

DISASTER RECOVERY INSTITUTE CANADA

(DRI CANADA)

BYLAWS

DRAFT JUNE 2020

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1 **Definitions**

- 2 1. **Definitions - Specific.** For the purposes of these Bylaws, and unless the context
3 otherwise requires, the following words, terms, phrases, and expresses have the
4 following meanings and definitions.
- 5 a. **Act** means the Canada Not For Profit Corporations Act S.C. 2009, c.23 including
6 regulations made pursuant to the Act, and any statute or regulations that may be
7 substituted, as amended from time to time.
- 8 b. **Agents** mean an individual appointed by the board to connect with the management and
9 administration of the Corporation, and shall have the authority and perform the duties
10 prescribed by the Board at the time of appointment and thereafter.
- 11 c. **Articles** mean the original or restated articles of incorporation or articles of amendment,
12 amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- 13 d. **Board** means the Board of Directors of the Corporation.
- 14 e. **Board Member** means a duly appointed, nominated, or elected member of the
15 Board of Directors of the DISASTER RECOVERY INSTITUTE CANADA.
- 16 f. **Bylaw** means this bylaw and any other bylaw of the Corporation as amended and
17 which are, from time to time, in force and effect;
- 18 g. **Contractors** mean an individual or business engaged to provide services as
19 prescribed by the board.
- 20 h. **Corporate Records mean** the official records of the organization
- 21 i. **Corporation** means the DISASTER RECOVERY INSTITUTE CANADA as
22 incorporated pursuant to the Letters Patent dated March 14, 1996 granted under the
23 Act.
- 24 j. **DRIC** means the DISASTER RECOVERY INSTITUTE CANADA
- 25 k. **DRII** means the DISASTER RECOVERY INSTITUTE INTERNATIONAL
- 26 l. **General Meeting** means any duly and properly convened general meeting of the
27 Corporation held in accordance with these bylaws.
- 28 m. **IAOA** means the International Affiliate Operating Agreement with DRII
- 29 n. **Meeting of Members** includes an annual meeting of members or a special meeting
30 of members.
- 31 o. **Member in Good Standing** shall be DRIC certified business continuity
32 professionals , have paid their current annual dues and have not been found in
33 violation of the code of ethics / conduct.
- 34 p. **Ordinary Resolution** means a resolution passed by a majority of not less than 50%
35 plus 1 of the votes cast on that resolution
- 36 q. **Proposal** means a proposal submitted by a member of the Corporation that meets
37 the requirements of section 163 (Shareholder Proposals) of the Act
38

- 39 r. **Regulations** means the regulations made under the Act, as amended, restated or in
40 effect from time to time
41
42 s. **Representative** means an individual representing another like minded organization,
43 such as DRII or DRIE/RECO chapters
44
45 t. **Special Resolution** means a resolution passed by a majority of not less than two-
46 thirds (2/3) of the votes cast on that resolution
47
48 2. **Number and Gender.** In these bylaws and in all other bylaws of the Corporation
49 hereafter passed, unless the context otherwise requires, words importing the singular
50 number or the masculine gender shall include the plural number or the feminine gender,
51 as the case may be, and vice versa, and references to persons shall include firms and
52 Corporations.
53
54 3. **Headings.** Headings used in these bylaws have been inserted for the purpose of
55 reference only and are not to be considered or taken into account in construing the
56 terms and provisions of these bylaws.
57
58 4. **Conflict with the Act.** Unless expressed to the contrary, if there is a conflict between
59 these bylaws or any part thereof, and the provisions of the Act, the Act shall prevail.
60
61 5. **Severability.** The provisions of these bylaws shall be deemed independent and
62 severable. If any article, section, part, or provision of these bylaws is for any reason
63 declared to be invalid or unenforceable, the validity and enforceability of the whole or
64 remaining articles, sections, parts, or provisions shall not be affected thereby, and shall
65 continue in full force and effect as if the invalid portion had never been included herein.

63 **Corporate Seal**

- 64 6. **The seal**, an impression whereof is stamped in the margin hereof, shall be the seal of
65 the Corporation. An electronic version will also be accepted as the seal of the
66 Corporation.

67 **Certification**

- 68 7. **DISASTER RECOVERY INSTITUTE CANADA** has the exclusive right within the
69 territory of Canada to grant and revoke professional certifications in Business Continuity
70 as approved by the Board of Directors of the Corporation and based on the International
71 Affiliate Operating Agreement with DRI International:
72

73 **8. Membership**

74 Membership, as approved by the Board of Directors, shall be comprised of individuals,
75 all of whom shall be certified by DRI as business continuity professionals in good
76 standing.

77 Each member shall be entitled to receive notice of all meetings of the Corporation and
78 each member shall have one (1) vote at each such meeting.

79 **9. Membership Dues**

80 Membership dues shall be determined by the Board of Directors, in alignment with
81 DRII and the IAOA.

82 **10. Member in Good Standing**

83 Any Member whose certification is current; whose membership fees are paid in full and
84 up to date, without any arrears; who is in compliance with the Code of Ethics, has their
85 Continuity Education Activity Points up to date, shall be a Voting Member in Good
86 Standing and eligible to participate in the activities of the Corporation and to exercise a
87 right to vote pursuant to these bylaws.

88 **11. Membership Transferability**

89
90 A membership may only be transferred to the Corporation. Pursuant to Section 197(1)
91 (Fundamental Change) of the Act, a special resolution of the members is required to
92 make any amendment to add, change or delete this section of the bylaws.
93

94 **12. Forfeiture of Membership.**

- 95 a. Any Member whose recertification is not up to date, or their membership fees are not
96 paid in full; and the arrears are 90 days past due; and where attempts made by DRI
97 CANADA to have them brought up to date have failed, shall have their membership
98 revoked.
- 99 b. DRI CANADA may terminate the member's certification without prejudice, if the
100 member does not comply with the DRI CANADA code of ethics or inappropriately uses
101 a certification.

102
103 The member will be advised that their certification has been revoked and that they are
104 to cease using their certification immediately.

105 **13. Withdrawal of Membership.**

106 Any Member may withdraw from the Corporation by delivering to the Corporation a
107 written resignation and lodging a copy of the same with the Secretary of the
108 Corporation.

109 **14. Resignation of Member.**

110 Any Member may be required to resign by a vote of the majority of the voting members
111 present at any meeting of members.

112 **15. Termination of Membership**

- 113 A membership in the Corporation is terminated when:
114 a) the member dies or resigns;
115 b) the member is expelled or their membership is otherwise terminated in
116 accordance with the articles or bylaws;
117 c) the member's term of membership expires; or
118 d) the Corporation is liquidated and dissolved under the Act.
119

120 **16. Effect of Termination of Membership**

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

123 **Board of Directors**
124 **Duties of the Board**
125

126 17. **The Directors shall:**

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

144 **Powers of the Board**

145 18. **The Board may:**

- 146 a. Appoint and engage such agents on behalf of the Corporation as it deems
147 necessary in connection with the management and administration of the
148 Corporation, and anyone so appointed shall have the authority and shall perform the
149 duties prescribed by the Board at the time of appointment and thereafter.
- 150 b. Delegate to one or more members of the Board such of its powers and duties as it
151 thinks fit, and at any time revoke such delegation.
- 152 c. Administer the affairs of the Corporation in all things and make or cause to be made
153 for and in the name of the Corporation, any contract which the Corporation may
154 lawfully enter into, amend or terminate and, unless otherwise provided in these
155 bylaws, may exercise all such other powers and do such other acts and things as
156 the Corporation is authorized to exercise and do.
- 157 d. Obtain and retain by contract the services of an agent for the purposes of managing
158 the day-to-day business affairs of the Corporation, and upon such terms as the
159 Board may from time to time decide, subject to the control and direction of the
160 Board, such agent to be reasonably fit and suited to perform such duties. The agent
161 contracted by the Board need not devote its full time to the performance of duties of
162 the Corporation so long as those duties are performed in a good and sufficient
163 fashion. Any such contract may, in the Board's discretion, provide for obtaining and
164 maintaining of a fidelity bond or insurance in respect of the manager and its

- 165 employees for the benefit of; and such bond or insurance shall be in an amount as
166 determined by the Board from time to time.
- 167 e. Authorize expenditures on behalf of the Corporation from time to time, and may
168 delegate by resolution to an officer or officers of the Corporation the right to engage
169 and pay agents / contractors, all such expenditures to be strictly within the limits of
170 the currently approved budget by line item.
- 171 19. **Borrowing.** The Directors may without authorization of the members, borrow monies
172 required by the Corporation in the performance of its duties or in the exercise of its
173 powers provided that each such borrowing or combination of borrowings in any
174 calendar year that exceed fifteen (15%) percent of the projected revenue of the
175 Corporation shall be approved or ratified by special resolution. The Directors may also:
- 176 a. Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
177 b. Give a guarantee on behalf of the Corporation to secure performance of an
178 obligation of any person.
179
- 180 The Directors shall not assign or delegate their power of borrowing.
- 181 20. **Extraordinary sale.** A sale, lease, or exchange of all or substantially all the property of
182 a Corporation other than in the ordinary course of business of the Corporation requires
183 the approval of the members in accordance with applicable law.
- 184 21. **The Board of Directors shall:**
- 185 a. Determine from time to time the amount payable by members for annual fees to be
186 collected for the purposes of the Corporation.
- 187 b. Take such steps as they may deem reasonable and necessary to enable the
188 Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements,
189 bequests, endowments and donations of any kind whatsoever for the purpose of
190 furthering the objects of the Corporation.

191 **Board Composition**

- 192 22. **The Corporation shall** at all times have at least five (5) and at most fifteen (15)
193 Directors providing representation for the following areas:
194
- 195 a. One (1) Director elected by members of the Certification Commission as Chair of
196 the Certification Commission and Director on the Board of Directors; and
- 197 b. One (1) Director elected by members of the Education Commission as Chair of the
198 Education Commission and Director on the Board of Directors; and
- 199 c. One (1) Director representing the Atlantic Region (New Brunswick, Nova Scotia,
200 Prince Edward Island, and Newfoundland and Labrador); and
- 201 d. One (1) Director representing the Quebec region; and
- 202 e. One (1) Director representing the Ontario region; and
- 203 f. One (1) Director representing the Central region (Manitoba, Northwest Territories,
204 Nunavut); and
- 205 g. One (1) Director representing the Western region (Alberta and Saskatchewan); and

- 206 h. One (1) Director representing the Pacific region (British Columbia and Yukon); and
207 i. With the balance being Directors at Large who do not represent any particular
208 region.
209 j. A DRI International representative may attend the Board of Directors meetings.

210

211 **23. Past President**

212 Past President may be invited by the Board of Directors to act as advisor to the elected
213 President. This honorary non-voting position is for a one-year term after the election of
214 a new President and is an appointment by the Board of Directors.

215 24. All of the Directors must be comprised of voting members in good standing.

216 25. **Incumbent Director.** At the end of their term, if their position is not filled through the
217 call for nominations, the incumbent Director will continue in office until their successors
218 are elected and / or appointed.

219 26. If a meeting of members fails to elect the number or the minimum number of Directors
220 required by the articles by reason of the lack of consent, disqualification, incapacity or
221 death of any candidates, the Directors elected at that meeting may exercise all the
222 powers of the Directors if the number of Directors so elected constitutes a quorum.

223 27. **All of the Directors** of the Corporation:

224 a. must be resident Canadians.

225 b. shall not hold a financial contract nor receive any remuneration during their term of
226 office with DRIC or DRII. Chair of the Certification Commission or Education
227 Commission can be instructors for DRI.

228 c. Shall not serve as an elected or appointed director (or equivalent) of a competing
229 corporation during their term of office, unless appointed as a DRIC representative.

230 28. **Appointment of Directors.** The Directors may appoint one or more additional
231 Director(s), who shall hold office for a term expiring not later than the close of the next
232 annual meeting of members, but the total number of Directors so appointed may not
233 exceed one third of the number of Directors elected at the previous annual meeting of
234 members.

235 29. **Election or appointment as Director.** An individual who is elected or appointed to
236 hold office as a Director is not a Director and is deemed not to have been elected or
237 appointed to hold office as a Director unless:

238 a. They were present at the meeting when the election or appointment took place and
239 they did not refuse to hold office as a Director; or

240 b. They were not present at the meeting when the election or appointment took place
241 and

242 i) They consented to hold office as a Director in writing before the election or
243 appointment or within ten days after it, or

244 ii) They had acted as a Director pursuant to the election or appointment.

- 245 c. A Director not elected for an expressly stated term ceases to hold office at the close
246 of the first annual meeting of members following the Director's appointment.
- 247 d. An appointed Director may be re-appointed each year at the Annual General
248 Meeting, in accordance with Appointment of Directors.
- 249 e. The appointed Director cannot hold an Executive Officer position.
- 250 30. **Regional Director**
- 251 a. A Regional Director must reside in the region that they represent. In the event a
252 regional representative is non-resident at the time of the election, the Board of
253 Directors may appoint a Regional Director who will hold office until the next regular
254 election. The appointed Regional Director may or may not be a regional resident.
- 255 b. To ensure a diversity of experience, a limit of two (2) members from any one
256 company or organization can be Directors at the same time.
- 257 **Board Term and Termination**
- 258 31. **At each annual meeting** at which an election of Directors is required, the members in
259 good standing shall, by ordinary resolution, elect Directors to hold office.
- 260 32. **Board members** shall serve for three years, to a maximum of two (2) three-year terms
261 within any seven-year period.
- 262 33. **Partial terms** served to fill unexpired Director vacancies shall not be counted toward
263 the two (2) elected term limit.
- 264 34. **Office Terms.** It is not necessary that all Directors elected at a meeting of members
265 hold office for the same term.
- 266 35. **Director vacancy.** The office of Director shall be automatically vacated if a Director
267 dies or:
- 268 a. Resigns or retires as a member or a Director by delivering a written resignation to
269 the secretary of the Corporation, in which case resignation of a Director becomes
270 effective at the time a written resignation is sent to the Corporation, or at the time
271 specified in the resignation, whichever is later;
- 272 b. Is found by a court to be of unsound mind;
- 273 c. Becomes bankrupt or insolvent;
- 274 d. Fails to attend three (3) consecutive meetings of the Board of Directors without prior
275 notice to the President in any twelve (12) month period where proper notice has
276 been given to such Director in accordance with these bylaws.
- 277 36. **Director Appointment.** If a vacancy is created by reason of the provisions of
278 paragraph 35 above, the remaining Directors may, by a majority vote among all
279 remaining Directors, fill the vacancy by appointing a member in good standing of the
280 Corporation, or such other person as may be acceptable to the Board of Directors. A
281 Director appointed to fill a vacancy holds office until the next Annual Meeting of
282 Members.
- 283 37. **Removal of Director.** The members of the Corporation may by ordinary resolution at a
284 meeting of the members remove any Director or Directors from office.

- 285 a. **Vacancy.** A vacancy created by the removal of a Director may be filled at the meeting
286 of the members at which the Director is removed or
- 287 b. **If all of the Directors** have been removed without replacement, a person who
288 manages or supervises the management of the business and affairs of the Corporation
289 is deemed to be a Director; but this does not apply to:
- 290 i) A lawyer, notary, accountant or other professional who participates in
291 the management of the Corporation solely for the purpose of providing
292 professional services; or
- 293 ii) A trustee in bankruptcy, receiver, receiver-manager or secured creditor
294 who participates in the management of the Corporation or exercises
295 control over its property solely for the purpose of the realization of
296 security or the administration of a bankrupt's estate, in the case of a
297 trustee in bankruptcy.
- 298 38. **Director Appointment.** If a vacancy is created by reason of the provisions of
299 paragraph 37 above, the remaining Directors may, by a majority vote among all
300 remaining Directors, fill the vacancy by appointing a member in good standing of the
301 Corporation, or such other person as may be acceptable to the Board of Directors. A
302 Director appointed to fill a vacancy holds office until the next Annual Meeting of
303 Members.

304

305 **Meetings of the Board of Directors**

- 306 39. **Meetings of the Board of Directors** may be held at any time and place to be
307 determined in advance by the Directors, provided that at least five (5) business days
308 written notice stating the time and place of the meeting is given, other than by mail, to
309 each Director. The Board of Directors will meet at least five (5) times in each calendar
310 year.
- 311 40. **Each Director** elected by the general membership or appointed by the board of
312 directors is authorized to exercise one (1) vote.
- 313 41. **Participation not in person.** Directors may participate in meetings of the Board and of
314 Committees by conference telephone call or other communications facilities that permit
315 everyone participating in the meeting to hear each other; and any Director participating
316 in a meeting by such means is deemed to be present at the meeting.
- 317 42. **Voting.** Voting at Board of Director Meetings shall be by majority vote. Any voting
318 between meetings must be in agreement by 100% of the Board of Directors. If not, the
319 vote will be deferred to the next board meeting.
- 320 43. **Resolution.** Any resolution in writing, signed within thirty (30) days of the date of the
321 resolution by all the Directors entitled to vote on that resolution at a meeting of Directors
322 or committee of Directors, is as valid as if it had been passed at a meeting of Directors
323 or committee of Directors.
- 324 44. **Director quorum.** A majority of the number of Directors constitutes a quorum at any
325 meeting of Directors, and, notwithstanding any vacancy among the Directors, a quorum
326 of Directors may exercise all the powers of the Directors.

327 45. **Minutes.** The minutes of the Board of Directors shall not be available to the general
328 membership of the Corporation, but shall be available to the Board of Directors, each of
329 whom shall receive a copy of such minutes within at least ten (10) business days after
330 each meeting.

331 **Indemnities to Directors and Others**

332 46. **The Corporation shall** indemnify the Directors and Officers of the Corporation, and
333 former Directors or officers of the Corporation or another individual who acts or acted at
334 the Corporation's request as a Director or officer, or an individual acting in a similar
335 capacity, of another entity, against all costs, charges and expenses, including an
336 amount paid to settle an action or satisfy a judgment, reasonably incurred by the
337 individual in respect of any civil, criminal, administrative, investigative or other
338 proceeding in which the individual is involved because of that association with the
339 Corporation or other entity.

340 47. **The Corporation shall** purchase and maintain insurance against any liability incurred
341 by an individual acting as a Director or Officer of the Corporation:

342
343 a. In the individual's capacity as a Director or officer of the Corporation; or

344 b. In the individual's capacity as a Director or officer, or similar capacity, of another
345 entity, if the individual acts or acted in that capacity at the Corporation's request.

346 48. **The Corporation shall** obtain and maintain at all times public liability insurance
347 coverage insuring the Directors and Officers from and against any liability to the public,
348 with limits of liability not to be less than two million dollars (\$2,000,000.00) and such
349 other insurance and coverage for such risks or causes as the Board may determine or
350 as may be determined by special resolution of the Corporation.

351 49. **Any insurance coverage** obtained by or on behalf of the Corporation shall not apply to
352 any acts, omissions, costs, charges, expenses, or other amounts sustained or incurred
353 through wilful neglect or default.

354 **Officers**

355 **Any Director** elected by the general membership may serve as an officer of the Corporation or
356 in any other capacity on behalf of the Corporation.

357
358 50. **Officers will be appointed** subject to the articles, the bylaws, or any unanimous member
359 agreement;

360 a. The Directors may designate the offices of the Corporation, appoint as Officers
361 persons of full capacity, specify their duties and delegate to them powers to manage
362 the business and affairs of the Corporation;

363 b. A Director serving their term as elected by the membership, may be appointed to
364 any office of the Corporation; and

365 c. The Privacy Officer may hold two offices of the Corporation.

366 51. **The Officers of the Corporation** shall be: President, Vice-President, Secretary,
367 Treasurer, and Privacy Officer, and any other officers as the Board of Directors may
368 determine by amending these bylaws.

369 52. **Terms of Office.**

370 a. The officers of the Corporation shall be appointed by resolution of the Board of
371 Directors at the first meeting after an annual meeting of members.

372 b. The offices of the Corporation are for a one year term and shall not be occupied by
373 the same individual for more than two (2) consecutive terms.

374 53. **Officer Vacancy.** The office of Officer shall be automatically vacated if an Officer dies
375 or:

376 a. Resigns or retires as a member or an Officer by delivering a written resignation to
377 the secretary of the Corporation, in which case resignation of an Officer becomes
378 effective at the time a written resignation is sent to the Corporation, or at the time
379 specified in the resignation, whichever is later;

380 b. Is found by a court to be of unsound mind;

381 c. Becomes bankrupt or insolvent;

382 d. Fails to attend three (3) consecutive meetings of the Board of Directors without prior
383 notice to the President in any twelve (12) month period where proper notice has
384 been given to such Officer in accordance with these bylaws.

385 54. **Officer Vacancy.** If a vacancy is created by reason of the provisions of paragraph 53
386 above, the remaining Directors may, by a majority vote among all remaining Directors,
387 fill the vacancy by appointing a Director, until the next Annual Meeting of Members.

388 **Committees and Commissions**

389 55. **Committees and Commissions.** The Board of Directors may appoint Commissions
390 and Committees, in addition to the Certification Commission and Education
391 Commission (as required pursuant to the International Affiliate Operating Agreement),
392 as it deems necessary, whose members will hold office at the will of the Board of
393 Directors; and the Board of Directors shall determine the duties of such Commissions
394 and Committees.

395 56. **Other Committees.** The Board of Directors may appoint other committees, as it deems
396 necessary, whose members will hold office at the will of the Board of Directors; and the
397 Board of Directors shall determine the duties of such committees.

398 **Financial Disclosure**

399 57. **The Corporation's financial statements** shall be kept at the Corporation's registered
400 office.

401 58. **Year End.** Unless otherwise ordered by the Board of Directors, the Corporation's fiscal
402 year end shall be December 31 in each year.

403 59. **Examination.** Members in good standing of the Corporation and their personal
404 representatives may on request examine the Corporation's financial statements during
405 the usual business hours of the Corporation and may make extracts free of charge.
406 The current approved financials will be provided.

407 60. **Signature.** The Directors of the Corporation shall approve the Corporation's financial
408 statement and the manual signature of one or more Directors or a facsimile of the
409 signatures reproduced in the statements shall evidence the approval.

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

413 **General Meetings**

414 62. **Annual General Meetings** of the members in good standing shall be held once in each
415 calendar year, and not more than fifteen (15) months shall elapse between the date of
416 one annual General Meeting and that of the next without a special resolution approved
417 by the Board of Directors. Notification of the Annual General Meeting shall be given to
418 all eligible members (30) thirty days prior to the meeting date.

419 63. **The annual or any other general meeting** of the members shall be held at the head
420 office of the Corporation or at any other place in Canada the Board of Directors may
421 determine, and on such day as the Directors shall appoint.

422 a. Subject to compliance with section 159 (Place of Members' Meetings) of the Act,
423 meetings of the members may be held at any place within Canada determined by the
424 board or, if all of the members entitled to vote at such meeting so agree, outside
425 Canada.

426 64. **The Board of Directors or the President**, or the Vice-President in the President's
427 absence, shall have the power to call a general meeting of the members of the
428 Corporation at any time.

429 65. **At every annual general meeting** of the members, and in addition to any other
430 business that may be transacted:

431 a. The report of the Directors, the financial statement, and the report of the auditors
432 shall be presented; and

433 b. Auditors shall be appointed for the ensuing year; however, if an auditor is not
434 appointed at a meeting of members, the incumbent auditor continues in office until a
435 successor is appointed; and

436 c. The members may consider and transact any business, either special or general.

437 **Quorum**

438 66. **Quorum.** A quorum at any meeting of the members (unless a greater number of
439 members are required to be present by the Act) shall be 20 members entitled to vote at
440 the meeting. If a quorum is present at the opening of a meeting of the members, the
441 members present may proceed with the business of the meeting even if the quorum is
442 not present throughout the meeting.

443 67. **Adjournment.** If a quorum is not present at the opening of a meeting of members, the
444 members present may adjourn the meeting to a fixed time and place but may not
445 transact any other business.

446 68. **Notice.** Notice of the time and place of a meeting of members shall be given to each
447 member entitled to vote at the meeting by the following means:

448 a. by mail, courier or personal delivery to each member entitled to vote at the meeting,
449 during a period of 21 to 60 days before the day on which the meeting is to be held;
450 or

451 b. by telephonic, electronic or other communication facility to each member entitled to
452 vote at the meeting, during a period of 21 to 35 days before the day on which the
453 meeting is to be held.

454 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of
455 the members is required to make any amendment to the bylaws of the Corporation to
456 change the manner of giving notice to members entitled to vote at a meeting of
457 members.

458 **Voting**

459 69. **Voting.** At each meeting of members of the Corporation, every question shall be
460 determined by a majority of votes unless otherwise specifically provided by the Act or by
461 these bylaws.

462 70. **Proxy Holder**

463 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members
464 may vote by proxy by appointing in writing a proxyholder who is required to be member in
465 good standing, to attend and act at the meeting in the manner and to the extent authorized
466 by the proxy and with the authority conferred by it subject to the following requirements:

- 467 a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of
468 that meeting after an adjournment;
- 469 b. a proxyholder has the same rights as the member by whom they were appointed,
470 including the right to speak at a meeting of members in respect of any matter, to
471 vote by way of ballot at the meeting, to demand a ballot at the meeting and, except
472 where a proxyholder or an alternate proxyholder has conflicting instructions from
473 more than one member, to vote at the meeting by way of a show of hands;
- 474 c. a form of proxy that, if signed, has the effect of conferring a discretionary authority in
475 respect of amendments to matters identified in the notice of meeting or other
476 matters that may properly come before the meeting must contain a specific
477 statement to that effect.
478

479 Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section
480 199 applies, a special resolution of each class of members) is required to make any
481 amendment to the articles or bylaws of the Corporation to change this method of voting by
482 members not in attendance at a meeting of members.

483 71. **Voting.** Voting at a meeting of members shall be by show of hands except where a
484 ballot is demanded by a member or proxy holder entitled to vote at the meeting.

485 72. **Ballot.** A member or proxy holder may demand a ballot either before or after any vote
486 by show of hands.

487 73. **Electronic voting.** Any vote referred to in clause 72 (above) may be held, in
488 accordance with the regulations, if any, entirely by means of a telephonic, electronic or
489 other communication facility, if the Corporation makes available such a communication
490 facility.

491 74. **Voting while participating electronically.** Unless the bylaws otherwise provide, any
492 person participating in a meeting of members and entitled to vote at that meeting may

493 vote by means of the telephonic, electronic or other communication facility that the
494 Corporation has made available for that purpose.

495 75. **Member resolutions.** Any resolution in writing, signed within thirty (30) days of the
496 date of the resolution by all the members and proxy holder entitled to vote on that
497 resolution at a meeting of members, is as valid as if it had been passed at a meeting of
498 Directors or committee of Directors.

499 **80. Notice**

500 **Notice.** Any notice (which term includes any communication or document), other than notice of
501 a meeting of members or a meeting of the board of directors, to be given (which term includes
502 sent, delivered or served) pursuant to the Act, the articles, the bylaws or otherwise to a
503 member, director, officer or member of a committee of the board or to the public accountant
504 shall be sufficiently given:

- 505 a. if delivered personally to the person to whom it is to be given or if delivered to such
506 person's address as shown in the records of the Corporation or in the case of notice to
507 a director to the latest address as shown in the last notice that was sent by the
508 Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of
509 change of directors) and received by the Director;
- 510 b. if mailed to such person at such person's recorded address by prepaid ordinary or air
511 mail;
- 512 c. if sent to such person by telephonic, electronic or other communication facility at such
513 person's recorded address for that purpose; or
- 514 d. if provided in the form of an electronic document in accordance with Part 17 of the Act.
515

516 A notice so delivered shall be deemed to have been given when it is delivered personally or to
517 the recorded address as aforesaid; a notice so mailed shall be deemed to have been given
518 when deposited in a post office or public letter box; and a notice so sent by any means of
519 transmitted or recorded communication shall be deemed to have been given when dispatched
520 or delivered to the appropriate communication company or agency or its representative for
521 dispatch. The secretary may change or cause to be changed the recorded address of any
522 member, director, officer, public accountant or member of a committee of the board in
523 accordance with any information believed by the secretary to be reliable. The declaration by the
524 secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive
525 evidence of the giving of such notice. The signature of any director or officer of the Corporation
526 to any notice or other document to be given by the Corporation may be written, stamped, type-
527 written or printed or partly written, stamped, type-written or printed.
528

529 **Auditors**

530 76. **The members shall,** at each annual general meeting, appoint an auditor to audit or
531 review the accounts of the Corporation for report to the members at the next annual
532 general meeting.

533 77. **Term.** The auditor shall hold office until the next annual general meeting provided that
534 the Directors may fill any casual vacancy in the office of the auditor.

535 78. **Remuneration.** The remuneration of an auditor may be fixed by ordinary resolution of
536 the members or, if not so fixed, may be fixed by the Directors.

- 537 79. **Limitation.** The members of the Corporation may resolve not to appoint an auditor;
538 however, such a resolution is valid only until the next succeeding annual meeting of
539 members.
- 540 80. **Notice to Auditor.** The auditor of the Corporation is entitled to receive notice of every
541 meeting of members and, at the expense of the Corporation, to attend and be heard on
542 matters relating to the auditor's duties.
- 543 81. **Duty to attend.** If a Director or member of the Corporation, whether or not the member
544 is entitled to vote at the meeting, gives written notice not less than ten (10) days before
545 a meeting of members to the Corporation's auditor or former auditor of the Corporation,
546 the auditor or former auditor shall attend the meeting at the Corporation's expense and
547 answer questions relating to their duties as auditor.

548 **Execution of Documents**

- 549 82. **The Board shall determine**, by resolution, the manner and which two (2) or more
550 Directors shall sign cheques, drafts, notes, contracts documents, and other instruments
551 and documents, including banking forms and authorities not required to under corporate
552 seal, all of which documents so signed shall be binding upon the Corporation without
553 any further authorization or formality.
- 554 83. **The Directors may** give the Corporation's power of attorney to any registered dealer in
555 securities for the purpose of transferring and dealing with any stocks, bonds, and other
556 securities of the Corporation.
- 557 84. **The Directors may**, by resolution, appoint an officer or officers to execute specific
558 contracts, documents, and instruments on behalf of the Corporation.
- 559 85. **The Directors may**, by resolution, instruct that the Corporation's seal be affixed to
560 contracts, banking documents, and other instruments signed on behalf of the
561 Corporation.

562 **Amendment of Bylaws**

- 563 86. Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal
564 any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw,
565 amendment or repeal shall be effective from the date of the resolution of directors until the
566 next meeting of members where it may be confirmed, rejected or amended by the members
567 by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as
568 amended by the members it remains effective in the form in which it was confirmed. The
569 bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at
570 the next meeting of members or if it is rejected by the members at the meeting.

571 This section does not apply to a bylaw that requires a special resolution of the members
572 according to subsection 197(1) (fundamental change) of the Act because such bylaw
573 amendments or repeals are only effective when confirmed by members.

574 **Rules and Regulations**

- 575 87. **The Board of Directors** may prescribe such rules and regulations not inconsistent with
576 these bylaws relating to the management and operation of the Corporation as they
577 deem expedient provided that such rules and regulations shall have force and effect
578 only until the next annual general meeting of the members of the Corporation at which

579 time they shall be confirmed, and failing such confirmation at such annual general
580 meeting, shall at and from that time cease to have any force or effect.

581 **88. Members Calling a Members' Meeting**

582 The board of directors shall call a special meeting of members in accordance with Section 167
583 of the Act, on written requisition of members carrying not less than 10% of the voting rights. If
584 the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any
585 member who signed the requisition may call the meeting.

586 **89. Discipline of Members**

587 The board shall have authority to suspend or expel any member from the Corporation for any
588 one or more of the following grounds:

- 589 a. violating any provision of the articles, bylaws, code of ethics/conduct or written policies
590 of the Corporation;
- 591 b. carrying out any conduct which may be detrimental to the Corporation as determined by
592 the board in its sole discretion;
- 593 c. for any other reason that the board in its sole and absolute discretion considers to be
594 reasonable, having regard to the purpose of the Corporation.

595 In the event that the board determines that a member should be expelled or suspended from
596 membership in the Corporation, the president, or such other officer as may be designated by
597 the board, shall provide twenty (20) days notice of suspension or expulsion to the member and
598 shall provide reasons for the proposed suspension or expulsion. The member may make
599 written submissions to the president, or such other officer as may be designated by the board,
600 in response to the notice received within such twenty (20) day period. In the event that no
601 written submissions are received by the president, the president, or such other officer as may
602 be designated by the board, may proceed to notify the member that the member is suspended
603 or expelled from membership in the Corporation. If written submissions are received in
604 accordance with this section, the board will consider such submissions in arriving at a final
605 decision and shall notify the member concerning such final decision within a further twenty (20)
606 days from the date of receipt of the submissions. The board's decision shall be final and
607 binding on the member, without any further right of appeal.

608 **90. Proposals Nominating Directors at Annual Members' Meetings**

609 Subject to the Regulations under the Act, any proposal may not include nominations for the
610 election of directors at the meeting at which the proposal is to be presented.

611 **91. Cost of Publishing Proposals for Annual Members' Meetings**

612 The member who submitted the proposal shall pay the cost of including the proposal and any
613 statement in the notice of meeting at which the proposal is to be presented unless otherwise
614 provided by ordinary resolution of the members present at the meeting.

615 **92. Invalidity of any Provisions of this Bylaw**

616 The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or
617 enforceability of the remaining provisions of this bylaw.

618 **93. Omissions and Errors**

619 The accidental omission to give any notice to any member, director, officer, member of a
620 committee of the board or public accountant, or the non-receipt of any notice by any such
621 person where the corporation has provided notice in accordance with the bylaws or any error in
622 any notice not affecting its substance shall not invalidate any action taken at any meeting to
623 which the notice pertained or otherwise founded on such notice.

624 **94. Mediation and Arbitration**

625 Disputes or controversies among members, directors, officers, committee members, or
626 volunteers of the Corporation are as much as possible to be resolved in accordance with
627 mediation and/or arbitration as provided in the section on dispute resolution mechanism of this
628 bylaw.

629

630 **95. Dispute Resolution Mechanism**

631 In the event that a dispute or controversy among members, directors, officers, committee
632 members or volunteers of the Corporation arising out of or related to the articles or bylaws, or
633 out of any aspect of the operations of the Corporation is not resolved in private meetings
634 between the parties, then without prejudice to or in any other way derogating from the rights of
635 the members, directors, officers, committee members, employees or volunteers of the
636 Corporation as set out in the articles, bylaws or the Act, and as an alternative to such person
637 instituting a law suit or legal action, such dispute or controversy shall be settled by a process of
638 dispute resolution as follows:

639 a. The dispute or controversy shall first be submitted to a panel of mediators whereby the
640 one party appoints one mediator, the other party (or if applicable the board of the
641 Corporation) appoints one mediator, and the two mediators so appointed jointly appoint
642 a third mediator. The three mediators will then meet with the parties in question in an
643 attempt to mediate a resolution between the parties.

644 b. The number of mediators may be reduced from three to one or two upon agreement of
645 the parties.

646 c. If the parties are not successful in resolving the dispute through mediation, then the
647 parties agree that the dispute shall be settled by arbitration before a single arbitrator,
648 who shall not be any one of the mediators referred to above, in accordance with the
649 provincial or territorial legislation governing domestic arbitrations in force in the province
650 or territory where the registered office of the Corporation is situated or as otherwise
651 agreed upon by the parties to the dispute. The parties agree that all proceedings

652 relating to arbitration shall be kept confidential and there shall be no disclosure of any
653 kind. The decision of the arbitrator shall be final and binding and shall not be subject to
654 appeal on a question of fact, law or mixed fact and law.

655 All costs of the mediators appointed in accordance with this section shall be borne equally by
656 the parties to the dispute or the controversy. All costs of the arbitrators appointed in
657 accordance with this section shall be borne by such parties as may be determined by the
658 arbitrators.