



By-laws of the

Council of Canadians

Effective March 2020

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 the 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 all 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 Members

(1) There shall be one (1) class of members of the Council. Such membership shall:

- a) be available only to individuals resident in Canada who support the vision, purpose, mission and principles of the Council;
- b) be granted by a process of application and approval to be set by the board of directors; and
- c) require an annual financial and/or in-kind contribution by each member, as set by the board of directors.

3.02 Rights of Members

A member 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 meetings of the members.

3.03 Exceptions to Voting Eligibility

Notwithstanding Section 3.02 (*Rights of Members*), individuals who become registered members in the period between a Council meeting being called or requisitioned, shall not be entitled to vote on matters related to that meeting.

3.04 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 3.05;

Upon 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 a 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.

3.05 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 regards 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, the chair 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 with 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 judgement 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 (*Proposals at Annual Meeting*).

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 (or co-chair as the case may be) 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 Means of Voting

(1) As determined in advance by the board, voting for all meetings of members of the Council shall be conducted by any or all of either:

- a) electronic means (including email, online mechanism and/or facsimile);

- b) mail-in ballot; or
- c) in person at the meeting, where applicable.

(2) Where the Corporation provides for votes by electronic means, a member may request, no less than fifteen (15) days prior to the vote, the option of a mail-in ballot.

4.11 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.

4.12 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 4.12 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.

4.13 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.

4.14 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 4.12 and Section 4.13 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.

4.15 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 a 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.

4.16 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

(1) The Council shall have sixteen (16) directors, as follows:

- a) one (1) regional representative elected respectively by members of each of the chapters of the Council’s four (4) regions; and
- b) twelve (12) directors-at-large, elected by the members of the Council.

5.02 All Directors Equal

Regional Representatives and Directors-at-Large have equal rights, responsibilities, fiduciary obligations, expectations for participation, and duties to act in the best interests of the Council.

5.03 Qualifications

(1) To be qualified for election as a director, individuals must:

- a) be a member in good standing of the Council;
- b) submit the endorsement of at least five (5) other members endorsing their candidacy;
- c) not be disqualified in accordance with the *Act* pursuant to (2) below; and
- d) In the case of a regional representative, belong to an active Council chapter within the designated region. In the event that the chapter in which a regional representative resides is dissolved, the regional representative shall have thirty (30) days to either form a new chapter or join another chapter before having to step down from the board.

(2) In accordance with the *Act*, persons are disqualified from being a director of the Council who are:

- a) less than 18 years of age;
- b) incapable;
- c) not individuals; and/or
- d) have the status of a bankrupt.

5.04 Board Elections

(1) Regional representative directors shall be elected in advance of the annual meeting by a vote of the chapter members in each of the four (4) regions of the Council.

(2) Directors at large shall be elected by a vote of all members, either:

- a) In advance of the annual meeting and confirmed by a vote on the results presented at the meeting; or
- a) During the annual meeting

(3) Members may vote for regional representatives through their chapter, if applicable, and again for the directors at large.

5.05 Candidates for Board

(1) All eligible candidates for election as directors at large shall be presented to the membership by the nominating committee pursuant to Section 9.04. (*Nominations Committee*)

5.06 Terms and Maximum Commitment of Board

(1) Directors shall be elected, in rotation, to hold office for a term of two (2) years.

(2) Effective the 2021 annual meeting, all directors at large and regional directors are subject to the following maximum commitments:

- a) a director may be elected for up to three (3) consecutive terms; and
- b) upon concluding three (3) consecutive terms, a director may not serve on the board for a period of two (2) years, following which the director may be elected up to three (3) consecutive terms.

(3) The number of non-consecutive terms to which a member may be elected as a director is not limited.

5.07 Board Vacancies and Appointment

(1) If a regional representative director position becomes vacant for any reason on the board, the vacancy shall be filled by a by-election within the applicable region.

(2) A regional representative director position is deemed vacant if that director discontinues their membership in a chapter or if their chapter becomes inactive. *(Also see 5.03 (1)(d))*

(3) If a director at large position becomes vacant for any reason or the maximum number of directors are not elected by the members, the sitting directors may appoint director(s) to fill such vacancy by majority vote.

- a) Directors appointed in this manner shall serve until the next annual meeting of the members.
- b) The board may only be composed of up to one-third (1/3) of the directors appointed in this manner at any time.

5.08 Ceasing to Hold Office

A director ceases to hold office until 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 5.10, *(Removal)* or no longer fulfills all of the qualifications to be a director set out in Section 5.03 *(Qualifications)* 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.

5.09 Resignation

In accordance with and subject to the *Act*, 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.

5.10 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.

5.11 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 their predecessor.

5.12 Privacy and Conflict of Interest

(1) Every Director shall disclose the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with the Council, in accordance with the manner and timing provided in the *Act*. Every Director shall comply with the Council's privacy policy.

(2) In addition, all directors shall comply with the directors' conflict of interest policy drawn from legal obligations and not-for-profit governance best practices, with definitions of real and perceived conflict, procedures to manage conflict and complaint processes.

5.13 Code of Conduct

To ensure that directors take all reasonable steps to provide the independent governance oversight and accountability needed to enable Council to fulfill its strategy, mission and mandate, and that members and the public have confidence and trust in the integrity, professionalism and impartiality of the decisions made by the board, directors shall comply with a directors' code of conduct drawn from

legal obligations and not-for-profit governance best practices with definitions of appropriate and inappropriate conduct, and procedures for complaints, potential discipline and appeals.

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 11.01 (*Method of Giving Notice*) 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 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 6.04 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 (*Number of Directors*). For the purpose of determining quorum, a director may be present in person, or if authorized under this by-law, by teleconference and/or 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 shall elect the Council's officers following each annual meeting.

7.02 Officer Positions

- (1) All officers of the Council shall be directors.
- (2) The Council shall have the following four (4) officers, with the duties as described:

- a) Chair of the Board;
- b) Vice-chair or Co-Chair of the Board, as determined at the first board meeting following every annual meeting of members;
- c) Treasurer; and
- d) Secretary

7.03 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 (or Co-Chair)** – If the chair of the board is absent or is unable or refuses to act, the vice-chair (or Co-Chair) of the board, shall, when present, preside at all meetings of the board of directors. They shall have such other duties and powers as the board may specify.
- c) **Secretary** – The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d) **Treasurer** – The treasurer shall be responsible for ensuring 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 board may from time to time and subject to the *Act*, vary, add to, or limit the powers and duties of any officer.

7.04 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 EXECUTIVE DIRECTOR

8.01 Executive Director

The board may employ 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 by the board of directors.

SECTION 9 COMMITTEES

9.01 Committees of the Board of Directors

(1) The board may appoint any standing or ad hoc committee to advise the board and/or conduct the affairs of the board and/or Council.

- a) The powers, members, and terms of reference of any such committee(s) shall be determined by the board.
- b) Notwithstanding subsection (1) membership of all committees shall include at least one (1) director, appointed by the board.
- c) Subject to subsection (2), committees may be constituted by members of the Council, directors, representatives of partner organizations, and members of the general public.
- d) Any such committee shall elect its own chair or co-chairs, formulate its own rules of procedure, and prepare its work plan(s), consistent with its powers and terms of reference.
- e) Any such committee shall report to the board on a regular basis as determined by the board, regarding the status of its work relative to its terms of reference.

9.02 Executive Committee

(1) Notwithstanding by-law 9.01:

- a) the board shall establish and maintain an executive committee;
- b) the executive committee will be comprised of the officers of the board; and
- c) the roles of the executive committee will include: supporting the work of the executive director, reviewing and inputting into agendas of meetings of the board in advance of meetings, and managing the board-executive director relationship, director-to-director relationships and board solidarity, as appropriate.
- d) the executive director is entitled to attend and participate in all meetings of the executive committee with the exception of discussions regarding the performance and compensation of the executive director.

9.03 Nominating Committee

Notwithstanding by-law 9.01:

1) Nominating Committee Appointment and Composition

- a) The board shall appoint a nominating committee in advance of every annual meeting of members.
- b) The nominating committee shall have up to five (5) members, including at least one (1) board member who shall not be a candidate for the board.
- c) Consistent with the Council's commitment to diversity and inclusion, the board shall endeavor to ensure that the nominating committee is representative of diversity, including equity-seeking groups, and reflects the vision, mission and values of the Council.

2) Nominating Committee Mandate

- a) The nominating committee shall promote, receive and assess nominations for and from members to stand for election to director-at-large positions on the board, and will ensure that all eligible candidates are afforded the same opportunities to be considered.
- b) Consistent with the Council's commitment to diversity and inclusion, the nominating committee shall endeavor to ensure that the final list of candidates assessed to stand for election to the board shall be diverse and reflect the vision, mission and values of the Council. This may include identification by the nominating committee of potential candidates.
- c) The nominating committee shall ensure that all eligible candidates are afforded the same opportunities to be considered for election to the board by the members. This will include a nominating committee report with a list of eligible candidates which shall be circulated to all members at least 21 days in advance of the elections. The report will include the nominating committee's confirmation of eligibility and assessment of each candidate.

SECTION 10 CHAPTERS

10.01 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 certification, conduct and decertification of chapters as well as rules and regulations applying to chapters. A chapter may change its representative by written notice to the Corporation.

SECTION 11 NOTICES

11.01 Method of Giving Notices

Subject to Section 4.01 (*Place of Meetings – Members*) and Section 6.02 (*Call of Meeting – Directors*), any notice may 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.

11.02 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.

11.03 Undelivered Notices

If any notice given to a member is returned on two (2) 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 their new address.

11.04 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.

11.05 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 12 ARTICLES AND BY-LAWS

12.01 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.

12.02 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.

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

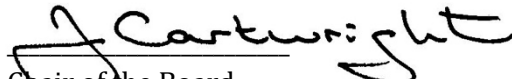
A special resolution of the members is required to make any amendment to the articles or the by-laws of the Corporation with respect to the matters listed in subsection 197(1) of the *Act*. A by-law made, amended or repealed under subsection 197(1) is effective from the date of the special resolution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

SECTION 13
EFFECTIVE DATE

13.01 Effective Date

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

ENACTED by the directors of the Corporation this 15th day of March 2020.


Chair of the Board


Secretary

APPROVED by the members of the Corporation this 15th day of March 2020.


Secretary