

DISASTER RECOVERY INSTITUTE CANADA

(DRI CANADA)

BY-LAWS

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Table of Contents

Definitions	1
Corporate Seal	2
Certification	2
Membership	2
Head Office	3
Board of Directors	3
Duties of the Board	3
Powers of the Board.....	4
Board Composition.....	5
Board Term and Termination	6
Meetings of the Board of Directors.....	8
Indemnities to Directors and Others.....	8
Disclosure of Directors Interest	9
Officers.....	11
Duties of Officers.....	12
Committees and Commissions	13
Financial Disclosure	15
General Meetings.....	16
Quorum	17
Voting	17
Notice	18
Auditors	19
Execution of Documents	19
Amendment of By-laws	20
Rules and Regulations	20

Definitions

1. **Definitions - Specific.** For the purposes of these By-laws, and unless the context otherwise requires, the following words, terms, phrases, and expresses have the following meanings and definitions.
 - a. **Act** means the Canada Business Corporations Act, R.S. 1985, c. C-44, s. 1; 1994, c. 24, s. 1(F).
 - b. **Board** means the Board of Directors of the Corporation.
 - c. **Board Member** means a duly appointed, nominated, or elected Member of the Board of Directors of the DISASTER RECOVERY INSTITUTE CANADA.
 - d. **By-laws, Rules, Regulations, and Resolutions** mean, respectively, the by-laws, rules, regulations, and resolutions of the Corporation that have existed, now exist, or in the future exist.
 - e. **Corporation** means the DISASTER RECOVERY INSTITUTE CANADA as incorporated pursuant to the Letters Patent dated March 14, 1996 granted under the Act.
 - f. **General Meeting** means any duly and properly convened general meeting of the Corporation held in accordance with these by-laws.
 - g. **Ordinary Resolution** means a resolution passed by a simple majority of persons present who were entitled to vote, or similar resolution made in writing and signed within thirty (30) days of the date of the resolution by a majority of those persons who would have been entitled to vote on such resolution, had it been presented at the General Meeting.
 - h. **Special Resolution** means either:
 - i) Passed at a General Meeting by a majority constituted of not less than seventy-five percent (75%) of all persons present and entitled to vote thereon, who represent no less than seventy-five percent (75%) of the total number of members present and entitled to vote; or
 - ii) Signed within thirty (30) days of the date of the resolution by not less than seventy-five percent (75%) of all persons present at the General Meeting, who would have been entitled to vote thereon and who represent no less than seventy-five percent (75%) of the total number of members present and who were entitled to vote.
2. **Number and Gender.** In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.
3. **Headings.** Headings used in these by-laws have been inserted for the purpose of reference only, and are not to be considered or taken into account in construing the terms and provisions of these by-laws.

4. **Conflict with the Act.** Unless expressed to the contrary, if there is a conflict between these by-laws or any part thereof, and the provisions of the Act, the Act shall prevail.
5. **Severability.** The provisions of these by-laws shall be deemed independent and severable. If any article, section, part, or provision of these by-laws is for any reason declared to be invalid or unenforceable, the validity and enforceability of the whole or remaining articles, sections, parts, or provisions shall not be affected thereby, and shall continue in full force and effect as if the invalid portion had never been included herein.

Corporate Seal

6. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

Certification

7. DISASTER RECOVERY INSTITUTE CANADA has the exclusive right within the territory of Canada to grant and revoke the following professional certifications in Business Continuity as approved by the Board of Directors of the Corporation and based on the International Affiliate Operating Agreement with DRI International:
 - a. **ABCP** – to represent an Associate Business Continuity Professional;
 - b. **CFCP** – to represent a Certified Functional Continuity Professional;
 - c. **CBCP** – to represent a Certified Business Continuity Professional; and
 - d. **MBCP** – to represent a Master Business Continuity Professional.

8. Membership

- a. **Classes of Membership.** Membership as approved by the Board of Directors shall be comprised of an unlimited number of members, all of whom shall be certified as business continuity professionals in good standing and whose application for admission has received the approval of the Board of Directors of the Corporation. Voting Membership classifications include:
 - i) CFCP – Certified Functional Continuity Professional;
 - ii) CBCP – Certified Business Continuity Professional;
 - iii) MBCP – Master Business Continuity Professional; and
 - iv) ABCP – Associate Business Continuity Professional.

When they are present at a meeting of the members of the Corporation (in person or by proxy), each Voting Member in good standing shall be entitled to one (1) vote. Voting Members shall not be entitled to participate, equally or otherwise, in any distribution of the property of the Corporation upon the dissolution of the Corporation.

9. Member in Good Standing.

- a. Any Associate Member whose membership fees are up to date and paid in full, without any arrears and who is in compliance with the Code of Ethics, shall be a

Member in Good Standing and eligible to participate in the activities of the Corporation.

- b. Any Voting Member whose certification is current; whose membership fees are paid in full and up to date, without any arrears; who is in compliance with the Code of Ethics, shall be a Voting Member in Good Standing and eligible to participate in the activities of the Corporation and to exercise a right to vote pursuant to these by-laws.
10. **Forfeiture of Membership.** Any Member whose recertification is not up to date, or their membership fees are not paid in full; and the arrears are 90 days past due; and where attempts made by DISASTER RECOVERY INSTITUTE CANADA to have them brought up to date have failed, shall have their membership revoked.
11. **Withdrawal of Membership.** Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
12. **Resignation of Member.** Any Member may be required to resign by a vote of three-quarters (3/4) of the voting members present at any general or annual meeting.

Head Office

13. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the Province of Ontario.

Board of Directors

Duties of the Board

14. The Directors shall:
- a. Manage, or supervise the management of, the business and affairs of the Corporation.
 - b. Perform and carry out the duties and responsibilities of the Board as are imposed by the by-laws of the Corporation; and
 - c. Keep minutes of its proceedings; and
 - d. Cause minutes to be kept of general meetings of the Members and, upon written request, provide copies thereof to Members; and
 - e. Prepare proper accounts relating to all monies of the Corporation, and the income and expenditure thereof, for each Annual General Meeting; and
 - f. Maintain financial records of all assets, liabilities, and equity of the Corporation; and
 - g. On written application of a member in Good standing, or any person authorized in writing by a member in good standing, make the books of account available for inspection at all reasonable times; and
 - h. Ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law (including minutes, notices, securities registers, and articles) are regularly and properly kept at the Corporation's registered office or other place in Canada designated by the Directors.

Powers of the Board

15. The Board may:
 - a. Appoint such agents and engage such employees on behalf of the Corporation as it deems necessary in connection with the management and administration of the Corporation, and anyone so appointed shall have the authority and shall perform the duties prescribed by the Board at the time of appointment and thereafter.
 - b. Delegate to one or more members of the Board such of its powers and duties at it thinks fit, and at any time revoke such delegation;
 - c. Administer the affairs of the Corporation in all things and make or cause to be made for and in the name of the Corporation, any contract which the Corporation may lawfully enter into and, unless otherwise provide in these by-laws, may exercise all such other powers and do such other acts and things as the Corporation is authorized to exercise and do.
 - d. Obtain and retain by contract the services of a manager or agent for the purposes of managing the day-to-day business affairs of the Corporation, and upon such terms as the Board may from time to time decide, subject ALWAYS to those control and direction of the Board, such manager or agent to be reasonably fit and suited to perform such duties. The manager or agent employed by the Board need not devote its full time to the performance of duties of the Corporation so long as those duties are performed in a good and sufficient fashion. Any such contract may in the Board's discretion provide for the obtaining and maintaining of a fidelity bond or insurance in respect of the Manager and its employees and agents for the benefit of and naming the Corporation; and such bond or insurance shall be in an amount as determined by the Board from time to time.
 - e. Authorize expenditures on behalf of the Corporation from time to time, and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees, all such expenditures to be strictly within the limits of the currently approved budget by line item.
16. **Borrowing.** The Directors may without authorization of the members, borrow monies required by the Corporation in the performance of its duties or in the exercise of its powers provided that each such borrowing or combination of borrowings in any calendar year that exceed fifteen (15%) percent of the projected revenue of the Corporation shall be approved or ratified by special resolution. The Directors may also:
 - a. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - b. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.The Directors shall not assign or delegate their power of borrowing.
17. **Extraordinary sale.** A sale, lease, or exchange of all or substantially all the property of a Corporation other than in the ordinary course of business of the Corporation requires the approval of the members in accordance with applicable law.
18. The Board of Directors shall:
 - a. Determine from time to time the amount payable by members for annual fees to be collected for the purposes of the Corporation.

- b. Take such steps as they may deem reasonable and necessary to enable the Corporation to acquire, accept solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

Board Composition

19. The Corporation shall at all times have at least five (5) and at most fifteen (15) Directors providing representation for the following areas:
 - a. One (1) Director as appointed by the Board of Directors as the Executive Director of the Corporation; and
 - b. One (1) Director as appointed by the Board of Directors as the Chairperson of the Certification Commission; and
 - c. One (1) Director as appointed by the Board of Directors as the Chairperson of the Education Commission; and
 - d. One (1) member representing the Atlantic Region (New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador); and
 - e. One (1) member representing the Quebec region; and
 - f. One (1) member representing the Ontario region; and
 - g. One (1) member representing the Central region (Manitoba, Northwest Territories, Nunavut); and
 - h. One (1) member representing the Western region (Alberta and Saskatchewan); and
 - i. One (1) member representing the Pacific region (British Columbia and Yukon); and
 - j. With the balance being members at large who do not represent any particular region.
20. Directors must be individuals, at least eighteen (18) years of age, with power under law to contract.
21. The majority of Directors at any time must be comprised of Voting Members in good standing.
22. A Director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following the Director's election.
23. **Incumbent Director.** If Directors are not elected at a meeting of members, the incumbent Directors continue in office until their successors are elected.

If a meeting of members fails to elect the number or the minimum number of Directors required by the articles by reason of the lack of consent, disqualification, incapacity or death of any candidates, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.
24. At least seventy-five (75%) per cent of the Directors of the Corporation must be resident Canadians.
25. **Appointment of Directors.** The Directors may appoint one or more additional Director, who shall hold office for a term expiring not later than the close of the next annual

- meeting of members, but the total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous annual meetings of members.
26. **Election or appointment as Director.** An individual who is elected or appointed to hold office as a Director is not a Director and is deemed not to have been elected or appointed to hold office as a Director unless:
- a. s/he was present at the meeting when the election or appointment took place and s/he did not refuse to hold office as a Director; or
 - b. s/he was not present at the meeting when the election or appointment took place and
 - i) s/he consented to hold office as a Director in writing before the election or appointment or within ten days after it, or
 - ii) s/he has acted as a Director pursuant to the election or appointment.

Board Term and Termination

27. At each annual meeting at which an election of Directors is required, the members in good standing shall, by ordinary resolution, elect Directors to hold office.
28. Board members shall serve for three years, to a maximum of two (2) three-year terms within any seven-year period.
29. Partial terms served to fill unexpired Director vacancies shall not be counted toward the two (2) elected term limit.
30. It is not necessary that all Directors elected at a meeting of members hold office for the same term.
31. **Director vacancy.** The office of Director shall be automatically vacated if a Director dies or:
- a. resigns as a member or a Director by delivering a written resignation to the secretary of the Corporation, in which case resignation of a Director becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later;
 - b. is found by a court to be of unsound mind;
 - c. becomes bankrupt or insolvent;
 - d. fails to attend three (3) consecutive meetings of the Board of Directors without prior Board approval in any twelve (12) month period where proper notice has been given to such Director in accordance with these by-laws.
32. **Removal of Director.** The members of the Corporation may by ordinary resolution at a meeting of the members remove any Director or Directors from office.
33. **Vacancy.** A vacancy created by the removal of a Director may be filled at the meeting of the members at which the Director is removed or

34. If all of the Directors have resigned or have been removed without replacement, a person who manages or supervises the management of the business and affairs of the Corporation is deemed to be a Director; but this does not apply to:
 - a. an officer who manages the business or affairs of the Corporation under the direction or control of a member or other person;
 - b. a lawyer, notary, accountant or other professional who participates in the management of the Corporation solely for the purpose of providing professional services; or
 - c. a trustee in bankruptcy, receiver, receiver-manager or secured creditor who participates in the management of the Corporation or exercises control over its property solely for the purpose of the realization of security or the administration of a bankrupt's estate, in the case of a trustee in bankruptcy.
35. **Director vacancy.** If a vacancy is created by reason of the provisions of paragraph 33 above, the remaining Directors may, by a majority vote among all remaining Directors, fill the vacancy by appointing a member in good standing of the Corporation, or such other person as may be acceptable to the Board of Directors.
36. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.
37. **Director quorum.** A majority of the number of Directors constitutes 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.
38. **Canadian Directors present at meetings.** Directors shall not transact business at a meeting of Directors unless a majority of Directors present are resident Canadians.
39. **Exception.** Directors may transact business at a meeting of Directors where the number of resident Canadian Directors, required under that subsection, is not present if:
 - a. a resident Canadian Director who is unable to be present approves in writing, or by telephonic, electronic or other communication facility, the business transacted at the meeting; and
 - b. the required number of resident Canadian Directors would have been present had that Director been present at the meeting.
40. **Director resolutions.** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors.
41. **Director Remuneration.** The Corporation may pay an honorarium to the Members of the Board in the manner and in the amounts as may from time to time be determined by Ordinary Resolution at a General Meeting.
42. Any Director may serve as an officer of the Corporation or in any other capacity on behalf of the Corporation.
43. **Remuneration rates.** The Board shall determine reasonable rates of remuneration for all officers, agents, employees, contractors, instructors, commission and committee members, and shall fix those rates by resolution of the Board. Any such resolution shall be in effect only until the next meeting of members, at which time the resolution shall be

confirmed by resolution of the members, or in the absence of such confirmation by the members, the remuneration for officers, agents, employees, commission and committee members shall cease to be payable from the date of the meeting of members.

44. **Retiring Director.** A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which her/his retirement is accepted and the successor is elected.

Meetings of the Board of Directors

45. Meetings of the Board of Directors may be held at any time and place to be determined in advance by the Directors, provided that at least five (5) business days written notice stating the time and place of the meeting is given, other than by mail, to each Director. Notice sent by mail shall be sent by double registered mail, with return receipt signature required, at least fourteen (14) days prior to the meeting date. The Board of Directors will meet at least five (5) times in each calendar year, with regular meetings generally scheduled every other month.
46. Each Director is authorized to exercise one (1) vote.
47. **Participation not in person.** Directors may participate in meetings of the Board and of Committees by conference telephone call or other communications facilities that permit everyone participating in the meeting to hear each other; and any Director participating in a meeting by such means is deemed to be present at the meeting.
48. **Resolution.** Any resolution in writing, signed within thirty (30) days of the date of the resolution by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
49. **Minutes.** The minutes of the Board of Directors shall not be available to the general membership of the Corporation, but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes within least ten (10) business days after each meeting.

Indemnities to Directors and Others

50. The Corporation shall indemnify the Directors and Officers of the Corporation, and former Directors or officers of the Corporation or another individual who acts or acted at the Corporation's request as a Director or officer, or an individual acting 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.
51. The Corporation shall purchase and maintain insurance against any liability incurred by an individual acting as a Director or Officer of the Corporation:
- 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.

52. The Corporation shall obtain and maintain at all times public liability insurance coverage insuring the Directors and Officers from and against any liability to the public, with limits of liability not to be less than two million dollars (\$2,000,000.00) and such other insurance and coverage for such risks or causes as the Board may determine or as may be determined by special resolution of the Corporation.
53. Any insurance coverage obtained by or on behalf of the Corporation shall not apply to any acts, omissions, costs, charges, expenses, or other amounts sustained or incurred through wilful neglect or default.

Disclosure of Directors Interest

54. **Disclosure of interest.** A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of meetings of committees of Directors, the nature and extent of any interest, whether financial or otherwise, that s/he has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer:
 - a. is a party to the contract or transaction;
 - b. is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - c. has a material interest in a party to the contract or transaction.
55. **Time of disclosure for Director.** The disclosure required by subsection (1) shall be made, in the case of a Director:
 - a. at the meeting at which a proposed contract or transaction is first considered;
 - b. if the Director was not, at the time of the meeting referred to in paragraph (a), interested in a proposed contract or transaction, at the first meeting after s/he becomes so interested;
 - c. if the Director becomes interested after a contract or transaction is made, at the first meeting after s/he becomes so interested; or
 - d. if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after s/he becomes a Director.
56. **Time of disclosure for officer.** The disclosure required by subsection (1) shall be made, in the case of an officer who is not a Director,
 - a. immediately after s/he becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - b. if the officer becomes interested after a contract or transaction is made, immediately after s/he becomes so interested; or
 - c. if an individual who is interested in a contract later becomes an officer, immediately after s/he becomes an officer.
57. **Time of disclosure for Director or officer.** If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's business, would not require approval by the Directors or members, a Director or officer shall disclose, in writing to the Corporation or request to have it

- entered in the minutes of meetings of Directors or of meetings of committees of Directors, the nature and extent of his or her interest immediately after s/he becomes aware of the contract or transaction.
58. **Voting.** 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:
- a. relates primarily to his or her remuneration as a Director, officer, employee or agent of the Corporation or an affiliate;
 - b. is for indemnity or insurance under section 50; or
 - c. is with an affiliate.
59. **Continuing disclosure.** 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 contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
- a. the Director or officer is a Director or officer, or acting in a similar capacity, of a party referred to in these by-laws; or
 - b. the Director or officer has a material interest in the party; or
 - c. there has been a material change in the nature of the Director's or the officer's interest in the party.
60. **Access to disclosures.** 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 any other documents that contain those disclosures, during the usual business hours of the Corporation.
61. **Avoidance standards.** A contract or transaction for which disclosure is required under section 54 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 committee of Directors that considered the contract or transaction, if:
- a. disclosure of the interest was made in accordance with these by-laws; and
 - b. the Directors approved the contract or transaction; and
 - c. the contract or transaction was reasonable and fair to the Corporation when it was approved.
62. **Confirmation by members.** Even if the conditions of paragraph 61 are not met, a Director or 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, 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
- a. the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
 - b. disclosure of the interest was made to the members in a manner sufficient to indicate its nature before the contract or transaction was approved or confirmed; and

- c. the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.
63. **Application to court.** If a Director or an officer of the Corporation fails to comply with this section, a court may, on application of the Corporation or any of its members, set aside the contract or transaction on any terms that it thinks fit, or require the Director or officer to account to the Corporation for any profit or gain realized on it, or do both those things.
64. **No exception.** No provision in a contract, the articles, the by-laws or a resolution relieves a Director or officer from the duty to act in accordance with the Canada Business Corporations Act or the regulations or relieves them from liability for a breach thereof.
65. **Dissent.** A Director who is present at a meeting of Directors or committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:
- a. the Director requests a dissent to be entered in the minutes of the meeting, or the dissent has been entered in the minutes;
 - b. the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
 - c. the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned.
66. **Loss of right to dissent.** A Director who votes for or consents to a resolution is not entitled to dissent under subsection (1).
67. **Dissent of absent Director.** A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented thereto unless within seven days after becoming aware of the resolution, the Director aware of the resolution, the Director
- a. causes a dissent to be placed with the minutes of the meeting; or
 - b. sends a dissent by registered mail or delivers it to the registered office of the Corporation.

Officers

68. Subject to the articles, the by-laws or any unanimous member agreement,
- a. the Directors may designate the offices of the Corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the business and affairs of the Corporation, except powers to do anything referred to in subsection 115(3) of the Canada Business Corporation Act;
 - b. a Director may be appointed to any office of the Corporation; and
 - c. The same person may hold two or more offices of the Corporation, notwithstanding Section 81 (d) of these by-laws.

69. The officers of the Corporation shall be: President, Vice-President, Secretary, Treasurer, Privacy Officer, and Executive Director, and any other officers as the Board of Directors may determine by amending these by-laws.
70. Officers shall be appointed by resolution of the Board of Directors at the first meeting after an annual general meeting of members.
71. The President and the Vice-President shall be appointed each year from the Board of Directors, at the first meeting after an annual general meeting of members
 - a. The position of President or Vice-President shall not be occupied by the same individual for more than two (2) consecutive terms.
72. Officers must be Directors or members in good standing, with the exception of Privacy Officer and Executive Director, each of whom may be non-members.

Duties of Officers

73. The Directors shall specify the duties of all Officers of the Corporation from time to time.
74. **President.** The President shall:
 - a. preside at all meetings of the Corporation; and
 - b. preside at all meetings of the Board of Directors; and
 - c. see that all order and resolutions of the Board of Directors are carried into effect.
75. **Vice-President.** The Vice-President shall:
 - a. in the absence or disability of the President, perform the duties and exercise the powers of the president; and
 - b. perform such other duties as shall be imposed upon her/him by the Board of Directors.
76. **Treasurer.** The Treasurer shall:
 - a. have the custody of the funds and securities of the Corporation; and
 - b. keep full and accurate accounts of all assets, liabilities receipts and disbursements of the Corporation in the books of the Corporation; and
 - c. deposit all monies, securities, and other valuable effects in the name and to the credit of the Corporation in such chartered bank, trust company, or registered credit union or registered dealer in securities as may be designated by the Board; and
 - d. disburse the Corporation's funds as directed by proper authority taking proper vouchers for such disbursements; and
 - e. render at each annual general meeting, and at any other time as directed by the Board, an accounting of all transactions and a statement of the financial position of the Corporation.
77. **Secretary.** The Secretary may, by resolution of the Board of Directors, be empowered to carry out the affairs of the Corporation generally under the supervision of the Officers; and shall:

- a. attend all meetings; and
 - b. carry out the affairs of the Corporation as directed by the Directors, under the supervision of the President; and
 - c. attend and act as a clerk at all meetings of the Board, committees, and members; and
 - d. record all votes and minutes of the proceedings at all meetings, to be kept in the books of the Corporation; and
 - e. shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, in accordance with these by-laws; and
 - f. perform such other duties as prescribed by and under supervision of the Board or the President; and
 - g. be custodian of the seal of the Corporation, and deliver the seal only when authorized by resolution of the Board to do so, and only to such person or persons as named in the resolution, and only for such length of time as specified in the resolution.
78. The duties of other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Committees and Commissions

79. **Committees and Commissions.** The Board of Directors may appoint Commissions and Committees, in addition to the Certification Commission and Education Commission (as required pursuant to the International Affiliate Operating Agreement effective June 3, 1997), as it deems necessary, whose members will hold office at the will of the Board of Directors; and the Board of Directors shall determine the duties of such Commissions and Committees, and may fix any remuneration to be paid. A member of the Education or Certification Commission may also be referred to as a Commissioner.
80. **Certification Commission.** The Certification Commission shall:
- a. provide representation for the following areas:
 - i) One (1) member representing the Atlantic Region (New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador); and
 - ii) One (1) member representing the Quebec region; and
 - iii) One (1) member representing the Ontario region; and
 - iv) One (1) member representing the Central region (Manitoba, Northwest Territories, Nunavut); and
 - v) One (1) member representing the Western region (Alberta and Saskatchewan); and
 - vi) One (1) member representing the Pacific region (British Columbia and Yukon); and
 - vii) One (1) or more members at large who does not represent any particular region.

- b. have a minimum of two (2) bilingual (English-French) members as a goal.
 - c. appoint one member of Certification Commission who shall act as liaison of the Certification Commission of DRI International.
 - d. fill an interim vacancy in any Certification Commission position by appointing a replacement and recommending the replacement for approval by the Board of Directors. The Board of Directors will not arbitrarily or unreasonably withhold this approval. An individual appointed or elected to fill a vacancy will hold that position for the unexpired term of their predecessor.
81. Meetings of the Certification Commission may be held at any time and place to be determined in advance by the Certification Commission members, provided that at least two (2) business days written notice stating the time and place of the meeting is given, other than by mail, to each Director. Notice sent by mail shall be sent by double registered mail, with return receipt signature required, at least fourteen (14) days prior to the meeting date.
82. The Certification Commission will meet at least five (5) times in each calendar year, with regular meetings generally scheduled every other month.
83. **Certification Commission.** A Certification Commission Member shall:
- a. be elected by the members through a nomination process, either by mail in advance of the annual general meeting of members, or as part of an election at the annual general meeting of members, with results announced at that annual general meeting of members; and
 - b. be responsible for administering and conducting the certification and the evaluation of candidates under the guidelines and ethics established by DRI International; and
 - c. be a Voting Member in good standing;
 - d. except for the Chairperson of the Certification Commission, not be a Director or Officer of the Corporation and
 - e. a certification commission member shall not be an instructor or instructor in training
84. **Education Commission.** The Education Commission will:
- a. establish and/or confirm education criteria and testing standards.
 - b. be responsible for administering and conducting the education and the testing of candidates under the guidelines and ethics established by DRI International; and
 - c. approve courses intended for the Canadian market only.
 - d. work with the Executive Director to establish the annual course schedule.
 - e. Be responsible for developing and maintaining the formal relationship with DISASTER RECOVERY INSTITUTE CANADA instructors. The Executive Director will implement this relationship on a daily basis.
 - f. fill an interim vacancy in any Education Commission position by appointing a replacement and recommending the replacement for approval by the Board of Directors. The Board of Directors will not arbitrarily or unreasonably withhold this approval. An individual appointed or elected to fill a vacancy will hold that position for the unexpired term of their predecessor.

- g. A member of the Education Commission:
 - i) **May Not** concurrently be a member of the Certification Commission, but
 - ii) **May** be a current member of the Board of Directors.
- 85. **Education Commission Members.** The Education Commission will consist of three (3) or more personnel:
 - a. a Chairperson (as identified by paragraph 18 (c)) who will
 - i) be designated by the Board of Directors as the Chairperson of the Education Commission
 - ii) be a Voting Member in Good Standing
 - iii) through this position be a Director on the Board of Directors, and
 - iv) act as the DISASTER RECOVERY INSTITUTE CANADA liaison with the Education Commission of DRI International.
 - b. two (2) or more members, as approved by the Board of Directors.
- 86. **Other Committees.** The Board of Directors may appoint other committees, as it deems necessary, whose members will hold office at the will of the Board of Directors; and the Board of Directors shall determine the duties of such committees, and may fix any remuneration to be paid.
- 87. **Term.** Committee members shall serve for three years, to a maximum of two (2) three-year terms within any seven-year period.

Financial Disclosure

- 88. The Corporation's financial statements shall be kept at the Corporation's registered office.
- 89. **Year End.** Unless otherwise ordered by the Board of Directors, the Corporation's fiscal year end shall be December 31 in each year.
- 90. **Examination.** Members of the Corporation and their personal representatives may on request examine the Corporation's financial statements during the usual business hours of the Corporation and may make extracts free of charge.
- 91. **Barring examination.** The Corporation may, within fifteen (15) days of a request to examine under Section 90, apply to a court for an order barring the right of any person to so examine, and the court may, if it is satisfied that such examination would be detrimental to the Corporation or a subsidiary body corporate, bar such right and make any further order it thinks fit.
- 92. **Notice to Director.** The Corporation shall give the Director and the person asking to examine under Section 90 notice of an application under subsection (3), and the Director and such person may appear and be heard in person or by counsel.
- 93. **Signature.** The Directors of the Corporation shall approve the Corporation's financial statement and the manual signature of one or more Directors or a facsimile of the signatures reproduced in the statements shall evidence the approval.

94. **Condition precedent.** The Corporation shall not issue, publish, or circulate copies of its financial statements unless the Directors have approved the financial statements by affixing their manual signatures to the financial statements.

General Meetings

95. Annual General Meetings of the members in good standing shall be held once in each calendar year, and not more than fifteen (15) months shall elapse between the date of one annual General Meeting and that of the next without a special resolution approved by the Board of Directors.
96. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any other place in Canada the Board of Directors may determine, and on such day as the Directors shall appoint.
97. The members may resolve that a particular meeting of members be held outside Canada.
98. The Board of Directors or the President, or the Vice-President in the President's absence, shall have the power to call a general meeting of the members of the Corporation at any time.
99. At every annual general meeting of the members, and in addition to any other business that may be transacted:
- a. the report of the Directors, the financial statement, and the report of the auditors shall be presented; and
 - b. Auditors shall be appointed for the ensuing year; however, if an auditor is not appointed at a meeting of members, the incumbent auditor continues in office until a successor is appointed; and
 - c. the members may consider and transact any business, either special or general.
100. The Members shall, by ordinary resolution, at each annual meeting, appoint an auditor to hold office until the close of the next annual meeting.
101. **Order of Business.** The order of business at general meetings shall be:
- a. if the President or Vice-President of the Board shall be absent or elects to vacate the chair or refuses to act, the election of the Chairperson of the meeting;
 - b. calling of the roll and certifying the proxies;
 - c. proof of notice of meeting or waiver of notice;
 - d. reading and disposal of any unapproved minutes;
 - e. reports of officers;
 - f. reports of committees;
 - g. financial report;
 - h. appointment of auditors;
 - i. election of Board;
 - j. new business; and
 - k. adjournment.

Quorum

102. **Quorum.** A majority of those Voting Members in good standing who are present in person at a general meeting will constitute a quorum. Unless the by-laws otherwise provide, irrespective of the number of persons actually present at the meeting, a quorum of members is present at a meeting of members, if the holders of a majority of the members entitled to vote at the meeting are present in person or represented by proxy.
103. **Opening quorum sufficient.** If a quorum is present at the opening of a meeting of members, the members present may, unless the by-laws otherwise provide, proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.
104. **Adjournment.** If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.
105. **One member meeting.** If the Corporation has only one Voting member, the member present in person or by proxy constitutes a meeting.
106. **Notice.** At least fourteen (14) business days written notice of each annual general or other meeting of members shall be given to each voting member in good standing.
 - a. notice sent by mail shall be sent by electronic or regular mail, and proof of delivery shall be provided to the members of the Board at least ten (10) business days prior to any such meeting.
 - b. notice of any meeting where special business will be transacted shall contain sufficient information to enable the members to form a reasoned judgment on the decision to be taken.
 - c. notice of each meeting of members shall include a reminder that members in good standing have the right to vote by proxy.

Voting

107. **Voting.** At each meeting of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
108. Each voting member in good standing present at a meeting shall have the right to exercise one vote.
 - a. a member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy.
 - b. a proxy holder must be a Voting member in good standing of the Corporation.
109. **Proxy holder.** A person who solicits a proxy and is appointed proxy holder shall attend in person or cause an alternate proxy holder to attend the meeting in respect of which the proxy is given and comply with the directions of the member who appointed him.
110. **Right of a proxy holder.** A proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed to speak at a meeting of members

- in respect of any matter, to vote by way of ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at such a meeting in respect of any matter by way of any show of hands.
111. **Show of hands.** If the chairperson of a meeting of members declares to the meeting that, if a ballot is conducted, the total number of votes represented at the meeting by proxy required to be voted against what to the knowledge of the chairperson will be the decision of the meeting in relation to any matter or group of matters is less than five per cent of all the votes that might be cast by members personally or through proxy at the meeting on the ballot, unless a member or proxy holder demands a ballot,
- a. the chairperson may conduct the vote in respect of that matter or group of matters by a show of hands; and
 - b. a proxy holder or alternate proxy holder may vote in respect of that matter or group of matters by a show of hands.
112. **Voting.** Unless the by-laws otherwise provide, voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member or proxy holder entitled to vote at the meeting.
113. **Ballot.** A member or proxy holder may demand a ballot either before or after any vote by show of hands.
114. **Electronic voting.** Any vote referred to in subsection (1) may be held, in accordance with the regulations, if any, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.
115. **Voting while participating electronically.** Unless the by-laws otherwise provide, any person participating in a meeting of members and entitled to vote at that meeting may vote by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
116. **Member resolutions.** Any resolution in writing, signed within thirty (30) days of the date of the resolution by all the members and proxy holder entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

Notice

117. **Notice.** For the purpose of sending notice to any member, Director, or officer for any meeting or otherwise, the address of the member, Director, or officer shall be the last address recorded for that person on the books of the Corporation.
118. A notice or document required to be sent to a member or Director of the Corporation may be sent by prepaid mail addressed to, or may be delivered personally to,
- a. the member at the member's latest address as shown in the records of the Corporation or its transfer agent; and
 - b. the Director at the Director's latest address as shown in the records of the Corporation or in the last notice filed under Section 106 or 113 of the Act.

119. **Effect of notice.** A Director named in a notice sent by the Corporation to the Director under Section 106 or 113 of the Act and filed by the Director is presumed for the purposes of the Act to be a Director of the Corporation referred to in the notice.
120. **Deemed receipt.** A notice or document sent in accordance with these by-laws to a member or Director of the Corporation is deemed to be received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the member or Director did not receive the notice or document at that time or at all.
121. **Undelivered notices.** If the Corporation sends a notice or document to a Member or Director of the Corporation and the notice or document is returned on two consecutive occasions, the Corporation is not required to send any further notices or documents to the member until the member informs the Corporation in writing of the member's new address.

Auditors

122. The members shall, at each annual general meeting, appoint an auditor to audit or review the accounts of the Corporation for report to the members at the next annual general meeting.
123. **Term.** The auditor shall hold office until the next annual general meeting provided that the Directors may fill any casual vacancy in the office of the auditor.
124. **Remuneration.** The remuneration of an auditor may be fixed by ordinary resolution of the members or, if not so fixed, may be fixed by the Directors.
125. **Limitation** The members of the Corporation that is not a distributing Corporation may resolve not to appoint an auditor; however, such a resolution is valid only until the next succeeding annual meeting of members.
126. **Notice to Auditor.** The auditor of the Corporation is entitled to receive notice of every meeting of members and, at the expense of the Corporation, to attend and be heard on matters relating to the auditor's duties.
127. **Duty to attend.** If a Director or member of the Corporation, whether or not the member is entitled to vote at the meeting, gives written notice not less than ten (10) days before a meeting of members to the Corporation's auditor or former auditor of the Corporation, the auditor or former auditor shall attend the meeting at the Corporation's expense and answer questions relating to their duties as auditor.

Execution of Documents

128. The Board shall determine, by resolution, the manner and which three (3) or more Directors shall sign cheques, drafts, notes, contracts documents, and other instruments and documents, including banking forms and authorities not required to under corporate seal, all of which documents so signed shall be binding upon the Corporation without any further authorization or formality.
129. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of transferring and dealing with any stocks, bonds, and other securities of the Corporation.

130. The Directors may, by resolution, appoint an officer or officers to execute specific contracts, documents, and instruments on behalf of the Corporation.
131. The Directors may, by resolution, instruct that the Corporation's seal be affixed to contracts, banking documents, and other instruments signed on behalf of the Corporation.

Amendment of By-laws

132. The by-laws of the Corporation not embodied in the letters patent may be added to, amended, or repealed by bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said bylaw revision provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry Science and technology has been obtained.

Rules and Regulations

133. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Corporation at which time they shall be confirmed, and failing such confirmation at such annual general meeting, shall at and from that time cease to have any force or effect.