



## Bylaws

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## Definitions

1.1 In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

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

"**Appointed Officer**" means a person holding an Appointed Officer, as defined in section 35;

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

"**Board**" means the board of directors of the Corporation;

"**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;

"**Director**" means a member of the board;

"**Elected Officer**" means a person holding an Elected Office, as defined in section 26;

"**Meeting of members**" includes an annual meeting of members or a special meeting of members; "**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;

"**Ordinary resolution**" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

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### **Interpretation**

- 2.1 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.
  - 2.2 Subject to subsection 2.1, words and expressions defined in the Act have the same meanings when used in these by-laws.
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### **Execution of Documents**

- 3.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its directors.
  - 3.2 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.
  - 3.3 Any person authorized to sign any document may affix the corporate seal (if any) to the document.
  - 3.4 Any person authorized to sign any document may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
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### **Financial Year End**

- 4.1 The financial year end of the Corporation shall be December 31 in each year.
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### **Banking Arrangements**

- 5.1 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 resolution.
- 5.2 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 resolution from time to time designate, direct, or authorize.

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### **Borrowing Powers**

- 6.1 If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:
- i. borrow money on the credit of the corporation;
  - ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
  - iii. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- 6.1.1 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by- law.
- 6.2 Nothing in this section limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.
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### **Annual Financial Statements**

- 7.1 The Corporation shall send to the members annually:
- a. A copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in those documents, or
  - b. A financial summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents described in subsection 7.1(a) free of charge.
- 7.2 Despite subsections 7.1, the Corporation is not required to send any documents described in this sections to a member who, in writing, declines to receive such documents.
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### **Membership Conditions**

- 8.1 Subject to the articles, there shall be one class of members in the Corporation.
  - 8.2 Membership in the Corporation shall be available only to individuals 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.
  - 8.3 Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
  - 8.4 Pursuant to part 13 (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
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#### **Membership Transferability**

- 9.1 A membership may only be transferred to the Corporation.
  - 9.2 Pursuant to part 13 (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.
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#### **Membership Dues**

- 10.1 Members shall be notified in writing of the membership dues at any time payable by them.
  - 10.2 If any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.
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#### **Discipline of Members**

- 11.1 The board shall have authority to suspend or expel any member from the Corporation 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;
  - 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.

- 11.2 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
- 11.3 In response to a notice under subsection 11.2, a member may make written submissions to the president, or such other officer as may be designated by the board, within twenty (20) days of the notice being given.
- 11.4 In the event that no written submissions are received in accordance with subsection 11.3, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.
- 11.5 If written submissions are received in accordance with subsection 11.3, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- 11.6 The board's decision under subsection 11.4 or 11.5 shall be final and binding on the member, without any further right of appeal.
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### **Termination of Membership**

- 12.1 A membership in the Corporation is terminated when:
- d. the member dies or resigns;
  - e. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
  - f. the member's term of membership expires; or
  - g. the Corporation is liquidated and dissolved under the Act.
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### **Effect of Termination of Membership**

- 13.1 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.
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### **Notice of Members Meeting**

- 14.1 An Annual Members meeting shall be called by the board of directors once per calendar year.
  - 14.2 Special meetings of the members may be called at any time but the board or by members in accordance with section 15.
  - 14.3 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.
    - 14.3.1 If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.
  - 14.4 Pursuant to part 13 (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.
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### **Members Calling a Members' Meeting**

- 15.1 The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights.
  - 15.2 If the directors do not call a meeting within twenty-one (21) days of receiving a requisition under subsection 15.1, any member who signed the requisition may call the meeting.
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### **Cost of Publishing Proposals for Annual Members' Meetings**

- 16.1 The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
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### **Place of Members' Meeting**

- 17.1 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the 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.
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### **Persons Entitled to be Present at Members' Meetings**

- 18.1 Members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members.
  - 18.2 Only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.
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### **Chair of Members' Meetings**

- 19.1 The chair of the board of directors, if present, shall preside over member's meetings.
  - 19.2 In the event that the chair is absent, the vice-chair of board of directors, if present, shall preside over member's meetings.
  - 19.3 In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
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### **Quorum at Members' Meetings**

- 20.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting.
  - 20.2 If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
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### **Votes to Govern at Members' Meetings**

- 21.1 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.
  - 21.2 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 chair of the meeting in addition to an original vote shall have a second or casting vote.
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### **Absentee Voting at Members' Meetings**

- 22.1 Pursuant to section 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:
- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
  - ii. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- 22.2 Pursuant to part 13 (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.
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### **Participation by Electronic Means at Members' Meetings**

- 23.1 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.
- 23.2 A person participating in a meeting by means described in subsection 24.1 is deemed to be present at the meeting.
- 23.3 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.
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### **Members' Meeting Held Entirely by Electronic Means**

- 24.1 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.
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## Board of Directors

- 25.1 The board shall consist of five directors, in addition to those listed in subsection 25.2.
- 25.2 The president-elect, president and past-president, when appointed, are voting members of the Board of Directors.
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## Elected Officers

- 26.1 **President-elect** – If appointed, the president-elect shall serve as vice-chair of Board of Directors. If the president is absent, or is unable or refuses to act, the president-elect shall, when present, preside over all meetings of the board of directors and of the members. The president-elect shall have such other duties and powers as the board may specify.
- 26.2 **President** – The president shall serve as Chair of the Board of Directors. When present, the president shall preside at all meetings of the board of directors and of the members. The president 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. The president shall have such other duties and powers as the board may specify. The president shall be the official spokesperson for the Corporation.
- 26.3 **Past-president** - If appointed and in the absence of a president-elect, the past-president shall serve as vice-chair of Board of Directors and have such duties and powers ascribed to the president-elect. The past-president shall have such other duties and powers as the board may specify.
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## Directors' Elections

- 27.1 Subject to the Act and Regulations, nominations for the election of directors and elected officers shall be considered if the proposal is supported by not less than 5% of members entitled to vote at the meeting at which the Election is to be held.
- 27.2 The Board of Directors shall put out a call for nominations, which shall include the acceptance period and conditions, no later than June 30<sup>th</sup>:
- i. For the office of the president-elect, in any year where that office is vacant, and
  - ii. For members of the board, in the final year of any director's term, and in any year where there is a vacancy on the board,

- 27.3 Nomination shall be accepted until the July 15<sup>th</sup> of the same year.
  - 27.4 The candidates and the voting modality shall be communicated to the members no later than August 1<sup>st</sup>.
  - 27.5 Subject to the Act and Regulations, votes to elect directors shall be accepted by means of a telephonic, electronic or other communication facility, as determined by the board of directors. Votes shall be accepted for a period of not less than two weeks, ending no later than August 31<sup>st</sup>.
  - 27.6 Each member in good standing shall be entitled to cast one vote for each vacancy to be filled.
  - 27.7 New Directors will be announced at the Annual Members meeting and assume their roles at the closing of that meeting.
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#### **Term of Office of Directors and Elected Officers**

- 28.1 The directors, except elected officers, shall hold office for a term expiring not later than the close of the second annual meeting of members following their appointment.
  - 28.2 If the office of the president is vacant for any reason, including the conclusion of the president's term of office, the president-elect shall assume the office of the president and their term of office as president-elect shall expire.
  - 28.3 The President shall hold office for a term expiring not later than the close of the second annual meeting of members following their appointment. At the conclusion of their term of office, the president shall assume the office of the Past-president.
  - 28.4 The past-president shall hold office for a term expiring not later than the close of the annual meeting of members following their appointment.
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#### **Calling of Meetings of Board of Directors**

- 29.1 Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.
  - 29.2 If the Corporation has only one director, that director may call and constitute a meeting.
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#### **Notice of Meeting of Board of Directors**

- 30.1 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 14 of this by-law to every director of the Corporation not less

than 7 days before the time when the meeting is to be held.

- 30.2 Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
  - 30.3 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
  - 30.4 Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
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### **Regular Meetings of the Board of Directors**

- 31.1 The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.
  - 31.2 A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
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### **Votes to Govern at Meetings of the Board of Directors**

- 32.1 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.
  - 32.2 In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
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### **Committees of the Board of Directors**

- 33.1 The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.
- 33.2 Any such committee may formulate its own rules of procedure, subject to such regulations

or directions as the board may from time to time make.

33.3 Any committee member may be removed by resolution of the board of directors.

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### **Appointment of Officers**

34.1 The board may designate the appointed offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.

34.2 A director may be appointed to any appointed office of the Corporation.

34.3 An officer may, but need not be, a director unless these by-laws otherwise provide.

34.4 Two or more offices may be held by the same person.

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### **Description of Appointed Offices**

35.1 Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- i. **Secretary** – The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- ii. **Treasurer** – The treasurer shall administer the financial assets of the corporation and its liabilities.
  - iii. **Communications Officer** – In collaboration with the social media officer, the communications officer shall administer the corporation’s brand(s), communicate with the members and the public on behalf of the Board of Directors, and promote the corporation and its activities through print and digital media.
  - iv. **Elections Officer** – The elections officer shall issue calls for nominations, and prepare, collect and tabulate electronic ballots. The elections officer shall announce the new Directors at Annual General Meetings.
  - v. **Social Media Officer** – In collaboration with the communications officer, the social media officer shall administer the corporation’s brand(s), communicate with the members and the public on behalf of the Board of Directors, and promote the corporation and its activities through social media platforms.
- 35.2 The powers and duties of all other appointed officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
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### **Vacancy in Office**

- 36.1 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
- a. the officer's successor being appointed,
  - b. the officer's resignation,
  - c. such officer ceasing to be a director (if a necessary qualification of appointment), or
  - d. such officer's death.
- 36.2 If any office of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.
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### **Method of Giving Any Notice**

- 37.1 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:

- 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) 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.
- 37.2 A notice delivered in accordance with subsection 37.1 shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice mailed in accordance with subsection 37.1 shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication in accordance with subsection 37.1 shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- 37.3 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.
- 37.4 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.
- 37.5 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.

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### **Omissions and Errors**

- 38.1 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.

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### **Mediation and Arbitration**

- 39.1 Disputes or controversies among members, directors, officers, committee members, or

volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section 40 of this by-law.

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### **Dispute Resolution Mechanism**

- 40.1 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
  - ii. The number of mediators may be reduced from three to one or two upon agreement of the parties.
  - iii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 40.2 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.
- 40.3 All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.
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### **Invalidity of any Provisions of this By-law**

- 41.1 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.

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**Prevailing language**

- 42.1 In the event of any conflict between the English and French versions of this by-law, the English version shall prevail.
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**By-laws and Effective Date**

- 43.1 Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.
- 43.2 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.
- 43.3 The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- 43.4 This section does not apply to a by-law that requires a special resolution of the members according to section 13 (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.