

# Changelog

- Correct many instances of formatting errors throughout
- Bring preamble up-to-date
- Specify “ordinary” or “special” for all places where resolutions are mentioned, rather than leaving it to the reader to assume a default of “ordinary”
- 1.1(p): Move Member Candidate qualifications to a separate policy
- 3.3(a): Remove as unnecessary, according to legal advice
- 4.4(a): Remove second 4.4(a)(v) paragraph as invalid
- 5.1(b): Change “compose” to “allocated” to allow for situation where there are no member-nominated candidates
- 5.2(a): Move Board Member Candidate qualifications to a separate policy
- 5.4(b): Add term duration definition for Returning Officer
- 5.5(a): Redefine board director term limit to 2 consecutive elected terms, reduce time before next term to 2 years
- 5.6(a): Move additional vacancy criteria to a separate policy
- 5.6(b): Move guidance for filling vacant Board seats to a separate policy

# By-laws

## Table of Contents

- Changelog..... 1
- By-law number 1.....4
  - 1. General.....4
    - 1.1 Definitions.....4
    - 1.2 Interpretation.....6
    - 1.3 Corporate Seal.....6
    - 1.4 Registered Office.....6
    - 1.5 Execution of Documents.....6
    - 1.6 Financial Year End.....7
    - 1.7 Banking Arrangements.....7
    - 1.8 Annual Financial Statements.....7
    - 1.9 Borrowing Powers.....7
    - 1.10 Computation of Time.....8
    - 1.11 Books and Records.....8
  - 2. Membership.....8
    - 2.1 Membership Conditions.....8
    - 2.2 Membership Dues and Certifications.....8
    - 2.3 Member in Good Standing.....8
    - 2.4 Transfer of Membership.....9
    - 2.5 Termination of Membership.....9
    - 2.6 Discipline of Members.....9
    - 2.7 Treatment of Prior Memberships.....10
  - 3. Meeting of Members.....10
    - 3.1 Annual Meetings.....10
    - 3.2 Special Meetings.....10
    - 3.3 Place of Members' Meetings.....10
    - 3.4 Notice of Meeting of Members.....11
    - 3.5 Notice of Special Business.....11
    - 3.6 Waiving Notice.....11
    - 3.7 Chair of the Meeting.....11
    - 3.8 Quorum.....11
    - 3.9 Persons Entitled to be Present.....12
    - 3.10 Adjournments.....12
  - 4. Voting of Members.....12
    - 4.1 Record Date.....12
    - 4.2 Absentee Voting by Electronic Ballot.....12
    - 4.3 Absentee Voting by Proxy.....13
    - 4.4 Participation by Electronic Means at Meetings of Members.....15
    - 4.5 Meeting of Members Held Entirely by Electronic Means.....15
    - 4.6 Votes to Govern.....15

4.7 Voting.....	15
4.8 Closing of Polls.....	15
4.9 Voting Results.....	16
4.10 Other Conditions.....	16
4.11 Resolution in Lieu of Meeting.....	16
5. Directors.....	16
5.1 Composition of the Board.....	16
5.2 Qualifications.....	16
5.3 Nomination and Election of Directors.....	17
5.4 Returning Officer.....	17
5.5 Term of Office.....	17
5.6 Vacancy in Office.....	18
5.7 Remuneration.....	19
5.8 Employees, Consultants, etc.....	19
6. Board Responsibilities and Protection of Directors and Officers.....	19
6.1 Board Responsibilities.....	19
6.2 Standard of Care.....	19
6.3 Limitation of Liability.....	19
6.4 Indemnity.....	20
6.5 Advance of Costs.....	20
6.6 Insurance.....	20
7. Meetings of Directors.....	21
7.1 Place of Meetings.....	21
7.2 Calling of Meetings.....	21
7.3 Notice of Meeting.....	21
7.4 First Meeting of New Board.....	21
7.5 Regular Meetings.....	21
7.6 Chair of Meeting.....	21
7.7 Votes to Govern.....	22
7.8 Quorum.....	22
7.9 Participating in Directors' Meetings by Electronic Means.....	22
7.10 Guests at Board Meetings.....	22
7.11 Minutes of Meetings.....	23
8. Officers.....	23
8.1 Description of Officers.....	23
8.2 Appointment.....	24
8.3 Holding Multiple Offices.....	24
8.4 Term and Removal.....	24
8.5 Vacancy in Office.....	25
9. Committees.....	25
9.1 Ad-Hoc Committees of the Board.....	25
9.2 Advisory Committees.....	25
9.3 Rules applicable to Committees.....	25
9.4 Executive Committee.....	26

9.5 Nomination Committee.....	27
9.6 Finance and Audit Committee.....	28
10. Notice.....	29
10.1 Method of Giving Notices.....	29
10.2 Invalidity of any provisions of this By-law.....	30
10.3 Omissions and Errors.....	30
10.4 Waiver of Notice.....	30
11. Policies.....	31
12. Rules of Order.....	31
13. Public Accountant.....	31
14. By-law Amendments.....	31
15. Repeal of Prior By-laws.....	31
16. Effective Date.....	32

# By-law number 1


A By-law relating generally to the conduct of the affairs of Linux Professional Institute Inc. (the “Corporation”)

## 1. General

### 1.1 Definitions

In this By-law and all other By-law 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 letters patent, 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;
- (d) “business day” means any day other than a Saturday, Sunday or a day which is a statutory holiday in the Province of Ontario or Canada;
- (e) “By-laws” means this By-law and any other By-laws of the Corporation as amended and which are in force and effect;
- (f) “Chair” means the chair of the Corporation;
- (g) “Clause” means clause of this By-law;
- (h) “Director” means a director of the Corporation;
- (i) “Election of Directors” means the process for electing Directors;

- (j) "Election Period" has the meaning ascribed to it in Paragraph 5.3(e);
- (k) "Executive Committee" means the committee referenced in Section 9.4;
- (l) "Finance and Audit Committee" means the committee referenced in Section 9.6;
- (m) "Financial Association" means any situation in which two (2) or more persons have the same employer directly or indirectly through common corporate ownership or otherwise or are financially associated, for example, by similar sources of material employment income or, material consulting income;
- (n) "meeting of members" includes an annual meeting of members referenced in Section 3.1 or a special meeting of members referenced in Section 3.2;
- (o) "member" without further qualification means a member of the Corporation;
- (p) "Members' Candidates" are those candidates for election as Directors who are nominated directly by individual members and meet the criteria for qualifying as such, all in accordance with the Board of Director Qualifications and Activities Policy  any other applicable Policies or resolutions approved by the Board;
- (q) "Members' Directors" means the Directors described in Subparagraph 5.3(c)(i);
- (r) "Members of the Nomination Committee" means the individuals who comprise the Nomination Committee as more particularly described in Section 9.5;
- (s) "Nomination Committee" means the committee referenced in Section 9.5;
- (t) "Nomination Committee Candidates" means those candidates for election as Directors who are nominated by the Nomination Committee and otherwise meet the criteria for qualifying as such, all in accordance with the applicable Policies or resolutions approved by the Board;
- (u) "Nomination Committee Directors" means the Directors described in Subparagraph 5.3(c)(ii);
- (v) "Officer" means an officer of the Corporation;
- (w) "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- (x) "Paragraph" means paragraph of this By-law;
- (y) "Policies" means the documents published as approved by the Board from time to time, in accordance with the By-laws, including without limitation, all rules, regulations and policies of the Corporation, pursuant to and subject to the provisions of the Act, the Articles and the By-laws;
- (z) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (aa) "Returning Officer" means the individual described in Paragraph 5.4(a);
- (bb) "Secretary" means the secretary of the Corporation;

(cc) "Section" means section of this By-law;

(dd) "special meeting of members" 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;

(ee) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

(ff) "Subparagraph" means subparagraph of this By-law;

(gg) "Treasurer" means the treasurer of the Corporation; and

(hh) "Vice-Chair" means a vice-chair of the Corporation.

## 1.2 Interpretation

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

(b) Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

(c) Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

(d) The Section numbers, table of contents and headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## 1.3 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 Secretary shall be the custodian of the corporate seal.

## 1.4 Registered Office

The registered office of the Corporation shall be situated in the province specified in the Articles, at such address as the Board may, by ordinary resolution, determine. Subject to the Act, the members may, by special resolution, change the province in which the registered office of the Corporation shall be situated.

## 1.5 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) persons, each of whom is an Officer

or Director. In addition, the Board may from time to time appoint, by ordinary resolution, one or more persons to sign specific documents or types of documents on behalf of the Corporation. Any person authorized to sign any document may affix the corporate seal (if any) 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.

## 1.6 Financial Year End

The financial year end of the Corporation shall be the last day of December in each year or such other date as the Directors may from time to time by ordinary resolution determine.

## 1.7 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 may designate, appoint, or authorize from time to time by ordinary 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 may by ordinary resolution from time to time designate, direct, or authorize.

## 1.8 Annual Financial Statements

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

## 1.9 Borrowing Powers

(a) The Directors may, by ordinary resolution, without authorization of the members:

(i) borrow money on the credit of the Corporation;

(ii) issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation;

(iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(iv) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

(b) The Directors may, by ordinary resolution, delegate the powers referred to in this Section 1.9 to a Director, a committee of Directors, or an Officer.

## 1.10 Computation of Time

When calculating the period of time within which, or following which, any act is to be done or step taken pursuant to the By-laws, the date which is the reference date in calculating such period shall be excluded and the last day shall be included, but if the last day of the period is not a business day, the period in question shall end on the next business day.

## 1.11 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

# 2. Membership

## 2.1 Membership Conditions

(a) Subject to the Articles, there shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes, who meet the requirements of Section 2.2, and who have applied for and been accepted as members of the Corporation by ordinary resolution of the Board or in such other manner as may be determined by the Board.

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

## 2.2 Membership Dues and Certifications

(a) The Directors may establish membership dues and the manner in which such dues are to be paid. Applicants for membership must pay the membership dues in conjunction with the delivery of their applications for membership, in order to have those applications considered. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of a membership renewal date, the members in default shall automatically cease to be members of the Corporation.

(b) No individual may become a member or renew a membership in the Corporation unless that individual is the holder of an unexpired certification issued by the Corporation at the time that the individual applies to become a member or seeks to renew his or her membership.

## 2.3 Member in Good Standing

Each member in good standing shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation. For greater certainty, a member will be considered to be in good standing if he or she is in compliance with Section 2.2, is not under suspension,



and his or her membership in the Corporation has not been terminated.

## 2.4 Transfer of Membership

(a) Membership in the Corporation is non-transferable.

(b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

## 2.5 Termination of Membership

(a) A membership in the Corporation is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

(i) the member dies;

(ii) a member fails to maintain any qualifications for membership described in this By-law;

(iii) the member resigns by delivering a written resignation to the head office of the Corporation, in which case such resignation shall be effective on the date specified in the resignation, or if no date is specified, on the date it is received;

(iv) the member is expelled in accordance with Section 2.6 , below, or the member's membership is otherwise terminated in accordance with the Articles or By-laws;

(v) the member's term of membership expires; or

(vi) the Corporation is liquidated or dissolved under the Act.

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

## 2.6 Discipline of Members

(a) The Board shall have authority to discipline, suspend, or expel any member from the Corporation for any one or more of the following grounds:

(i) violating any provision of the Articles, By-laws, or written Policies of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

(iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

(b) In the event that the Board determines that a member should be disciplined, expelled, or suspended from membership in the Corporation, the Chair, or such other

Officer as may be designated by the Board, shall provide twenty (20) days' notice of the proposed discipline, suspension, or expulsion to the member and shall provide reasons for the proposed discipline, suspension, or expulsion. The member may make written submissions to the Chair, or such other Officer as may be designated by 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, or such other Officer as may be designated by the Board, the Chair may proceed to notify the member that the member is disciplined, suspended, or expelled from membership in the Corporation. If 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 final and binding on the member, without any further right of appeal.

## 2.7 Treatment of Prior Memberships

Any memberships in Corporation that existed prior to the continuance of the Corporation under the Act shall be terminated as of the date that the Corporation is continued under the Act.

## 3. Meeting of Members

### 3.1 Annual Meetings

(a) The Board shall call, at such date, time, and place as it determines, an annual meeting of members for the purpose of:

- (i) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (ii) electing Directors;
- (iii) appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

### 3.2 Special Meetings

(a) The Board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members.

(b) The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. 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.

### 3.3 Place of Members' Meetings

Meetings conducted in whole or part by electronic means shall be deemed to be held at the Corporation's registered office or the location of the meeting at which members attending in

person are present.

### 3.4 Notice of Meeting of Members

(a) Notice of the time and place of an Election of Directors and a meeting of members shall be given to each member entitled to vote at such Election of Directors or such meeting by the following means:

(i) by mail, courier, or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

(ii) by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

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

### 3.5 Notice of Special Business

Notice of a meeting of members 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.

### 3.6 Waiving Notice

A member and any other person entitled to attend a meeting of members may in any manner and at any time, whether before or after the meeting, waive notice of the meeting. The member's or other person's attendance at the meeting is a waiver of notice of the meeting, unless the member or such other person, as the case may be, attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### 3.7 Chair of the Meeting

In the event that the Chair and the Vice-Chair are absent, the Directors who are present and entitled to vote at the meeting shall choose one such Director to chair the meeting.

### 3.8 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act ) shall be the lesser of one hundred (100) members or ten percent (10%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even

if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person or by proxy, or, if authorized under Section 4.4, by the telephonic, electronic, or other means described therein.

### 3.9 Persons Entitled to be Present

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

### 3.10 Adjournments

The chair of any meeting of members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members provided the adjourned meeting takes place within thirty (30) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## 4. Voting of Members

### 4.1 Record Date

The record date for determining members entitled to receive notice of a meeting of members and determining members entitled to vote at a meeting of members, shall be the 21st day before the day on which such meeting is to be held, unless the Directors determine otherwise, subject to the Act.

### 4.2 Absentee Voting by Electronic Ballot

(a) Pursuant to subsection 171(1) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, an electronic, or other communication facility if:

(i) the Corporation makes available such a communications facility;

(ii) the facility enables the votes to be gathered in a manner that permits their subsequent verification; and

(iii) the facility permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

(b) For greater certainty and without limiting the generality of Paragraph 4.2(a), a member who is not in attendance at an annual meeting referenced in Section 3.1 and who is entitled to vote there at may vote in any Election of Directors held concurrently with such meeting by using the telephonic, electronic, or other communication facility

referenced in Paragraph 4.2(a) .

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

### 4.3 Absentee Voting by Proxy

(a) Pursuant to subsection 171(1) of the Act, except in the case of an Election of Directors that is conducted exclusively by means of a telephonic, an electronic, or other communication facility referenced in Section 4.2, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

(ii) a member may revoke a proxy by depositing an instrument signed by the member or by the member's agent

1. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or

2. with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

(iii) a proxy holder or an alternate proxy holder has the same rights as the member by whom he or she was appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, subject to Paragraph 4.7, to vote at the meeting by way of a show of hands;

(iv) where a proxy holder or an alternate proxy holder has conflicting instructions from more than one (1) member, the proxy holder or alternate proxy holder shall demand ballots for the vote for each proxy held;

(v) if a form of proxy is created by a person other than the member, the form of proxy shall

1. indicate, in bold-face type,

(a) the meeting at which it is to be used,

(b) that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting, and

(c) instructions on the manner in which the member may appoint the proxy holder;

2. contain a designated blank space for the date of the signature;
3. provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;
4. provide a means for the member to specify that the membership registered in the member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors;
5. provide a means for the member to specify that the membership registered in the member's name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors; and
6. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under Clause 4. or 5. of this Subparagraph (iv) with respect to any matter to be acted on, the membership is to be voted accordingly;

(vi) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with Clause (v)4. or (v)5. only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;

(vii) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information;

(viii) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect; and

(ix) Acceptance of proxy forms is forty-eight (48) hours before the start of the members' meeting at which the proxies are to be used.

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

#### 4.4 Participation by Electronic Means at Meetings of Members

If the Corporation chooses to make available a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, 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. 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 meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

#### 4.5 Meeting of Members Held Entirely by Electronic Means

If the Board or the members of the Corporation who are entitled to vote call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### 4.6 Votes to Govern

Each member is authorized to exercise one (1) vote on any vote taken at any meeting of the members. At any meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall not have a second or casting vote and the question is lost.

#### 4.7 Voting

(a) Voting at any meeting of members shall be by poll of the members signifying their assent or dissent on the matter before the members for approval. Notwithstanding the foregoing, if a meeting is not conducted, in whole or in part, by electronic means, any question may be decided by show of hands unless a poll thereon is required or demanded, or the chair of the meeting otherwise requires a poll thereon.

(b) Whenever a vote by show of hands shall be taken on a question, unless a poll thereon is required or demanded, a declaration by the chair of the meeting that the vote has been carried or not carried shall be prima facie evidence of the fact and the result of the vote so taken shall be the decision of the members on the question. Upon a poll, the result of the poll shall be the decision of the members on the question.

#### 4.8 Closing of Polls

If a meeting of members is conducted, in whole or in part, by means of a telephonic, an electronic, or other communication facility, the meeting may be adjourned upon completion of the formal business of the meeting, but subject to the completion of voting by members on the

resolutions before the meeting. The notice of meeting may specify the time during which the electronic polls will remain open for votes cast by members participating electronically. Upon the close of the electronic polls, the meeting shall be deemed adjourned without further action on the part of the chair of the meeting or the members.

#### 4.9 Voting Results

Within a reasonable period of time after the tabulation of the votes cast by members at the meeting, the Corporation shall notify each member of the results of the voting by members on the resolutions before the members at the meeting (including the Election of Directors, if applicable). Posting of such results on the Corporation's website shall constitute sufficient notice to members for this purpose.

#### 4.10 Other Conditions

A member's right to vote at meetings of members and Elections of Directors shall be subject to such other conditions as may be prescribed by the Policies or resolutions of the Directors from time to time.

#### 4.11 Resolution in Lieu of Meeting

Except where the Act requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by all members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members. A copy of every such resolution shall be kept with the minutes of meetings of members.

### 5. Directors

#### 5.1 Composition of the Board



(a) The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be composed of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by ordinary resolution of the Board.

(b) The Board seats shall be allocated in the following manner:

(i) As close to two thirds as mathematically possible of the Directors elected by the members from a slate of Nomination Committee Candidates; and

(ii) As close to one third as mathematically possible of the Directors elected by the members from a slate of Members' Candidates.

#### 5.2 Qualifications

(a) Every Director shall meet the qualifications as defined in the Board  Directors Qualifications and Activities Policy  any other applicable policies.



### 5.3 Nomination and Election of Directors

- (a) Notwithstanding Paragraph 5.5(b), each current Director elected or appointed prior to the coming into force of this By-law will, subject to the provisions of Subsection 5.6(a), remain in office as a Director until the first Election of Directors that will take place under the By-law.
- (b) Subject to the Act and the By-laws, the process for nominating and electing Directors shall be carried out in accordance with the By-laws and such other applicable Policies and/or resolutions governing the nomination and election process as may be established by the Board from time to time and that are not inconsistent with the By-laws.
- (c) The Members shall elect yearly:
  - (i) The Members' Directors from a slate of Members' Candidates; and
  - (ii) The Nomination Committee Directors from a slate of Nomination Committee Candidates;
- (d) The Nomination Committee nomination process shall conclude before the member nomination process takes place each year.
- (e) The Election of Directors may take place electronically, or by any other means as determined in the Corporation's applicable Policies and/or resolutions of the Board in effect from time to time. The Election of Directors shall take place at each annual meeting referenced in Section 3.1 at which an Election of Directors is required and shall continue for the seven (7) day period following (the "Election Period") or until such other extended period of time as may be determined by the Returning Officer in accordance with the Corporation's applicable Policies and/or resolutions of the Board.

### 5.4 Returning Officer

- (a) For each Election of Directors, the Board shall appoint an independent Returning Officer who shall be responsible for monitoring the election process. The Returning Officer shall have such authority and shall perform such other duties as may be prescribed by the Board from time to time.
- (b) The Returning Officer's term will last the duration of the election for which they were appointed.
- (c) Removal of the Returning Officer shall require a special resolution of the Board.
- (d) Subject to the approval of the Chair, the Returning Officer may obtain the assistance of the Corporation's staff in carrying out his or her duties in accordance with paragraph 5.4(a) .

### 5.5 Term of Office

- (a) Subject to Paragraph 5.6(a), each elected Director shall serve a term of office of no

greater than three (3) years.

(b) Subject to Paragraph 5.6(a), the term of office of a Director shall commence thirty (30) days from the date of their election until thirty (30) days following the end of the next Election Period following their elected term. No Director shall serve three consecutive elected terms of office. After serving two (2) consecutive elected terms, a Director shall be required to be absent from the Board for two (2) years.

## 5.6 Vacancy in Office

(a) A person shall cease to be a Director and the office of Director occupied by the person vacated in accordance with the Board of Directors Seat Management Policy:

(i) if the Director resigns his/her office by delivering a written resignation to the Chair of the Corporation, in which case the resignation shall be effective when received by the Corporation or at the time specified in the resignation, whichever is later;

(ii) if the Director is found to be of incapable by a court in Canada or in another country;


(iii) if the Director has the status of bankrupt;


(iv) if at a special meeting of members an ordinary resolution is passed by the members entitled to vote that he/she be removed from office;

(v) if the Director becomes an employee of the Corporation;

(vi) on death;

(vii) refuses to agree in writing, in the form(s) required by the Directors from time-to-time, to consent to act as a Director and abide by the Articles, By-laws, Policies and resolutions of the Board; or

(viii) if the Director is in violation of any portion of the Board of Directors Seat Management Policy 

(b) If any vacancy shall occur, the Board by a majority vote may, by appointment, fill the vacancy in accordance with the Board of Directors Seat Management Policy  the balance of the former Director's term. If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of members, the Directors then in office shall call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member.

(c) A Director appointed to fill a vacancy shall have the same rights and responsibilities as any other Director of the Corporation.

## 5.7 Remuneration

(a) Directors shall be entitled to be remunerated for services rendered in the performance of their duties as Directors, including their duties as Officers where applicable, in accordance with a policy to be established by the Board. Directors shall also be reimbursed for reasonable expenses they incur in the performance of those duties.

(b) Any Director may waive his or her right to the compensation to which he or she is entitled under this Section 5.7.

(c) A Director may also receive reasonable remuneration and expenses for any services he or she provides to the Corporation in any other permitted capacity.

## 5.8 Employees, Consultants, etc.

The Board may, on behalf of the Corporation, appoint such agents, attorneys, consultants, professional advisors, committee members and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties and shall receive such reasonable remuneration as may be prescribed by the Board. The Board may delegate this function to an Officer or Officers or one or more committees of the Board.

# 6. Board Responsibilities and Protection of Directors and Officers

## 6.1 Board Responsibilities

Subject to the Act, the Articles, and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation. The Board shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract into which the Corporation may lawfully enter.

## 6.2 Standard of Care

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer shall comply with the Act, the Articles, and the By-laws.

## 6.3 Limitation of Liability

Provided that the standard of care required of the Director or Officer under the Act and the By-laws has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or

for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage, or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act .

## 6.4 Indemnity

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, every present and former Director and Officer of the Corporation, and every other individual who acts or acted at the Corporation's request as a Director or an Officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided the individual to be, indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

## 6.5 Advance of Costs

The Corporation may advance money to a Director, an Officer, or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.4. The individual shall repay the money if the individual does not fulfill the conditions of Section 6.4.

## 6.6 Insurance

- (a) The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.3 against any liability incurred by the individual
  - (i) in the individual's capacity as a Director or an Officer of the Corporation; or
  - (ii) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## 7. Meetings of Directors

### 7.1 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

### 7.2 Calling of Meetings

Meetings of the Board may be called by the Chair or any two (2) Directors at any time. If the Corporation has only one (1) Director, that Director may call and constitute a meeting.

### 7.3 Notice of Meeting

Notice of a meeting of the Board shall be served in the manner specified in Section 10.1 to every Director of the Corporation. Unless sent by regular mail, forty-eight (48) hours' notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by regular mail shall be served to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the 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, whether such waiver or consent is given before or after the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

### 7.4 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

### 7.5 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.

### 7.6 Chair of Meeting

In the event that the Chair and the Vice-Chairs are absent, the Directors who are present shall choose one of their number to chair the meeting.

## 7.7 Votes to Govern

Each Director is authorized to exercise one (1) vote on any vote taken at any meeting of the Board. 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 not have a second or casting vote and the question is lost.

## 7.8 Quorum

A majority of the Board shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation.

## 7.9 Participating in Directors' Meetings by Electronic Means

(a) A Director may, in accordance with the Regulations, if any, and if all the Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be 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 a "blanket" consent, relating to all meetings of the Board and/or committees of the Board.

(b) Meetings conducted in whole or in part by electronic means shall be deemed to be held at the Corporation's registered office or the location of the meeting at which a majority of Directors attending in person are present.

(c) If a majority of the Directors consents thereto, votes on any issue may be conducted electronically in such a manner as to permit the Directors to communicate adequately with each other and to which all Directors have equal access. Voting at electronic meetings of the Board shall be conducted by poll (i.e., by the participants signifying verbally or electronically, as the case may be, their assent or dissent with respect to the matter put before the Board for approval), using the telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

(d) If a majority of the Directors objects to the specific telephonic, electronic, or other communication facility to be used for voting on a specific matter or if the telephonic, electronic, or other communication facility is not reasonably secure, as determined by the chair of the meeting, then the proposed telephonic, electronic, or other communication facility shall not be used.

## 7.10 Guests at Board Meetings

No member or other individual who is not a Director shall have the right to attend meetings of the Board, unless it is by invitation of the chair of the meeting or the Board and any such individual attending meetings of the Board when so invited shall do so strictly as an observer, and the Corporation shall have no obligation to provide notice of Board meetings or any other

materials relating to Board meetings to members of the Corporation or any other individuals. The Board may declare certain business of the Corporation to be of such a confidential nature that it requires that the business be addressed during an in camera session of the meeting. In that event, any guests present at the meeting may be asked to leave for the in camera portion of the meeting.

## 7.11 Minutes of Meetings

Minutes of meetings of Directors shall not be available to the general membership of the Corporation, but shall be made available in both draft and final form to all of the Directors, each of whom shall receive a copy of such minutes.

# 8. Officers

## 8.1 Description of Officers

(a) Unless otherwise specified by the Board, which may, subject to the Act, modify, restrict, or supplement such duties and powers, the Officers of the Corporation, if designated and if appointed, shall be as follows and have the following duties and powers associated with their positions, provided that the Board may by ordinary resolution designate other Officers of the Corporation:

(i) **Chair** – The Chair shall be a Director and, when present, shall preside at all meetings of the Board and of the members. The Chair shall have such other duties and powers as the Board may specify.

(ii) **Vice-Chair** - The Vice-Chair shall be a Director and shall, in the event of the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and perform such duties as shall from time to time be delegated to him or her by the Board or by the Chair.

(iii) **Secretary** – The Secretary shall be a Director and shall ensure that minutes are taken 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, members of committees, as well as the public accountant and counsel to the Corporation. The Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. The Secretary shall perform such duties as shall from time to time be delegated to him or her by the Board or by the Chair.

(iv) **Treasurer** – The Treasurer shall be a Director and shall be responsible for ensuring the custody of the funds and securities of the Corporation, the keeping of full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation, and the deposit of all monies, securities, and other valuable effects in the name and to the credit of

the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall be responsible for the disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall ensure that the Corporation's funds are invested in accordance with the Policies established by the Board and that arrangements for insurance coverage are made as directed by the Board. The Treasurer shall be responsible for ensuring that the Corporation's books of account and accounting records meet the requirements of the Act and other applicable laws. The Treasurer shall perform such duties as shall from time to time be delegated to him or her by the Board or by the Chair.

(v) **Chief Executive Officer / Executive Director** - The Chief Executive Officer / Executive Director of the Corporation and shall, subject to the authority of the Board, be responsible for the general and active management of the affairs of the Corporation. The Chief Executive Officer / Executive Director shall not be a Director, but shall be entitled to attend, without voting, meetings of members, of the Board, Executive Committee, Finance and Audit Committee and other committees of the Board, but the Board and these committees may also meet in camera without the Executive Director.

(b) The powers and duties of all other Officers 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.

## 8.2 Appointment

Officers of the Corporation shall be appointed by ordinary resolution of the Board at the first meeting of the Board following an annual meeting of members and at a meeting of the Board whenever there is a vacancy.

## 8.3 Holding Multiple Offices

Except for the offices of Chair and the Vice-Chairs, any two (2) offices may be held by the same person.

## 8.4 Term and Removal

The Officers of the Corporation shall hold office from the date of appointment or election until the earlier of their successors are elected or appointed in their stead, their resignation, their ceasing to be a Director (if a necessary qualification of appointment), or their death. Any Officer shall be subject to removal by ordinary resolution of the Board at any time.



## 8.5 Vacancy in Office

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

## 9. Committees

### 9.1 Ad-Hoc Committees of the Board

(a) In addition to the committees required by the By-laws, the Board may from time to time appoint one or more other committees and delegate to such committees any of the powers of the Board, subject to the terms of reference imposed from time to time by the Board and by applicable law. The members of any such committee will hold their offices at the pleasure of the Board. The duties and terms of reference of such committees shall be determined by the Board.

(b) Subject to the By-laws and the direction of the Board, any such committee may formulate its own rules of procedure.

(c) The Board may not delegate the exercise of the powers of the Board as a whole to any such committee.

(d) Any such committee may be assisted by non-voting advisors (including the Corporation's staff), with the concurrence of the committee chair.

### 9.2 Advisory Committees

(a) The Board may from time to time appoint one or more advisory committees of members and/or non-members and/or Directors and/or non-Directors (including non-public or anonymous committees) that will report to the Board, subject to the terms of reference imposed from time to time by the Board and by applicable law. The members of any such advisory committee will hold their offices at the pleasure of the Board. The duties and terms of reference of such committees shall be determined by the Board.

(b) Subject to the By-laws and the direction of the Board, any such committee may formulate its own rules of procedure.

(c) The Board shall not delegate any of its duties to any advisory committee.

(d) Any such committee may be assisted by non-voting advisors (including the Corporation's staff), with the concurrence of the Chair.

### 9.3 Rules applicable to Committees

(a) The rules in this section apply to any Committees established by the Board pursuant to Sections 9.1 and 9.2, as well as, subject to the By-laws, the Executive Committee, Finance and Audit Committee, and Nomination Committee.

(b) Subject to the By-laws, the Board may, from time-to-time, appoint, remove, or replace any committee member or advisor, fill any vacancy on any such committee, or

dissolve or reconstitute any such committee.

(c) Meetings of a committee may be called by the chair of the committee or any two (2) members of the committee.

(d) Meetings of a committee may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine and may be held in accordance with the provisions of Section 7.9.

(e) Notice of the time and place for the holding of a meeting of a committee shall be given in the manner provided in Section 10.1 to every member of the committee not less than forty-eight (48) hours (and not less than seven (7) days if sent by mail) before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the members of the committee 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. Subject to the By-laws, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

(f) A majority of the number of committee members constitute a quorum at any meeting of that committee.

(g) Each committee member is authorized to exercise one (1) vote on any vote taken at any meeting of the committee. At all committee meetings, 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 not have a second or casting vote and the question is lost.

(h) A committee shall keep minutes of its meetings and forward draft copies for approval and copies of final versions of such minutes to all committee members upon their approval by the committee. Minutes of meetings of a committee shall not be available to the general membership of the Corporation, but shall be made available in both draft and final form to all of the Directors, each of whom shall receive a copy of such minutes.

(i) Committee members shall be entitled to be reimbursed for travel or other reasonable expenses properly incurred by them in performing their duties.

#### 9.4 Executive Committee

(a) The Chair, Vice-Chair, Secretary, and Treasurer, shall together constitute a committee known as the Executive Committee which shall exercise the powers of the Board in between meetings of Directors, except that the Executive Committee does not have the authority to:

(i) submit to the members any question or matter requiring the approval of members;

(ii) fill a vacancy among the Directors or in the office of public accountant, appoint additional Directors, or appoint or remove members of any committees;

- (iii) create, dissolve, or reconstitute any committee of the Board;
- (iv) remove any advisors appointed by the Board;
- (v) issue debt obligations except as authorized by the Directors;
- (vi) approve any financial statements referred to in subsection 172 of the Act;
- (vii) adopt, amend, or repeal By-laws; or
- (viii) establish contributions to be made, or dues to be paid, by members under section 30 of the Act .

(b) The Executive Committee shall have full access to all Corporation staff and authority to consult independent non-voting advisors, including sole authority to retain and terminate any such advisors and to approve the advisors' fees and other retention terms subject to any directions from the Board.

## 9.5 Nomination Committee

(a) The Nomination Committee of the Corporation shall be comprised of between six (6) and twelve (12) individuals appointed by the Board.

(b) Members of the Nomination Committee shall be selected with a view to having the ability to assess the qualifications of Board candidates required to ensure that the Nomination Committee Candidates have the necessary diverse experiences, skills, and professional qualifications (such as, for example, accounting, law, human resources, marketing, open source information technology, management, etc.) to ensure balanced representation and effective governance, subject to any applicable Policies. At least one third of the Members of the Nominating Committee shall have significant experience in the not-for-profit sector.

(c) A Member of the Nomination Committee shall be appointed for a term of three (3) years. Any successor appointed to fill a vacancy may be appointed for a term of three (3) years.

(d) The Members of the Nomination Committee shall be appointed and shall retire in rotation. In each case, retiring in rotation shall be accomplished by ensuring that the first appointments of Members of the Nomination Committee following the continuance of the Corporation under the Act are for staggered terms, such that as close to one third as mathematically possible of the Members of the Nomination Committee shall be appointed for a one-year term, as close to one third as mathematically possible of the Members of the Nomination Committee shall be appointed for a two-year term, and as close to one third as mathematically possible of the Members of the Nomination Committee shall be appointed for a three-year term.

(e) Upon expiry of his or her term and if qualified, a Member of the Nomination Committee may be re-appointed for one more three-year term, provided that the Member of the Nomination Committee shall not be appointed for a term that will result in him or her serving more than six (6) consecutive years in that capacity. After serving six

(6) consecutive years, a Member of the Nomination Committee shall be required to be absent from the Nomination Committee for three years.

(f) In any given year (barring resignations), there should be no more than fifty percent (50%) of the Members of the Nomination Committee who are new to the Nomination Committee.

(g) The Board shall only appoint individuals to the Nomination Committee who are not in a Financial Association with:

(i) any other Member of the Nomination Committee; or

(ii) a Director, except a Director whose term as a Director will expire at the next Election of Directors and who is not entitled to be re-elected to the Board or, a Director who irrevocably waived his or her right to run for re-election to the Board at the next Election of Directors.

(h) The Nomination Committee shall:

(i) solicit names of individuals who are qualified and willing to become Directors;

(ii) provide to the Board and Members, as applicable, a slate of candidates, from which the Members will elect Nomination Committee Directors, with an objective of providing, if feasible, a slate that contains at least one and one half (1.5) times as many candidates as are needed to fill the available positions to be elected from this slate, but no more than three (3) candidates for each such vacancy;

(iii) develop and provide to the Board a list of skills, experience, and diversity criteria for directors, necessary to ensure balanced representation and effective governance;

(iv) identify, interview, and check references of prospective candidates, as required, for vacant positions on the Board; and

(v) exercise such other powers as are authorized by ordinary resolution of the Board from time to time.

(i) The Corporation shall provide reasonable administrative support to the Nomination Committee to assist it in carrying out its duties hereunder and shall provide it with all relevant documentation pertaining to the Board's make up, the Corporation's mission, strategic plans, and any other matters relevant to the Nomination Committee's mandate.

(j) The Nomination Committee may formulate its own rules of procedure, subject to the By-laws, applicable Policies, and/or directions as the Board may from time to time adopt.

## 9.6 Finance and Audit Committee

(a) The Directors shall appoint from their number the Treasurer and at least two (2) other Directors to be constituted as the Finance and Audit Committee, and the Treasurer shall act as chair of that committee

(b) The purpose of the finance and audit committee is to assist the board in fulfilling its

oversight of the Corporation's material and strategic financial and auditing functions. To that end, the finance and audit committee shall:

- (i) recommend measures to the board to ensure the financial viability of the Corporation and to develop sound financial management policies, procedures and techniques; and
- (ii) recommend the approval of budgets, as well as track them and the financial performance of the Corporation generally; and
- (iii) assist the board in fulfilling its oversight of:
  - 1. the integrity of the financial statements of the Corporation;
  - 2. the effectiveness of the internal control over financial reporting;
  - 3. the independent registered public accountant's qualifications and independence;
  - 4. the performance of the Corporation's internal audit function and independent registered public accountant; and
  - 5. Corporation's compliance with legal and regulatory requirements.

(c) The finance and audit committee shall have full access to all Corporation staff and authority to consult independent advisors, including sole authority to retain and terminate any such advisors and to approve the advisors' fees and other retention terms subject to any directions from the board, but the finance and audit committee shall not have the power to appoint the public accountant of the Corporation.

## 10. Notice

### 10.1 Method of Giving Notices

(a) Any notice (which term includes any communication or document) 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, or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
- (ii) if mailed to such person at such person's address as shown in the records of the Corporation by prepaid ordinary or air mail; or
- (iii) if sent by courier to such person at such person's address as shown in the records of the Corporation; or

(iv) if sent to such person by telephonic, electronic, or other communication facility at such person's address for that purpose as shown in the records of the Corporation; or

(v) if provided in the form of an electronic document in accordance with Part 17 of the Act.

(b) 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; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; 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.

(c) 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.

(d) The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written, or printed or partly written, stamped, type-written, printed, or submitted by acceptable electronic means.

## 10.2 Invalidity of any provisions of this By-law

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

## 10.3 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 where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## 10.4 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.

## 11. Policies

The Board may prescribe such Policies not inconsistent with the By-laws relating to the management and operation of the Corporation, including the affairs of the Corporation, and other matters provided for in this By-law, as the Board may deem expedient.

## 12. Rules of Order

The meetings of the Board and of the members shall be conducted, subject always to the By-laws, in accordance with the most recent edition of Robert's Rules of Order, unless following such rules of order is, in the discretion of the chair of the meeting, impractical given the requirements of the By-laws.

## 13. Public Accountant

The members shall, by ordinary resolution at each annual meeting, appoint a public accountant to hold office until the next following annual meeting. The Directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by ordinary resolution of the members, or if not so fixed, shall be fixed by the board of directors.

## 14. By-law Amendments

(a) Subject to the Act and the Articles, the Board may, by ordinary 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 meeting of members where it may be confirmed, rejected, or amended by the members by ordinary 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 meeting of members or if it is rejected by the members at the meeting.

(b) This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

## 15. Repeal of Prior By-laws

All prior By-laws of the Corporation shall be repealed in their entirety upon the coming into force of this By-law, without prejudice to any actions taken by or on behalf of the Corporation under or by the authority of such prior By-laws. Neither the enactment of this By-law nor the repeal of the prior By-laws of the Corporation shall invalidate any past act of any Director, Officer, member, or other person, including, without limitation, resolutions of the Board or of the members enacted or passed pursuant to any prior By-law, it being the intention that this By-law shall speak only

from the date it comes into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior By-law of the Corporation.

## 16. Effective Date

This By-law shall come into force and effect on the date that the Corporation is continued under the Act.

ENACTED by the Board on the first of June, 2023.

CONFIRMED by the members on the . 