the nomination of a full slate of candidates for election to the Board and candidates for election to the Executive Council at the annual Convention in accordance with Section 2.05.
- 2.05 **Nominating Procedure**
- (a) Each Member Organization shall have the right to nominate the President of the Member Organization, if one is elected, so long as such person is an Individual Member in good standing, to be considered for election to the Board at the annual Convention.

- (b) If the Member Organization does not have a President, then the Member Organization may nominate any other Individual Member in good standing that is also a member of the Member Organization to be considered for election to the Board at the annual Convention.
 - (c) Each Member Organization shall have the right to nominate an Individual Member for each of the officer positions of the Executive Council to be considered for election at the annual Convention, so long as the individuals are Individual Members in good standing, provided that, in the event that any particular Individual Member elected at the Annual Convention to fill an officer position is also a President of a Member Organization, such Individual Member must promptly resign from the position as President of the Member Organization.
 - (d) The individuals which comprise the Executive Council shall hold the dual role of officers and directors of the Corporation and upon their election to any office of the Corporation such individual shall also become a director of the Corporation.
 - (e) No fewer than one hundred and twenty (120) days prior to the Convention, each Member Organization shall submit to the Nominating Committee the name of the Member Organization's nominees for election to the Board and the Executive Council at the annual Convention.
 - (f) The Nominating Committee shall determine the eligibility of each nominee, and shall publish, no later than 60 days prior to the Convention, the slate of the Individual Members nominated for election to the Board and to the Executive Council at the annual Convention.
- 2.06 **Election and Term** - The directors shall be elected at an annual Convention. Each director shall be elected to hold office until the second annual Convention after such director is elected, at which time, each such director shall retire as a director, but, if qualified, shall be eligible for re-election.
- 2.07 **Board Vacancies** - Should a vacancy occur on the Board by virtue of the death, resignation, removal or ineligibility of an elected director, the vacancy shall be filled as follows:
- (a) if the departing director was a nominee of a particular Member Organization, then such Member Organization shall have 30 days from the date that the vacancy occurs to nominate another qualified Individual Member to be appointed by the Board to serve the balance of the term, provided that in the event that the Member Organization does not nominate an Individual Member within the 30 day time period, the Board may appoint any other qualified Individual Member to serve the balance of the term; or
 - (b) if the departing director was a member of the Executive Council, then the Board may appoint any other qualified Individual Member to serve the balance of the term.
- 2.08 **Executive Council** – The Executive Council shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions imposed from time to time by the Board and the Act.

**ARTICLE 3
DIRECTORS' MEETINGS**

- 3.01 **Calling of Meetings** - Meetings of the Board may be called by the Chairman (if any), the President or any one director at any time.
- 3.02 **Notice of Meetings** - Notice of a meeting of the Board shall be sent to each director not less than 48 hours before the date of the meeting provided that a meeting of the Board may be held at any time without notice if all the directors are present (except where a director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent directors have waived notice. Notice of any meeting of the Board or any irregularity in any meeting or in the notice thereof may be waived in any manner by any director either before or after the meeting. For the first meeting of the Board to be held following the election of directors at a meeting of the members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the directors is present. For any meeting where Special business will be transacted, the notice shall contain sufficient information to permit the directors to form a reasoned judgment on the decision to be taken.
- 3.03 **Quorum** - Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be:
- (a) where the Articles set out the number of directors, a majority of that number; or
 - (b) where the Articles set out the minimum and maximum number of directors, a majority of the number of directors which then constitutes the Board.
- 3.04 **Meeting Held Entirely by Electronic Means** - If the Chairman, the President or any one director call a meeting of directors pursuant to the Act, the Chairman, the President or any one director, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 3.05 **Votes to Govern** - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.
- 3.06 **Casting Vote**- In the case of an equality of votes at a meeting of the Board, the Chairman shall not be entitled to a second or casting vote.
- 3.07 **Decision Making by Consensus** - Unless otherwise required by the Act or the Articles, questions arising at any Board meeting shall be decided by consensus of the directors present. Consensus will be considered to have been reached when no director objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the directors. In that event each director is authorized to exercise one vote. In case of an equality of votes, the person chairing the meeting shall not have a second or casting vote.
- 3.08 **Resolution in Lieu of Meeting** - A resolution, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors is as valid as if it had been passed at a meeting of directors or of a committee of directors.

- 3.09 **Confidentiality** - Every director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each director, officer, committee member, employee and volunteer, shall sign an agreement to this effect.
- 3.10 **Procedure** - The Chairman will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of directors shall be determined by the latest edition of *Nathan's Company Meetings* (currently 10th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 4 ELECTION AND DUTIES OF OFFICERS

- 4.01 **Election of Officers** – The officers of the Corporation shall comprise the Executive Council and each officer shall be elected at an annual Convention by a vote of the Member Organizations pursuant to the provisions set out in section 2.05 above. The officers shall hold such office until the second annual Convention after such officer is elected and the directors, subject to the Act, may delegate to such officers the power to manage the affairs of the Corporation. The officers of the Corporation shall also be directors of the Corporation.
- 4.02 **Description of Offices** - Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers associated with their positions:
- (a) **Chairman** – The Chairman, if any, shall, when present, preside at all meetings of the Board and Meetings of Members. The Chairman shall have such other duties and powers as the Board may specify.
 - (b) **President** – The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. If a Chairman is not elected then the President shall fulfill the role of the Chairman.
 - (c) **Vice-Presidents** – The Vice-Presidents shall, in the absence of the President, perform the duties of the President. At least one of the Vice-President positions shall be filled by a woman. The Vice-Presidents shall have such other duties and powers as the Board may specify.
 - (d) **Secretary** – If elected, the Secretary shall be the secretary of all meetings of the Board, Meetings of Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Individual Members, Member Organizations, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
 - (e) **Treasurer** – If elected, shall have such powers and duties as the Board may specify.

- (f) Other Officers - The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them.
- 4.03 **Variation of Duties** - The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
- 4.04 **Term of Officers** - In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
 - (a) the officer's successor being elected;
 - (b) the officer's resignation;
 - (c) such officer ceasing to be a director; or
 - (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint another qualified Individual Member to fill such vacancy.

ARTICLE 5 INDEMNIFICATION

- 5.01 **Limitation of Liability** - No director or officer 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 by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.
- 5.02 **Indemnity of Directors and Officers** - Every director and officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,
 - (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 5.03 **Insurance** - Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 151(1) of the Act against any liability incurred by the individual:
- (a) in the individual's capacity as a director or officer of the Corporation; or
 - (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 6 MEMBERSHIP CONDITIONS

- 6.01 **Two Membership Classes** - Subject to the Articles, there shall be two class of members in the Corporation as follows:
- (a) **Member Organizations** - membership in the Corporation shall be available to organizations 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. A Member Organization shall be entitled to receive notice of all Meetings of members and shall have the right to select up to four Individual Members ("**Delegate(s)**"), which are also members of the Member Organization, to attend such Meeting of Members of the Corporation. Each Member Organization shall have four votes at Meetings of Members of the Corporation and they shall each appoint their Delegates to act as the Member Organization's proxy holders to cast the votes on behalf of the Member Organization. The Member Organizations shall have the ability to set their own rules and procedures.
 - (b) **Individual Members** - Individual Membership in the Corporation or Member Organization shall be available to persons who are Canadian residents and who are directly or indirectly descendent from, married to or divorced from a person born in the Prefecture of Arcadia 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. Subject to the Act, an Individual Members shall not be entitled to receive notice of, attend or vote at Meetings of Members of the Corporation including any Meetings of Members called for the purpose of voting on any matters set out in section 199(1)(a) and section 199(1)(e) of the Act, unless they are attending in their capacity as Delegates, except that the Individual Members shall be entitled to receive notice of, attend or vote at Meetings of Members of the Corporation which are called for the purpose of voting on matters which, pursuant to the Act, all classes of members are entitled to vote on.
- 6.02 **Transfer of Membership** - A membership, no matter what class, may only be transferred to the Corporation.
- 6.03 **Membership Dues** - membership dues and fees, if any, shall from time to time be fixed by resolution of the Board, save and except that no membership fees or dues shall be payable by Honorary Members.

6.04 **Termination of Membership** - A membership in the Corporation is terminated when:

- (a) the Individual Member dies;
- (b) the Individual Member or Member Organization resigns;
- (c) the Individual Member or Member Organization is expelled or his, her or its membership or is otherwise terminated in accordance with the Articles or By-laws;
- (d) the Corporation is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

6.05 **Discipline or Termination of a Membership** - The Board shall have authority to discipline, suspend or terminate the memberships of any member, whether an Individual Member or a Member Organization, for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

6.06 **Procedure for Discipline, Suspension or Termination**

- (a) Upon 15 days' notice to a member, whether an Individual Member or Member Organization, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 6.5.
- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15 day period.
- (c) If written submissions are received, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- (d) The Board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 7 MEETINGS OF MEMBERS

7.01 **Notice of Meetings** - Notice of the time and place of a Meeting of Members shall be given to each Member Organization entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (b) by telephonic, electronic or other communication facility to reach member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- 7.02 **Place of Meetings** - Subject to compliance with Section 159 (Place of members' Meetings) of the Act, Meetings of members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
- 7.03 **Annual Convention** - the Corporation shall hold an annual meeting of the Member Organizations which shall be called the annual Convention. The Convention shall constitute the annual meeting of the members entitled to vote. Attendance at the Convention shall be limited to the Delegates appointed by each Member Organization, the Board, the Corporation's lawyer(s) and such other persons as the Board may invite, provided that such person may be admitted only on the invitation of the Chairman of the meeting or by resolution of the meeting.
- 7.04 **Special Business** - All business transacted at a Special Meeting of Members and all business transacted at an annual Meeting of Members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is Special business.
- 7.05 **Persons Entitled to be Present** - The only persons entitled to be present at a Meeting of Members shall be the Delegates, 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 Chairman of the meeting or by resolution of the meeting.
- 7.06 **Chairman of Meeting** - If the Chairman is absent, the Delegates holding the proxies for the Member Organizations shall choose one of the Delegates present to chair the meeting.
- 7.07 **Quorum**
 - (a) A quorum at any Meeting of Members (unless a greater number of members are required to be present by the Act) shall be a majority of the Member Organizations represented by Delegates holding proxies for voting at the meeting. If a quorum is present at the opening of a Meeting of Members, the meeting may proceed even if a quorum is not present throughout the meeting. If the Meeting of Members is being held for the purpose of any of the provisions in section 199(1) of the Act, other than section 199(1)(a) or section 199(1)(e), then the quorum at such Meeting of Members shall be a majority of the Individual Members and the Member Organizations represented by proxy.
 - (b) If a quorum is not present at the opening of a Meeting of Members, those present may adjourn the meeting to a fixed time and place but may not transact any other business.
- 7.08 **Votes to Govern** - At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chairman in addition to an original vote shall not have a second or casting vote. After a show of hands has been taken upon any question, the Chairman may require a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless

a ballot thereon be so required, a declaration by the Chairman that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

- 7.09 **Participation by Electronic Means** - If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- 7.10 **Meeting Held Entirely by Electronic Means** - If the directors or members of the Corporation call a Meeting of Members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 7.11 **Absentee Voting at members' Meetings** - Pursuant to Subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- 7.12 **Voting by Proxy** - Pursuant to Subsection 171(1) of the Act, a member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Individual Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
 - (b) an Individual Member or Member Organization may revoke a proxy by depositing an instrument in writing executed by the Individual Member or Member Organization in accordance with the Act;
 - (c) a proxyholder or an alternate proxyholder has the same rights as the Individual Member or Member Organization 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 holder or alternate proxyholder

has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

- (d) a proxy shall be in writing and shall be executed by the member or such member's attorney;
 - (e) any form of proxy which is created by a person other than the member by or for whom it is executed shall conform to the requirements set out in the Regulations; and
 - (f) votes by proxy shall be collected, counted and reported in such manner as the Chairman directs.
- 7.13 **Resolution in Lieu of Meeting** - A resolution signed by all the members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.
- 7.14 **Decision Making by Consensus** - Unless otherwise required by the Act or the Articles, questions arising at any Meeting of Members shall be decided by consensus of the members present or represented by proxy and entitled to vote. Consensus will be considered to have been reached when no member objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous.
- 7.15 **Procedure** - The Chairman will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all Meetings of members shall be determined by the latest edition of *Nathan's Company Meetings* (currently 10th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 8 BANKING ARRANGEMENTS, CONTRACTS, ETC.

- 8.01 **Execution of Documents** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 8.02 **Banking Arrangements** - The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by 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 may by resolution from time to time designate, direct or authorize.

ARTICLE 9 NOTICES

- 9.01 **Giving Notices** - Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to an

Individual Member, Member Organization, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of directors) or 134 (Notice of change of directors);
- (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.

9.02 **Methods of Giving** - A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.03 **Errors or Omissions** - 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.

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

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

9.06 **Waiver of Notice** - Any member (or such member's duly appointed proxy), director, officer or auditor may waive any notice required to be given under the Act, the articles or the by-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

**ARTICLE 10
GENERAL**

- 10.01 **Corporate Seal** - If adopted by the Corporation and until changed by resolution of the Board, the seal, an impression of which is stamped in the margin, shall be the corporate seal of the Corporation.
- 10.02 **Financial Year End** - The financial year end of the Corporation shall be determined by the Board.
- 10.03 **Annual Financial Statements** - The Corporation may give members notice in the manner referred to in this By-law that the documents referred to in Subsection 172(1) (Annual Financial Statements) 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.
- 10.04 **Operating Policy** - The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.
- 10.05 **Invalidity of any Provision of This By-Law** - 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.
- 10.06 **Repeal of By-Laws** - Upon this By-law coming into force, all previous By-laws of the Corporation are repealed, provided that such repeal shall not affect the previous operation of such By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to their repeal.

RESOLVED that the foregoing By-law is made a by-law of the Corporation.

Passed by the directors at a meeting duly called and held on the 13th of September, 2014, and confirmed by the members without variation at a meeting of the Members duly called and held on the 13th of Sept. 2014.

DATED the 13th day of September, 2014.

Peter Katsarovsky
President

C. G. Lumberton
Secretary