

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

THE SIGNALLERS CLUB OF CANADA INC

(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 – General

1.01 Definitions

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

- a. “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 (NFP Act) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. “Articles” means the legal document that governs the identity of the Corporation. It includes the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. “board” means the board of directors of the Corporation and “director” means a member of the board;
- d. “by-law” means this by-law and any other by-laws of the Corporation as amended and that are, from time to time, in force and effect to govern the internal workings of the Corporation;

- e. “executive committee” means the board of directors and designated officers of the Corporation together in a standing committee responsible for managing the affairs of the Corporation;
- f. “member” means a voting or non-voting member of the Corporation who has a number of rights as set out in the Act as well as the articles and by-laws of the Corporation;
- g. “meeting of members” includes an annual, a general or a special meeting of all members entitled to vote;
- h. “not-for-profit corporation” means a body corporate and politic, without share capital, for the purpose of carrying on, without pecuniary gain to its members, objects, to which the legislative authority of the Parliament of Canada extends, of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like objects. All property and funds of the Corporation and all profits of or other accretions to the Corporation shall be used in promoting the objects of the Corporation and no member shall have any right or claim to any such property, funds, profits or other accretions.
- i. “officer” means a member of the Corporation responsible to execute the duties of a particular office;
- j. “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k. “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act to serve notice of any matter that the member proposes to raise at a meeting. The Corporation shall include the proposal in the notice of meeting;
- l. “public accountant” means a person who is a member of the Chartered Accountants of Canada, Certified General Accountants or Certified Management Accountants, has an appropriate provincial license to conduct an audit and be independent of the Corporation;
- m. “Regulations” means the Regulations made under the Act, as amended, restated or in effect from time to time; and
- n. “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) members of the executive committee. In addition, the executive committee may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any signing member of the executive committee may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 Financial Year End

The financial year end of the Corporation shall be determined by the executive committee.

1.05 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the executive committee may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by members of the Corporation's executive committee and/or other person or persons the executive committee may by resolution from time to time designate, direct or authorize.

1.06 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.07 Property

The Corporation may acquire, hold, sell or lease real and immovable, personal and movable property and all funds received from any sales of such property shall be returned to the Corporation. Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees (persons and/or entities) within the meaning of subsection 248(1) of the Income Tax Act.

1.08 Borrowing Powers

Subject to the articles and if approved by the executive committee and confirmed by ordinary resolution of the members, the executive committee of the Corporation may from time to time borrow money on the credit of the Corporation.

1.09 Auditor

Pursuant to the Act the Corporation shall be identified as a non-soliciting corporation, i.e. one that does not receive public donations and/or government grants in excess of \$10,000 in a single financial year, for as long as its gross annual revenues are less than or equal to \$1 million. As such the members of the Corporation may, by unanimous vote, decide not to appoint a public accountant as defined in the Act. If a public accountant is not appointed the Corporation shall engage the services of an auditor who is independent of the Corporation and whose qualifications are acceptable to the executive committee. The auditor shall conduct audits of the Corporation's finances at least once every second financial year and after completing the audit shall table a report at the next annual meeting of members.

SECTION 2 – Membership - Matters Requiring Special Resolution

2.01 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation namely, Class A members and Class B members. The executive committee of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as specified herein or as may be prescribed by the executive committee by resolution. Members may also transfer between membership classes if deemed warranted by the executive committee. Corporations or other organizational entities may not be members. The following conditions of membership shall apply:

2.01.01 Class A Members:

- a. Voting membership shall be available only to individuals who have applied and been accepted for voting membership in the Corporation in one of the following Class A categories:
 - (1) **Ordinary Members:** all who served in or are serving members of the regular or reserve components of the Canadian Armed Forces (CF) Communications and Electronics (C&E) Branch, its component or predecessor communications organizations from the Royal Canadian Corps of Signals (RCCS), Royal Canadian Air Force (RCAF) or Royal Canadian Navy (RCN) or its successor organizations;

- (2) **Associate Members:** members and ex-members of the Department of National Defence (DND) or of allied forces whose work responsibilities are or were directly involved with communication systems;
- (3) **Life Members:** ordinary and associate members who have paid a single life-time membership fee or who have paid annual membership dues for at least six years, applied to be Life Members and paid a one-time memorial tribute;
- (4) **Family Members:** spouses of living or deceased ordinary, associate or life members; and
- (5) **Special Members:**
 - (a) Spouses of deceased members of the regular or reserve components of the CF C&E Branch, its component or predecessor communications organizations from the RCCS, RCAF or RCN who were not members of the Corporation but could have qualified as ordinary members prior to death. Each application shall be subject to the agreement of the executive committee and approval of the members; and
 - (b) serving members of the regular or reserve components of the CF C&E Branch, its component or predecessor communications organizations from the RCCS, RCAF or RCN who, while serving or on their retirement, applied for membership for one year free of dues prior to being offered an ordinary membership by the executive committee.

- b. The term of membership of a Class A voting member shall be annual except for life members, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the Articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- d. Each Class A member shall be entitled to hold office.

2.01.02 Class B Members:

- a. Non-voting membership shall be available only to individuals who have been selected and accepted for non-voting membership in the Corporation in the following Class B category:

Honorary Members: gentlemen or ladies who have at any time rendered special service to the Corporation or the communications organizations of the Canadian Armed Forces. Proposals for honorary members shall be submitted by any member in writing to the president and must receive the unanimous agreement of the executive committee and the approval of the members.

- b. The term of membership of a Class B non-voting member shall be annual unless otherwise specified and approved by the members, subject to renewal in accordance with the policies of the Corporation.
- c. Subject to the Act and the Articles, a Class B non-voting member shall not be entitled to hold office, receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by any of the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- b. by publishing the notice of meeting at least once in a publication of the Corporation that is sent to all members, during the period of 21 to 60 days before the meeting; or
- c. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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

2.03 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a member not in attendance but entitled to vote at a meeting of members may vote by proxy, mailed-in ballot or by means of telephonic, electronic or other communication facility in accordance with section 74 of the Regulations. Members participating in a meeting by telephonic means shall vote by voice. For all other voting methods except by proxy, members shall be directed to submit their votes to the secretary of the Corporation who, with the assistance of a third party, shall collect the votes, verify their validity, count them and tally the results. The secretary shall tally the results, ensuring that voters are not identified, in a document that identifies the proposal/agenda item being voted on and, together with the third party assistant, sign the document, present it to the chair of the meeting to table and finally, attach it to the minutes of the members' meeting at which the votes were used.

For votes by proxy – proxy forms shall be distributed to members with instructions to complete and forward them to their chosen proxies. The proxies can be either other voting members of the Corporation or the executive committee both of whom can present and exercise their received proxy votes at the meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 – Membership Regalia, Dues, Termination and Discipline

3.01 Regalia

The executive committee of the Corporation shall approve the design, manufacture and use of all logos, mottos and regalia items identifying the Corporation and its members. It shall take such actions as it deems necessary to protect such designs and it may on such terms as it deems proper, designate any party as an authorized manufacturer and distributor of such regalia.

3.02 Membership Dues

The executive committee shall review the Corporation's membership dues as required and submit any changes to the members for approval at their annual meetings. Annual dues shall be paid in advance. Honorary and family members and special members identified at section 2.01.01 a. (5) (a) of this by-law shall not pay dues. The term of membership of other members except for life members shall be for the calendar year. The executive committee may extend the term by a grace period extending to the end of the next annual meeting if it is deemed necessary to provide members more time to pay their dues. Members shall be notified in writing of the membership dues payable by them at any time and, if any are not paid by the annual meeting following the end year membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.03 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. the member fails to maintain any qualifications for membership described in section 2.01 of this by-law;
- c. the member resigns by delivering a written resignation to the president of the executive committee in which case such resignation shall be effective on the date specified in the resignation;

- d. the member is expelled in accordance with section 3.04 of this by-law or is otherwise terminated in accordance with the Articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

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

3.04 Discipline of Members

Pursuant to subsection 158 of the Act the executive committee shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

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

In the event that the executive committee after thorough consideration and consultation determines that a member should be permanently expelled or temporarily suspended from membership in the Corporation, the president, or such other officer as may be designated by the executive committee, shall provide twenty (20) days written notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written and/or oral submissions to the executive committee, in response to the notice received within such twenty (20) day period. In the event that no written and/or oral submissions are received by the executive committee, the president, or such other officer as may be designated by the executive committee, may proceed to notify the member in writing that the member is suspended or expelled from membership in the Corporation. If written and/or oral submissions are received in accordance with this section, the executive committee will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The executive committee's decision shall be final and binding on the member, without any further right of appeal. Membership dues and enrolment fees shall not be returned to the member.

SECTION 4 – Meetings of Members

4.01 Types and Conduct of Meetings

Members of the Corporation shall meet at one or more of the following meetings when notified by the executive committee in accordance with section 2.02 of this by-law. Meetings can also be requested by any group of members who hold five percent (5%) of the votes. All meetings shall be conducted in accordance with the current edition of *Bourinot's Rules of Order*.

- a. **Annual Meeting:** a meeting that must be held each calendar year to conduct the business of the Corporation as specified in the by-laws. At a minimum the members shall consider financial statements and the public accountant's report, elect the directors and officers of the executive committee and appoint the public accountant.
- b. **General Meeting:** a meeting that may be held at any time to update the members and continue conducting the Corporation's business.
- c. **Special Meeting:** a meeting that may be held at any time to address an item or items of business that are of special interest to the Corporation.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the executive committee, the Corporation's public accountant and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of the Corporation to be present at the meeting. Any other person or persons may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.03 Chair of the Meeting

The president or if absent the vice president shall chair meetings of members. In the event that the president and the vice president are both absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least fifteen (15) of those members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Votes to Govern

At any meeting of members every resolution shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a simple majority of the votes cast on the resolution. Votes may be cast by a show of hands, a ballot and/or received by means of telephonic, electronic or other communication facility. A poll of votes may also be requested by a member(s); it shall be taken in such a manner as the chair of the meeting directs. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 – Executive Committee

5.01 Election and Term

In accordance with the Articles, the members shall elect by ordinary resolution at annual meetings the directors and officers constituting the members of the executive committee of the Corporation, a minimum of four (4) directors must be elected. Directors and officers shall be elected to hold office for a term expiring within the prescribed period set out in the Regulations and specifically not later than the close of the first annual meeting of members following their election.

5.02 Description of Offices

The executive committee shall be responsible for developing and implementing the strategic plans and policies of the Corporation and for managing its day-to-day affairs. The executive committee may, subject to the Act, modify, restrict or supplement the duties and powers of the directors and officers of the Corporation, for example, by combining two offices such as those of the secretary and the treasurer. Unless otherwise specified by the executive committee and if directors and officers are designated and voted in by a majority of the members at their annual meeting, they shall have the following duties and powers associated with their positions:

- a. **President:** If elected, the president shall be a director and act as the chair of the executive committee and chief executive officer (CEO) of the Corporation. The president shall:
 - (1) when present, preside at all meetings of the executive committee and of the members;
 - (2) have general supervision of the affairs of the Corporation subject to the authority of the executive committee;
 - (3) ensure the Corporation complies with the Act and its governing Articles and by-laws; and
 - (4) have such other duties and powers as the executive committee may specify.

- b. **Immediate Past President:** If elected, the immediate past president shall be a director and bring continuity to the executive committee by virtue of his/her experience and by providing advice and sage counsel. The immediate past president shall:
 - (1) chair the nominating committee described in section 6.07 a. of this by-law;
 - (2) on receiving notice of a member's serious illness or demise and when more information is needed to determine the member's situation, the immediate past president shall contact or arrange for someone to contact the member, family and/or friends to gather this information and distribute it to the executive committee and other members as required; and
 - (3) have such other duties and powers as the executive committee may specify.
- c. **Vice President:** If elected, the vice president shall be a director. The vice president shall assume all duties and powers of the president if the president is absent or is unable or refuses to act. The vice president shall have such other duties and powers as the executive committee may specify.
- d. **Secretary:** If elected, the secretary shall be a director and attend and be the secretary of all meetings of the executive committee, members and other committees as required. The secretary shall:
 - (1) enter or cause to be entered in the Corporation's minute book, approved minutes of all proceedings at such meetings;
 - (2) give, or cause to be given, as and when instructed, notices to the Corporation's members, directors, officers, public accountant and members of committees;
 - (3) conduct the routine correspondence of the Corporation;
 - (4) prepare external correspondence for the president's signature;
 - (5) maintain a filing system for and be the custodian of all books, papers, records, documents and other instruments, no matter their media, belonging to the Corporation as required by the Act, except for those assigned to other directors and officers by the executive committee;
 - (6) pick up and distribute the Corporation's mail;
 - (7) maintain and update the Corporation's Book of Remembrance; and
 - (8) have such other duties and powers as the executive committee may specify.

- e. **Treasurer:** If elected, the treasurer shall be a director and oversee the management and reporting of the Corporation's finances. The treasurer shall:
- (1) develop, obtain approval of and monitor adherence to the Corporation's financial management policies and procedures;
 - (2) prepare, obtain approval of and monitor adherence to the Corporation's Fiscal Year (FY) budgets;
 - (3) maintain accounts of the actual revenues and expenses in accordance with generally accepted accounting principles and practices;
 - (4) ensure that discretionary expenditures are approved by the executive committee;
 - (5) prepare, submit and present financial reports and statements as and when necessary;
 - (6) maintain banking and investment accounts, sign and obtain a second signature on all cheques and invest excess funds in accordance with the Corporation's policies;
 - (7) prepare and submit the Corporation's annual tax returns to the Canada Revenue Agency (CRA);
 - (8) keep the executive committee and members regularly informed of key financial events, trends, concerns, and provide assessments of the Corporation's fiscal health;
 - (9) prepare and maintain financial records, accounts and statements for audit; and
 - (10) have such other duties and powers as the executive committee may specify.
- f. **Membership Officer:** If elected the membership officer shall be a director and manage the Corporation's membership lists. The membership officer shall:
- (1) review and approve or recommend the rejection of membership applications and renewals;
 - (2) submit recommendations to reject membership applications and renewals to the executive committee for decision and, if confirmed, draft a notice of decision to the applicant for the president's signature;
 - (3) track payments of members' annual membership renewals and if necessary notify them in writing of their dues payable in accordance with section 3.02 of this by-law;

- (4) prepare membership application forms;
 - (5) prepare and mail new member welcome packages;
 - (6) maintain the membership database and lists of deceased members, spouses and comrades; and
 - (7) have such other duties and powers as the executive committee may specify.
- g. **Public Relations Officer (PRO):** If elected the PRO shall be a director and coordinate the flow of news and information between the Corporation and its members, associate organizations and the general public in accordance with the Corporation's public affairs policies. The PRO shall:
- (1) prepare and distribute or receive and forward news bulletins and newsletters;
 - (2) oversee the operation of and coordinate updates of the Corporation's website , blog and social media accounts;
 - (3) be the executive committee's primary point of contact for the Corporation's internet service provider (ISP), webmaster and system administrator; and
 - (4) have such other duties and powers as the executive committee may specify.
- h. **Entertainment Officer:** If elected the entertainment officer shall be a director and organize and run the Corporation's entertainment functions and activities. The entertainment officer shall:
- (1) chair any ad hoc entertainment committees required for this purpose;
 - (2) budget and manage the functions' finances in accordance with the Corporation's financial policies;
 - (3) advise and assist other members who volunteer to organize and run specific entertainment events; and
 - (4) have such other duties and powers as the executive committee may specify.
- i. **Sergeant-at-arms (Sgt-at-arms):** If elected the Sgt-at-arms shall be a director and be responsible for certain ceremonial and custodial functions of the Corporation. The Sergeant-at-arms shall:
- (1) maintain a list of volunteers to assist as honorary pallbearers;
 - (2) maintain the funeral service dress accoutrements provided by the Corporation;

- (3) coordinate any assistance requested of the Corporation to maintain the Royal Canadian Corps of Signals War Memorial at the Vimy Gate and other like memorials;
- (4) escort the president or representative at wreath laying ceremonies such as Remembrance Day and the Major Bruce Carruthers' Gravesite Service;
- (5) maintain an inventory of the Corporation's capital property in consultation with the secretary and treasurer; and
- (6) have such other duties and powers as the executive committee may specify.

Pursuant to subsection 128(8) of the Act the executive committee may appoint additional directors and officers for a term expiring not later than the close of the next annual meeting of members but the total number of directors and officers appointed may not exceed one-third (1/3) of the number of directors and officers elected at the previous annual meeting. The powers and duties of these additional directors and officers shall be such as the terms of their engagement call for or the executive committee requires of them.

5.03 Vacancy in Office

In the absence of a written agreement to the contrary, the members may remove, by majority vote whether for cause or without cause, any director or officer of the Corporation. Unless so removed, a director or officer shall hold office until the earlier of:

- a. the director/officer's successor being appointed;
- b. the director/officer's resignation; or
- c. such director/officer's incapacitation or death.

If the office of any director or officer of the Corporation shall be or become vacant, the executive committee may, by resolution, appoint a person to fill such vacancy until the next annual meeting at which time the appointment must be confirmed by the members.

5.04 Expenditure Limits and Remuneration of Expenses

The executive committee may impose expenditure limits on itself in order to ensure that proposed major expenditures are given full and proper consideration and if necessary brought to the members for approval. Such limits shall be approved by the executive committee and published in the minutes of the meeting at which they were approved.

The executive committee may fix the remuneration of expenses reasonably incurred by directors, officers and members while conducting the business of the Corporation.

5.05 Honorary Director

The executive committee may invite a distinguished outsider to become an honorary director and member whose affiliation with the Corporation would be welcome. This shall be an honorific title subject to the provisions of section 2.01.02 of this by-law and shall be offered in recognition of the individual's strong interest in furthering the purpose and activities of the Corporation. If the distinguished individual being considered is already a member then that member shall be transferred to Class B membership on acceptance of the position.

SECTION 6 – Meetings of Executive Committee

6.01 Calling of Meetings

Meetings of the executive committee may be called by the president, the vice-president or any two (2) directors at any time. All meetings shall be conducted in accordance with the current edition of *Bourinot's Rules of Order*.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the executive committee shall be given in the manner provided in section 7.01 of this by-law to every member of the executive committee not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the members are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the executive committee shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the executive committee shall be those entitled to vote at the meeting, the Corporation's public accountant and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of the Corporation to be present at the meeting. Any other person or persons may be admitted only on the invitation of the chair of the meeting or by resolution of the executive committee.

6.04 Chair of the Meeting

The president or if absent the vice president shall chair meetings of the executive committee. In the event that the president and the vice president are both absent, the

directors and officers who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

6.05 Quorum

A quorum at any meeting of the executive committee (unless a greater number of members are required to be present by the Act) shall be at least four (4) of those executive committee members entitled to vote at the meeting. If a quorum is present at the opening of the meeting, the executive committee members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.06 Votes to Govern

At all meetings of the executive committee every resolution shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by a majority of the votes cast on the resolution. Votes may be cast by a show of hands, a ballot and/or received by means of telephonic, electronic or other communication facility. A poll of votes may also be requested by a member(s); it shall be taken in such a manner as the chair of the meeting directs. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.07 Other Committees

The executive committee may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the executive committee shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the executive committee may from time to time make. Any committee member may be removed by resolution of the executive committee.

Subject to the oversight and authority of the executive committee, the following committees shall have permanent standing in the Corporation:

- a. **Nominating Committee:** shall be responsible to canvas the members of the Corporation for worthy individuals willing to stand for election at an annual meeting as directors and officers comprising the executive committee. The nominating committee shall be chaired by the immediate past president and consist of at least two (2) other members of the Corporation as well as the secretary. The nominating committee shall be formed and its members appointed by the president at least ninety (90) days prior to the annual meeting at which the directors and officers are to be elected. If the immediate past president cannot chair the meetings the president shall appoint a replacement. The nominating committee shall present a list of proposed nominations to the executive committee prior to the members' annual meeting.
- b. **Counsellor Committee:** The immediate past president plus all available past presidents shall constitute the counsellor committee. Its purpose shall be to provide a

steadying influence on the Corporation by providing advice and assistance to the executive committee and members on long-term and sensitive matters. This may include assessing and reporting on how well the Corporation has:

- (1) stayed true to its not-for-profit status;
- (2) abided by its Articles and by-laws; or
- (3) treated its members equally and fairly in particular in matters of members' discipline.

The counsellor committee shall also support the executive committee in accomplishing the Corporation's goals and, through its personal and business connections, induce others to support the Corporation, become members and volunteer to become directors or officers. The counsellor committee shall be convened and tasked by and be responsible only to the executive committee; it will have no authority to make decisions.

SECTION 7 – Notices

7.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than that otherwise specified in this by-law for a notice of a meeting of members or of the executive committee, pursuant to the Act, the Articles, the by-laws or otherwise to a member, director, officer or member of a committee or to the Corporation's public accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of

transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.02 Invalidity of any Provisions of this By-law

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

7.03 Omissions and Errors

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

SECTION 8 – Dispute Resolution

8.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers or committee members of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in section 8.02 of this by-law.

8.02 Dispute Resolution Mechanism

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

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party, which could be the executive committee, appoints one mediator, and the two mediators so appointed jointly appoint

a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 9 – Effective Date

9.01 Approval

By-laws requiring only an ordinary resolution can be made, amended or repealed by the executive committee. The resolution takes effect immediately but it shall be submitted at the next meeting of members. The members shall vote to confirm, amend or reject the change to the bylaws. By-laws shall be filed with Corporations Canada within twelve (12) months of their being confirmed by members. The executive committee cannot make by-laws that require a special resolution of members.

9.02 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the executive committee.

CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the executive committee of the Corporation by resolution on the 25th day of April, 2013 and confirmed by the members of the Corporation by special resolution on the 27th day of April 2014.

Dated as of the 20th day of August, 2014.

Original signed by:

Anthony F Charters, President

Record of Amendments

<u>Version</u>	<u>Section(s) Amended</u>	<u>Approved by</u>	<u>Date Approved</u>
1	Original	Corporations Canada	20 August 2014
2	2.01.01 a. (3)	Members' Meeting	29 October 2017
3	2.01.01 a. (5) (b)	Members' Meeting	28 October 2018