

BY-LAW NO. 1

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

**THE COUNCIL OF CANADIANS
LE CONSEIL DES CANADIENS**

(the “Corporation”)

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WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 11th day of August, 1986;

AND WHEREAS the Corporation has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect in accordance with Section 12.01 and upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

**SECTION 1
INTERPRETATION**

1.01 Definitions

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

- a) “Act” means the *Canada Not-For-Profit Corporations Act S.C. 2009, c.23* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) “articles” means the original or restated articles of incorporation or articles of

amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

- c) “board” means the board of directors of the Corporation and "director" means a member of the board;
- d) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- e) “Council” means the collective membership of the Corporation;
- f) “Council meeting” includes an annual meeting of members or a special meeting of members; “special Council meeting” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g) “members” means a member of the Corporation in accordance with section 3.01;
- h) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
- i) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 of the Act;
- j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- k) “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

The following rules of interpretation will apply to this by-law, (unless the context otherwise requires):

- a) words importing the singular number only will include the plural and *vice versa*;
- b) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- c) words referring to gender include the feminine, masculine and neuter genders; and
- d) the by-laws of the Corporation will be strictly interpreted at all times in accordance with and subject to the purposes contained in the articles of the Corporation.

SECTION 2
FINANCIAL AND OTHER MATTERS

2.01 Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.03 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

2.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the members between 21 to 60 days before the day on which a Council meeting is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a member declines to receive them. Alternatively, the Corporation may give notice to the members stating that such documents are available at the registered office of the Corporation and any member may request a copy free of charge at the registered office or by prepaid mail.

2.05 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the board shall determine which officer of the Corporation shall be the custodian of the corporate seal.

2.06 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) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.07 Governance Policies

The board may adopt, amend, or repeal by resolution such governance policies that are not inconsistent with the by-laws of the Corporation relating to such matters as chapters, terms of

reference of committees, duties of officers, code of conduct of board members and conflict of interest, as well as procedural and other requirements relating to the by-laws, as the board may deem appropriate from time to time. Any governance policy adopted by the board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

SECTION 3 **MEMBERSHIP**

3.01 Conditions of Membership

Pursuant to the articles, there shall be one class of members. Canadian citizens or individuals resident in Canada who support the vision, purpose, mission and principles of the Corporation may become members through one of the following categories:

- (a) Chapters;
- (b) Affiliated Groups;
- (c) First Nations;
- (d) Directors of the Corporation; and
- (e) other individuals admitted by the Board, except that the number of members admitted pursuant to this paragraph may not exceed one third (1/3) of the number of members admitted pursuant to paragraphs (a) through (d) combined.

Each category shall have the privileges and pay the membership fee set out in the governance policies. Members must apply for and be admitted into membership in accordance with the Corporation's governance policies.

3.02 Supporter

The Board may approve a category of **Supporter** of the Council, which are those individuals, proprietorships, partnerships or incorporated companies which support the Council's purposes, as further described in the governance policies. **Supporters** shall not be members of the Corporation and shall have no voting privileges in the Corporation.

3.03 Transferability

A membership may only be transferred to the Corporation.

3.04 Rights of Members

A member of the Corporation shall have the right to receive notice of, attend, speak and participate in all Council meetings and the right to one (1) vote at all Council meetings.

3.05 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies;
- (b) the member fails to maintain the qualifications for membership set out in Section 3.01;
- (c) the member resigns;
- (d) the member's term of membership expires, if applicable;
- (e) the member is removed by the board in accordance with Section 3.06;

Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist. Where a person is no longer a member, then such person shall be deemed to have also automatically resigned as a director, an officer and/or a committee member, as applicable, provided that the board may in its discretion subsequently re-appoint such individual as a committee member if the board deems it appropriate in the circumstances.

3.06 Discipline of Members

The board may suspend or remove any member from the Corporation for any one or more of the following grounds:

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

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chair of the board shall provide to the member twenty (20) days notice of suspension or removal and shall provide reasons for the proposed suspension or removal. The member may make written submissions to the chair of the board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair of the board, he/she may proceed to notify the member that the member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this Section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be made by a special resolution and shall be final and binding on the member, without any further right of appeal.

SECTION 4
MEETINGS OF MEMBERS

4.01 Place of Meetings

In accordance with and subject to the Act, Council meetings may be held at any place within Canada as the board may determine.

4.02 Annual Meeting

An annual Council meeting shall be held at such time in each year, as the board may from time to time determine, provided that the annual Council meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual Council meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.03 Special Meeting

The board may at any time call a special Council meeting for the transaction of any business which may properly be brought before the members. In accordance with and subject to the Act, on written requisition by members carrying not less than five percent (5%) of the votes that may be cast at a Council meeting sought to be held, the board shall call a special Council meeting, unless the exceptions in the section 167 of the Act are met. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.04 Special Business

All business transacted at a special Council meeting and all business transacted at an annual Council meeting, except consideration of the financial statements, public accountant's report, election of directors and appointment of the public accountant, is special business.

4.05 Notice of Meeting of Members

In accordance with and subject to the Act, notice of the time and place of a Council meeting shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to 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.

Where the Corporation provides notice electronically, and if a member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the member so requesting in the period set out in section 4.05(b).

Notice of a Council meeting shall also be given to each director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held.

Notice of any Council meeting at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any special resolution or by-law to be submitted to the meeting. The directors may fix a record date for determination of members entitled to receive notice of any Council meeting in accordance with the requirements of Section 161 of the Act. Subject to the Act, a notice of members' meeting provided by the Corporation shall include any proposal submitted to the Corporation under Section 4.15.

4.06 Persons Entitled to be Present

The only persons entitled to be present at a Council meeting shall be those entitled to vote at the meeting, the directors, the officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, policies or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.07 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of them to chair the meeting.

4.08 Quorum

Subject to the Act, a quorum at any Council meeting shall be thirty (30) members present at the meeting and who are in good standing for thirty (30) days prior to the meeting. To be a member in good standing, the member must have paid any membership dues owing to the Corporation and met any additional requirements set out in the governance policies. If the Corporation has fewer than thirty (30) members, then the member(s) present in person who are in good standing constitutes a meeting. If a quorum is present at the opening of a Council meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person or by telephonic and/or by other electronic means.

4.09 Votes to Govern

At any Council meeting every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by ordinary resolution. In case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to an original vote.

4.10 Show of Hands

Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of members shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may

be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility.

4.11 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Council meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a Council meeting pursuant to this Section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.12 Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a Council meeting, those directors or members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.13 Voting by Electronic Means

Notwithstanding any other provision of this by-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 4.11 and Section 4.12 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

4.14 Proposals at Annual Meeting

Subject to compliance with Section 163 of the Act, a member entitled to vote at an annual Council meeting may submit to the Corporation notice of any matter that the member proposes to raise at the annual Council meeting (a “proposal”). Any such proposal may include nominations for the election of directors if the proposal is signed by not less than five percent (5%) of the members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting and if so requested by the member, shall also include a statement by the member in support of the proposal and the name and address of the member. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

4.15 Resolution in Lieu of Meeting

In accordance with and subject to the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a Council meeting, unless a written statement is submitted to the Corporation by a director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the members shall be kept with the minutes of Council meetings.

SECTION 5
DIRECTORS

5.01 Number of Directors

The board shall consist of between the minimum and maximum number of directors specified in the articles. The precise number of directors on the board shall be determined from time to time by the members by ordinary resolution, or, if the ordinary resolution empowers the directors to determine the number of directors, by resolution of the board.

5.02 Qualifications

Each director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a director. A director shall, at the time of his or her election (or within ten (10) days thereafter), and during the term of office as a director, be a member of the Corporation in good standing.

5.03 Election, Term and Composition

- (a) Subject to the articles, the directors shall be elected and shall retire in rotation every two (2) years. The terms of office of incumbent directors will continue for the remainder of the current term of such directors. Subsequently at each annual Council meeting thereafter, members of the board shall be elected to fill the position of those members of the board whose term of office has expired and each director so elected shall hold office until the close of the second annual Council meeting after his or her election. The directors may change the terms of office of directors in order to give effect to the desired rotation.
- (b) The chair of the board will be subject to election each year.
- (c) If directors are not elected at a Council meeting, the incumbent directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election without limitation.
- (e) Every election of directors shall be carried out with reference to the report of the nominating committee. The nominating committee's report shall include a slate of candidates for election to the board, which shall include candidate(s) for chair and representatives of the chapters from each of the regions, as determined in accordance with governance policies.

5.04 Appointment by Directors

Pursuant to the Articles, the board may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

5.05 Ceasing to Hold Office

A director ceases to hold office when the director dies, resigns, fails to attend two (2) consecutive meetings of the board (unless otherwise determined by the board), is removed from office by the members in accordance with Section 5.07, or no longer fulfils all of the qualifications to be a director set out in Section 5.02 as determined in the sole discretion of the board. Where a person is no longer a director, then such person shall be deemed to have also automatically resigned as a member, an officer (if it is a requirement to be a director to hold that particular officer position) and/or a committee member, as applicable, provided that the board may in its discretion subsequently re-appoint such individual as a committee member if the board deems it appropriate in the circumstances.

5.06 Resignation

In accordance with and subject to the Act, a 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.

5.07 Removal

In accordance with and subject to the Act, the members may, by ordinary resolution, passed at a Council meeting, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

5.08 Filling Vacancies

In accordance with and subject to the Act and the articles, a quorum of the board may fill a vacancy on the board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any Council meeting. If there is not a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the number of directors required to be elected at any Council meeting, the board shall forthwith call a special Council meeting to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of his/her predecessor.

**SECTION 6
MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board or any six (6) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 10.01 of this by-law to every director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be

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

6.03 Regular Meetings

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

6.04 Participation at Meeting by Telephone or Electronic Means

If all of the directors consent, a director may, in accordance with the Regulations, participate in a board meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the board and committees of the board.

6.05 Votes to Govern

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

6.06 Quorum

A quorum shall be a majority of the number of directors determined in accordance with section 5.01. For the purpose of determining quorum, a director may be present in person, or, if authorized under this by-law, by teleconference and/or by other electronic means.

6.07 Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a board meeting, shall be as valid as if it had been passed at a board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board or committee of directors.

6.08 Disclosure of Interest

Every director and officer shall disclose to the Corporation the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in the Act.

SECTION 7
OFFICERS

7.01 Appointment

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may or may not be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person. The term of office of officers shall be one (1) year unless otherwise determined by the board by resolution.

7.02 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the board may specify from time to time:

- a) **Chair of the Board** – The chair of the board shall be a director and chief executive officer of the Corporation. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of Council meetings. The chair shall have such other duties and powers as the board may specify.
- b) **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, shall, when present, preside at all meetings of the board of directors. The vice-chair shall have such other duties and powers as the board may specify.
- c) **Executive Director** – The board may appoint an executive director who shall have full power to manage and direct the business and affairs of the Corporation, subject to the direction and authority of the board. The executive director shall implement the decisions of the board of directors. The executive director shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. The executive director shall be accountable to the board of directors, attend all meetings of the board when asked and perform all duties and responsibilities assigned to him or her by the board of directors.
- e) **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- f) **Treasurer** – The treasurer shall be a director. The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as for the deposit of money, the safe-keeping of securities and disbursements of funds of the Corporation. Whenever required, the treasurer shall render to the board an account of all

financial transactions and of the financial position of the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the board or chair requires of them. The board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

7.03 Vacancy in Office

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

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- d) such officer's death.

If any office of the Corporation shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy.

**SECTION 8
COMMITTEES**

8.01 Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, invest it with such powers as the board shall see fit. Any committee member may be removed by the board. Unless otherwise determined by the board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure. Terms of reference of committees shall be contained in the Corporation's governance policies.

8.02 Executive Committee

The board shall appoint an executive committee composed of the chair, the vice-chair, the treasurer, the secretary (if a director) and two (2) additional directors. If the secretary is not a director a third additional director shall be appointed. The executive director and secretary (if not a director) are entitled to receive notice of and attend meetings of the executive committee. The board may delegate to the executive committee any of the powers of the board, except those powers which may not be delegated by the board pursuant to subsection 138(2) of the Act. A quorum shall be four (4) members of the committee present in person, or, if authorized under this by-law, by teleconference and/or by other electronic means.

8.03 Nominating Committee

The board shall appoint a nominating committee and may, by governance policies, set out terms

of reference and process for this committee. The nominating committee shall coordinate the nomination process for directors and the chair to be proposed for election at the annual meeting: More specifically, it shall:

- a) propose to the board for adoption appropriate nomination guidelines to meet identified needs on the board and that strive to achieve gender balance; reflect Canada's cultural, ethnic, generational, economic and other diversity; and reflect regional membership and activity;
- b) obtain from the chapters the name and curriculum vitae of each regional nominee;
- c) be bound by the board composition as stated in section 5.03 above, including by the regional nominations representing chapters; and
- d) shall circulate the list of candidates to all members at least 21 days before the annual meeting.

The past chair shall be the chair of the nominating committee. In the absence of the past chair, the directors shall choose one of themselves as the chairperson of the nominating committee.

SECTION 9 **CHAPTERS**

9.01 Chapters of the Corporation

Chapters are the main vehicle to involve Supporters and affiliates directly in the campaigns and ongoing work of the Corporation. The board may establish governance policies concerning the certification, conduct and decertification of chapters as well as rules and regulations applying to chapters. Chapters shall notify the Corporation in writing of the name of the individual selected to be admitted as a member of the Corporation. A chapter may change its representative by written notice to the Corporation.

SECTION 10 **NOTICES**

10.01 Method of Giving Notices

Subject to Section 4.01 and 6.02, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer, member of a committee of the board, or the public accountant shall be given sufficiently:

- (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 filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid mail; or
- (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 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 of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, or printed or partly written, stamped, or printed.

10.02 Computation of Time

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

10.03 Undelivered Notices

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

10.04 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person 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.

10.05 Waiver of Notice

Any member, director, officer, member of a committee of the board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

SECTION 11
ARTICLES AND BY-LAWS

11.01 Amendment of Articles

The articles of the Corporation may only be amended if the amendment is sanctioned by a special resolution of the members. Any amendment to the articles is effective on the date shown in the certificate of amendment.

11.02 By-laws to be Confirmed by Special Resolution

In accordance with the articles and subject to the Act, any by-law, amendment or repeal of a by-law shall require confirmation by special resolution of the members.

11.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the articles and Section 11.04 of this by-law, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next Council meeting where it may be confirmed, rejected or amended by the members by special resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next Council meeting or if it is rejected by the members at the meeting.

11.04 Effective Date of By-law, Amendment or Repeal under Subsection 197(1)

A special resolution of the members is required to make any amendment to the articles or the by-laws of the Corporation with respect to the matters listed in subsection 197(1) of the Act. A by-law made, amended or repealed under subsection 197(1) is effective from the date of the special resolution of members approving such by-law, amendment or repeal and need not be submitted to the Board for approval.

SECTION 12
EFFECTIVE DATE

12.01 Effective Date

This by-law is effective on the date on which it is approved by special resolution of the members.

1 August 2013

ENACTED by the directors of the Corporation this _____ day of _____, 2013.

Chair of the Board

Secretary

APPROVED by the members of the Corporation this _____ day of _____, 2013.

Secretary

[Major changes or key issues are highlighted]

GOVERNANCE POLICIES

Policies relating generally to the transaction of the business and affairs of
The Council of Canadians - Le conseil des canadiens

APPROVED BY THE BOARD OF DIRECTORS

VISION STATEMENT (approved June 2011)

MEMBERS, SUPPORTERS AND AFFILIATED ORGANIZATIONS (For discussion and approval by Board of Directors)

Member

1. As provided in the *Not-for-profit Corporations Act*, members of the Council have the following rights:
 - To attend and vote at the Annual General Meeting on all matters
 - To elect the directors and to remove any of them
 - To receive the Report of the Public Accountant
 - To appoint the public accountant
 - To initiate amendments to Articles 2, 5, 10 and 11 of the By-laws
 - To receive a copy of the Annual Report. A summary of the Annual Report will be published in a regular Council publication and a copy of the full report will be available on request.
2. Members of the Council shall also have the right to consult on Council policies and procedures.
3. As provided in the By-laws, members of the Council shall be selected by each Chapter, each Affiliated Organization and First Nation, and the Board of Directors.
4. To qualify to be a member, s/he must also be a Supporter.

Supporter

1. Any individual who makes a financial contribution to the Council of Canadians and who supports its vision, mission and principles will be considered a Supporter of the Council of Canadians. As activists and financial contributors, Supporters are essential to the work of the Council.
2. Supporters of the Council have the right to consult on the governance, finances, policies and procedures of the Council at meetings which the Board of Directors may call for these purposes. Supporters also have the right to receive a copy of the Annual Report.

[Major changes or key issues are highlighted]

Affiliated Organization/First Nations

3. The Board of Directors may from time to time approve affiliation for organizations and for First Nations which endorse the vision, mission and principles of the Council. Affiliate status will require the payment of an affiliation fee as determined by the Board of Directors.
4. Pursuant to section 3.01 of the By-laws, each Affiliated Organization and First Nation may appoint one member of the Council of Canadians who shall serve at the pleasure of the Organization/Nation. The name of the member shall be provided to the Board of Directors in sufficient time to permit the Board to conform to the AGM notice provision in section 4.05 of the By-laws.

RESOLUTIONS PROCESS AND ISSUES

Options:

- a) Clarify existing rules – important input to policy development process in the Council, but not binding on the Board – role of Resolutions Committee is to review chapter resolutions to ensure they are in the correct form and not in violation of fundamental Council principles – put resolutions to AGM in the order they are received without recommendation
- b) In early September, Board to undertake a survey of issues which chapters would like to discuss at the AGM – the Board can then consider the issues, and develop and circulate documents in preparation for the meeting

CHAPTERS

1. Chapters are the primary vehicle to involve **Supporters** directly in the campaigns and ongoing work of the Council of Canadians.
2. **Supporters** may join or associate together in chapters for more effective coordination of activity. Actions by supporters – individually or collectively – taken on behalf of or in the name of the Council shall be consistent with its vision, mission and principles, as well as the bylaws and policies. All significant activity undertaken by chapters must be reported to the Head Office.
3. Any five (5) or more **Supporters** in any city, town or other municipality may apply to the Board of Directors to form a local chapter. The Board of Directors may from time to time establish regulations regarding the establishment and conduct of chapters and may withdraw its consent for the continuation of a chapter at any time. All chapters shall meet the following requirements:

[Major changes or key issues are highlighted]

- i) Each chapter will establish in writing, with consultation and approval from the Head Office, adequate mechanisms to ensure effective internal decision-making and communication, and financial accountability for all funds received and disbursed in the course of their activities.
- ii) In addition to participating in the ongoing campaigns and activities of the Council, chapters may hold local seminars and other events to publicize the goals and objectives of the Council and to raise public awareness of important issues.
- iii) The Board of Directors will also establish guidelines and procedures for financial support of chapters through local activities and national funding.
- iv) For greater certainty, each chapter and its members acknowledge and agree that chapters are voluntary associations and do not have the power, authority or capacity to act on behalf of, or to bind the Council in any matter.

For purposes of being a Recognized Chapter for the purposes of selecting a member of the Council of Canadians or putting forward a candidate to be a director, the chapter must additionally meet the following qualifications:

- v) The chapter shall convene an annual chapter general meeting and at such meeting the members shall receive and approve an annual report, including a financial statement. The chapter shall submit to the Board of Directors, no later than June 30 of each year, a report including a list of the chapter members and a copy of the annual report approved by the members.
4. No chapter member shall receive any remuneration for work done in the name of the Council unless authorized in writing by Head Office.

Chapter Appointment to the Membership and Representation to the Board of Directors

5. Pursuant to section 3.01 of the By-laws, each Recognized Chapter may appoint one member of the Council of Canadians. The name of the member shall be provided in writing to the Board of Directors in sufficient time to permit the Board to conform to the AGM notice provision in section 4.05 of the By-laws.
6. In order to encourage communication between Council chapters and the Board of Directors and as provided in section 5.03(e) of the By-laws, the Nominating Committee shall include on the slate of candidates presented to the Annual General Meeting, those who are selected in this process.
 - i) One representative of the chapters from each of the following four regions: (a) British Columbia and Yukon; (b) Alberta, Saskatchewan, Manitoba and the Northwest Territories; (c) Ontario, Quebec and Nunavut; and (d) Nova Scotia, Newfoundland and Labrador, New Brunswick and Prince Edward Island will be designated as a Regional Chapter Representative. Each shall be selected by the chapters on a region-by-region basis at or before the chapter caucus meeting to be held in advance of each Annual General Meeting.
 - ii) On a region-by-region basis, to the extent that there is a vacancy with respect to the Regional Representative of the Chapters, each chapter recognized by the Board of

[Major changes or key issues are highlighted]

Directors in accordance with Section 3 may nominate one (1) candidate and may exercise one (1) vote for Regional Chapter Representative for that chapter's region.

- iii) The Board of Directors may from time to time implement appropriate election procedures to ensure that each chapter may exercise their vote whether or not that chapter has a delegate at the meeting at which the election is held.

BOARD OF DIRECTORS

1. Directors shall not receive any remuneration for serving in that capacity. They are entitled to reimbursement of reasonable expenses incurred in attending meetings of the Board, the Executive Committee or other committees, or in otherwise fulfilling the duties of office, in accordance with the policies adopted from time to time.
2. A director may be engaged by the Council to provide professional services and shall be entitled to receive the standard fees associated with providing such services, provided that:
 - i) there is no undue influence in the awarding of any such contract, and
 - ii) the director is not involved in any decision that relates to the awarding or continuation of any such contract, and
 - iii) all such engagements shall be approved by the Executive Committee.
3. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and his/her heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
4. The Board of Directors may from time to time appoint signing officers of the Council who are empowered to enter into contracts, or sign any instruments in writing on behalf of the Council.
5. The financial year of the Council shall be July 1 to June 30. The financial year may be changed at any meeting of the Board of Directors.

[Major changes or key issues are highlighted]

ETHICAL PURCHASING POLICY

NON-VIOLENCE POLICY

NON-PARTISANSHIP POLICY

**THE PURPOSE, STRUCTURE AND GOVERNANCE OF
THE COUNCIL OF CANADIANS (NOVEMBER 2005)**