

BY-LAW NUMBER 2014-1
OF
CANADIAN ASSOCIATION FOR CIVILIAN OVERSIGHT OF LAW ENFORCEMENT
L'ASSOCIATION CANADIENNE DE SURVEILLANCE CIVILE DU MAINTIEN DE L'ORDRE

ENACTED _____, 2014.

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**THE CANADIAN ASSOCIATION FOR CIVILIAN OVERSIGHT OF LAW ENFORCEMENT
L'ASSOCIATION CANADIENNE DE SURVEILLANCE CIVILE DU MAINTIEN DE L'ORDRE**

A By-Law relating generally to the conduct of the affairs of the Corporation.

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

**ARTICLE I
INTERPRETATION**

1.1 Definitions. In this By-law, unless the context otherwise specifies or requires:

- (a) **Act** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the regulations made pursuant to the Act, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **Authorized Signatories** has the meaning set out in Section 16.1 hereof;
- (d) **By-laws** means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) **Corporate Documents** has the meaning set out in Section 16.1 hereof;
- (f) **Corporation** means Canadian Association for Civilian Oversight of Law Enforcement / L'Association Canadienne de surveillance civile du maintien de l'ordre , a federal not-for-profit corporation incorporated under the Act;
- (g) **Financial Documents** has the meaning set out in Section 16.1 hereof;
- (h) **Ordinary Resolution** means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) 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 may be amended from time to time and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations; and
- (k) **Special Resolution** means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on that resolution.

1.2 Interpretation. This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) all terms contained and which are defined in the Act, or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and *vice versa*; and the word “**person**” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any aggregate number of persons forming an unincorporated association and “organization” shall mean bodies corporate, corporations, companies, partnerships, syndicates, trusts and any aggregate number of persons forming an unincorporated association.
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be construed 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; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

The term “**contracts, documents or instruments in writing**” as used in this By-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

ARTICLE II REGISTERED OFFICE

2.1 Registered Office. Until changed in accordance with the Act, the registered office of the Corporation shall be situated in the City of Ottawa, Province of Ontario and at such location therein as the board of directors of the Corporation may from time to time determine.

ARTICLE III CORPORATE SEAL

3.1 Corporate Seal. The Corporation shall not have a corporate seal.

ARTICLE IV DIRECTORS

4.1 Duties and Number. The affairs of the Corporation shall be managed by a board of directors, comprised of a minimum of 3 and a maximum of 30 directors. The number of directors shall be determined from time to time by the members by Ordinary Resolution or, if the Ordinary Resolution empowers the directors to determine the number from time to time, by resolution of the board of directors of the Corporation. At least two (2) of the three (3) minimum number of directors shall be persons who are not officers or employees of the Corporation or its affiliates.

4.2 Qualifications.

Each director shall be an individual who: is a member of a member or who is a senior officer, senior employee or executive director of a member; eighteen (18) years of age or more; has power under law to

contract; is of good moral character; and shall have been designated by a member as a nominee for election to the board of directors as the designee of that member. No member may designate more than one individual at any time to be a nominee for a position as a director of the corporation. The board of directors shall, by ordinary Resolution, establish the procedure to be followed by members in designating nominees for election as a director.

4.3 Election and Removal. The directors' term of office (subject to the provisions, if any, of the Articles or By-laws) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed. Directors shall be elected yearly by the members at the annual meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. The whole board of directors shall be elected at each annual meeting of members to hold office until the next annual meeting, provided however that if a new board is not elected, the directors in office shall continue in office until their successors are duly elected. Retiring directors shall be eligible for re-election.

Subject to the Act, the members of the Corporation may, by Ordinary Resolution passed at a special meeting of members of which notice specifying the intent to pass such resolution has been given, remove any director from office before the expiration of that director's term of office and may, by a majority of the votes cast at the meeting, elect a qualified person to fill the vacancy for the remainder of the term of the director so removed.

A member may, at any time, advise the Secretary of the corporation that the individual designated by that member to hold office as a director is no longer the authorized designee of that member and accordingly such individual no longer qualifies to be a director of the corporation. Upon receipt of such notice, the Secretary shall cause the corporation to hold a special meeting of members. At such meeting the members shall pass an Ordinary Resolution removing that individual from office as a director and shall elect a qualified individual to fill the vacancy for the remainder of the term of the director so removed.

4.4 Consent. A director who is elected or appointed must consent to hold office as a director by:

- (a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place;
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting; or
- (c) acting as a director pursuant to such person's election or appointment.

4.5 Vacation of Office. The office of a director shall *ipso facto* be vacated if the director:

- (a) has the status of a bankrupt;
- (b) is declared incapable by a court in Canada or in another country;
- (c) by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (d) dies; or
- (e) is removed from office in accordance with paragraph 4.3 hereof.

4.6 Filling Vacancies. Subject to the Act, a vacancy occurring in the board of directors with the exception of:

- (a) vacancy resulting from an increase in the number or the minimum or maximum number of directors provided in the Articles; or
- (b) or from a failure to elect the number or minimum number of directors provided in the Articles,

may be filled for the remainder of the term by a qualified person by resolution of the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the Articles, the remaining directors shall forthwith call a special meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member.

ARTICLE V MEETINGS OF DIRECTORS

5.1 Place of Meeting. Meetings of the board of directors may be held at any time and at any place within Canada.

5.2 Notice. A meeting of directors may be convened at any time by the President, the Vice-President, by not less than five (5) directors in office at the time such meeting is called, or by the Secretary when directed or authorized by such officers or directors aforesaid. For greater certainty, unless sent by mail, seventy-two (72) hours' notice of such meeting shall be given to each director. Notice of any such meeting that is sent by mail shall be served in the manner specified in paragraph 18.1 of this By-law not less than five (5) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present. At such meetings the board may appoint the officers of the corporation who will hold office until the next meeting of the board of directors that follows the election of directors and may also appoint members of the Advisory Council, as described in Section 6.7.

A notice of meeting of the board of directors of the Corporation need not specify the purpose of or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any proposal to:

- (a) submit to the members any question or matter requiring the approval of members;
- (b) fill a vacancy among the directors or in the office of the public accountant or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements referred to in Section 172 of the Act;

- (e) adopt, amend or repeal by-laws; or
- (f) establish contributions to be made, or annual membership fees to be paid, by members under Section 30 of the Act and the fees (if any) to be paid annually by members of the Advisory Council.

5.3 Adjournment. Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat.

The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

5.4 Regular Meetings. The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

5.5 Quorum. Twenty-five percent (25%) of the directors in office shall form a quorum for the transaction of business provided that vacancies on the board shall not be included when establishing the required quorum. A quorum of directors may exercise all the powers of directors. For the purposes of determining a quorum, a director may be present in person or, if authorized under sections 5.8 or 5.9 below, by teleconference and/or by other electronic means.

5.6 Voting. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to an original vote. No director shall vote by proxy at any meeting of the board of directors of the Corporation. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes of such meeting shall be admissible in evidence as *prima facie* proof of the fact that such resolution was carried without the necessity of proof of the number or the proportion of votes recorded in favour of or against such resolution.

5.7 Telephone Participation. The directors of the Corporation may meet by teleconference provided that either a majority of the directors consent in writing to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

5.8 Meetings by Other Electronic Means. The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used; and
- (c) each director has consented in writing in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

5.9 Participation by Telephone or Electronic Means. A director participating in a meeting either by telephone or other electronic means shall be deemed for the purposes of the Act to have been present at that meeting. Written consent to meeting by teleconference or electronic means may be given before or after the meeting to which it relates or may be a “blanket” consent relating to all meetings of the board of directors and/or committees of the board of directors.

5.10 Chairperson of the Meeting. In the event that the President of the board and the Vice-President of the board are absent or unable to act, the directors who are present shall choose one (1) of their number to chair the meeting.

5.11 Resolutions in Lieu of Meeting. A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.

5.12 Privilege of the Board. The chairperson of the meeting, with the approval of the board of directors, may invite such officers or other persons, whether or not they are members of the Corporation, to attend and participate in the discussion on particular items of business of the board of directors, provided that such participant shall in no event be entitled to vote on any motion arising from such discussion.

5.13 Confidentiality. Every director, officer, committee member, employee and volunteer shall respect the confidentiality of the matters brought before the board of directors or before any committee of directors, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

ARTICLE VI POWERS OF DIRECTORS

6.1 Administer Affairs. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.

6.2 Borrowing Power. Subject to the proviso that the Corporation may not incur debts, other than debts, for current operating expenses, debts incurred in connection with the purchase and sale of investments and debts incurred in the course of administering its charitable activities, the directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue or cause to be issued bonds, debentures or other securities of the Corporation and pledge or sell the same for such sums upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
- (d) secure any such bonds, debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing By-law.

From time to time, the board of directors may authorize any director or officer of the Corporation or other persons to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the board of directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

6.3 Fund Raising. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever in furtherance of the purposes of the Corporation.

6.4 Agents, Employees, Consultants and Professionals. The board of directors may appoint such agents and engage such employees, consultants and professionals as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment. The remuneration of agents, employees, consultants and professionals shall, subject to such other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

6.5 Executive Committee. The board of directors may establish and appoint from among its number an Executive Committee comprised of the President, Vice-President, Secretary, Treasurer and Past-President together with up to five (5) additional directors as the board may from time to time appoint to the Executive Committee. The Executive Committee shall exercise such powers as are authorized by the board of directors. Reasonable notice of meetings of the Executive Committee shall be given in the manner provided in paragraph 18.1. A quorum at any meeting of the Executive Committee shall be three (3) of the persons comprising the Executive Committee. Subject to the By-laws and any resolution of the board of directors, the Executive Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

Executive Committee members shall be subject to removal by ordinary resolution of the board of directors of the Corporation. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

6.6 Additional Committees. There may also be such additional committees as determined by the board of directors. Terms of reference for such committees shall be determined from time to time by the board of directors. Except as otherwise provided in the By-laws, all committees and the Advisory Council other than the Executive Committee, are subject to the following:

- (a) the chairpersons and members shall be appointed by the Executive Committee, if any, otherwise by the board of directors, from among the members of the board of directors or otherwise for a term of one (1) year, and may be reappointed for one (1) or more additional terms of one (1) year;
- (b) the committee shall meet at least annually, and more frequently at the will of its chairperson or as required by its terms of reference and as requested by the Executive Committee, if any, otherwise by the board of directors; and
- (c) the committee shall be responsible to, and as requested, report after each meeting to the Executive Committee, if any, otherwise to the board of directors.

Subject to the foregoing, each such committee may establish its own rules of procedure and may appoint subcommittees provided however that such rules of procedure shall be subject to any terms of reference or guidelines which may be approved from time to time by the Executive Committee, if any, otherwise by the board of directors.

6.7 **Advisory Council.**

The Executive Committee or in the absence of an Executive Committee, the board of directors, may appoint individuals to an Advisory Council. Such individuals need not be directors or officers of the Corporation. Members of the Advisory Council shall hold office until the next Annual General Meeting of the Corporation. The Advisory Council will provide advice as may be requested from time to time by the board of directors. The Advisory Council shall have such terms of reference as may be determined from time to time by the board of directors. The Vice-President shall be the chair of the Advisory Council. In the absence of the Vice-President, such other director who is designated by the President shall be the chair of the Advisory Council.

Reasonable notice of meetings of the Advisory Council shall be given in the manner provided in paragraph 18.1. A quorum at any meeting of the Advisory Council shall be a majority of the persons comprising the Advisory Council. Subject to the By-laws and any resolution of the board of directors, the Advisory Council may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

6.8 **Removal of Committee or Advisory Council Members.**

The Executive Committee may remove any committee member or any member of the Advisory Council. There shall be no remuneration for members of any committee or of the Advisory Council.

ARTICLE VII REMUNERATION OF DIRECTORS

7.1 Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of his or her duties.

ARTICLE VIII OFFICERS

8.1 Appointment. The board of directors may annually, or more often as may be required, appoint a President, a Vice-President, a Secretary, a Past-President (who shall be the immediate past President of the corporation), and a Treasurer. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director and/or member if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal; or
- (f) that officer's death.

A director may be appointed to any office of the Corporation. All of the officers shall be directors of the Corporation. The Executive Director shall not be a director of the Corporation. With the exception of the President of the board and the Vice-President of the board, two (2) or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

8.2 Remuneration of Officers. No officer who is also a director shall be entitled to receive remuneration for acting as such. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

8.3 Removal of Officers. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Executive Committee at any time, with or without cause.

8.4 Vacancies. If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors, by resolution, may appoint a person to fill such vacancy.

8.5 Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

8.6 Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signature and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

- (a) **President.** The President shall be the chief executive officer of the Corporation, unless otherwise determined by resolution of the board of directors. The President shall be the chairperson of the board and shall, when present preside at all meetings of the board of directors, committees of directors, if any, and the members.
- (b) **Vice-President.** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
- (c) **Secretary.** The Secretary, when in attendance, shall be the secretary of all meetings of the board of directors, members and committees of the board, and shall give or cause to be given notices for all meetings of the board of directors or committees of directors, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in Section 21 of the Act.
- (d) **Treasurer.** Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the finances and securities of the Corporation and shall deposit the same in the name of the Corporation in such banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records in compliance with the Act. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. Whenever required, the Treasurer shall provide the board of directors with an account of all his or her transactions as Treasurer and the financial transactions of the Corporation.

- (e) **Past-President.** The Past-President shall have such duties as may from time to time be assigned to the Past-President by the board of directors.

The duties of all other officers of the Corporations shall be such as the terms of their engagement call for or as the board of directors requires of them.

ARTICLE IX FOR THE PROTECTION OF DIRECTORS AND OFFICERS

9.1 Limitation of Liability. Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by 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 monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or negligent acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations thereunder or from liability for any breach thereof.

ARTICLE X INDEMNITIES TO DIRECTORS AND OTHERS

10.1 Indemnities to Directors and Others. Subject to the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor, or an individual acting in a similar capacity of another entity, and his or her heirs, executors, administrators and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is involved because of that association with the Corporation or other entity, if,

- (a) he or she 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 investigative or other proceedings that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Corporation is authorized to execute agreements evidencing its indemnity in favour of the aforementioned individuals to the full extent permitted by law.

10.2 Insurance. The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to section 10.1 hereof.

ARTICLE XI INTERESTED DIRECTOR/OFFICER CONTRACTS

11.1 Disclosure of Interest. Every director or officer of the Corporation who is in any way directly or indirectly interested in a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation shall make the disclosure required by the Act and, except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 141 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place or profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation for which disclosure is required shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

11.2 Submission of Contracts or Transactions to Members for Approval. The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or confirmation by Special Resolution at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 141 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by Special Resolution shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

ARTICLE XII MEMBERS

12.1 Membership Conditions. Subject to the Articles, there shall be one (1) class of members of the Corporation. Membership in the Corporation shall be for a period of time determined by the board of directors from time to time and is open to those organizations whose primary purpose is to be engaged in civilian oversight of law enforcement or oversight of police services in Canada which have applied for membership to the Secretary of the corporation and whose application for membership has been approved by the board of directors. Members of the Corporation may also be admitted in such other manner as may be approved from time to time by the board of directors of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

12.2 Resignation. Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing that shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance by the Corporation.

12.3 Termination of Membership. The interest of a member in the Corporation lapses and ceases to exist:

- (a) upon the dissolution of the member; or
- (b) upon the effective date of a fundamental change in the objects or statement of purpose of the member whereby the member is no longer primarily engaged in civilian oversight of law enforcement or oversight of police services in Canada; or

- (c) after the member is expelled or otherwise terminated in accordance with the Articles or By-Laws; or
- (d) when the member's period of membership (if any) expires; or
- (e) when the member ceases to be a member by resignation; or
- (f) when the Corporation is liquidated or dissolved in accordance with the Act,

or otherwise in accordance with the By-laws; provided always that the directors of the Corporation may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a special meeting of directors in respect of which a notice specifying the intention to pass such resolution has been given (and provided the member shall be granted the opportunity to be heard) terminate the membership of any member of the Corporation.

Subject to the Articles, upon any termination of membership, the rights of the member shall automatically cease to exist.

ARTICLE XIII MEMBERSHIP DUES

13.1 Dues. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the Executive Committee.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

ARTICLE XIV MEMBERS' MEETINGS

14.1 Time and Place of Annual Meeting. Subject to compliance with Section 160 of the Act, the annual meeting of the members shall be held annually on such day in each year and at such time as the directors may by resolution determine at any place within Canada.

14.2 Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the public accountant shall be presented and the directors shall be elected and public accountant appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.

14.3 Special Meetings. Other meetings of the members may be convened by order of the President or the Vice-President at any date and time and at any place within Canada. The board of directors 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.

14.4 Notice. Notice of the time and place of any annual or special meeting of members shall be provided to members of the Corporation entitled to vote at such meeting by any of the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at such meeting during a period of twenty-one (21) to sixty (60) days (exclusive of the day on which the

notice is delivered or sent but inclusive of the date for which the notice is given) before the day on which meeting is to be held; or

- (b) by telephonic, electronic or other communication facility to each member entitled to vote at such meeting during a period of twenty-one (21) to thirty-five (35) days before the day on which such meeting is to be held; or
- (c) by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted and that is located in the main facilities of the Corporation.

Pursuant to subsection 197(1) 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.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

14.5 Record Date for Notice. The board of directors may, within the periods prescribed by the Regulations, fix in advance a date, as a record date for the determination of the members entitled to receive notice of the meeting, and notice of any such record date shall be in the manner provided in the Act. If no record date is so fixed, the record date for the determination of the members entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

14.6 Waiver of Notice. Subject to the Act, a meeting of members may be held for any purpose at any time and any place without notice if all the members entitled to notice of the meeting, the directors and the public accountant of the Corporation are present in person or represented by proxy, if applicable, at the meeting otherwise than to object to the transaction of business on the grounds that the meeting is not lawfully called, or if the absent members, directors and the public accountant have waived notice of or otherwise consent to the meeting being held so long as the members, the directors and public accountant present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14.7 Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Articles or any other By-law) shall be ten percent (10%) of all the members of the Corporation. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 18.1 with regard to notice shall apply to such adjournment. For the purpose of determining quorum, a member may be present in person or, if authorized under sections 14.10 or 14.11 hereof, by telephonic and/or other electronic means.

14.8 Chairperson of the Meeting. In the event that the President and the Vice-President of the board are absent or unable to act, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one (1) of their number to be chair of the meeting.

14.9 Adjournment. The chairperson 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. 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.

14.10 Meetings by Teleconference. If a majority of the members of the Corporation consent (either at a meeting of members by simple resolution or by consents signed individually by a majority of the members), a meeting of members of the Corporation may be held by teleconference.

14.11 Meetings by Other Electronic Means. Any person entitled to attend a meeting of the members of the Corporation may meet by other electronic means that permits such person to communicate adequately with each other, provided that:

- (a) the members of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes in order to meet the prescribed requirements;
- (b) each member or other person entitled to be present has equal access to the specific means of communication to be used; and
- (c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

14.12 Participation by Teleconference or Electronic Means. A member participating in a meeting whether by telephone or other electronic means shall be deemed for the purposes of the Act to have been present at that meeting. Written consent to meeting by teleconference or electronic means may be given before or after the meeting to which it relates or may be a “blanket” consent relating to all meetings of the members. 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.

14.13 Persons Entitled to be Present. The only persons entitled to be present at a meeting of members of the Corporation shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, the Articles or the By-Laws of the Corporation to be present at the meeting. Any other person may be in attendance only by invitation of the Chair of the meeting or with the consent of the meeting.

14.14 Votes. Subject to Section 171 of the Act, every question submitted to any meeting of members shall be decided in the first instance by a show of hands by a majority of votes unless otherwise specifically provided in the Act. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

Unless a ballot thereon is required or demanded as hereinafter provided, upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

14.15 Ballots. On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairperson of the meeting may require a ballot or any person who is present and entitled to vote on such questions at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson of the meeting shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the members upon the said question. To the extent permitted by the Act, a vote at a meeting of members may be carried out by means of a telephonic, electronic or other communications facility.

14.16 Proxyholders and Representatives. Pursuant to Section 171(1) of the Act, every member entitled to vote at a meeting of members may vote by proxy by appointing in writing the proxyholder, or one (1) or more alternate proxyholders, to attend and act as his or her representative at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Québec, signed by the member or by their agent or mandatory
 - (i) 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
 - (ii) 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;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at the 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, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one (1) member, to vote at the meeting by way of a show of hands;

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

Alternatively, every member that is a body corporate or association may authorize, by designation in writing, an individual to represent it at all or at specific meetings of members and such individual may exercise on the member's behalf, all the powers it could exercise if it were an individual member. The authority of such an individual shall be established by depositing with the corporation an originally executed copy of the written designation or in such other manner as may be satisfactory to the Secretary or the chairperson of the meeting.

14.17 Time for Deposit of Proxies. The board of directors may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than twenty-four (24) hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time having been specified in such notice, it has been received by the Secretary of the Corporation or by the Chairperson of the meeting or any adjournment thereof prior to the time of voting.

14.18 Mailed-In or Electronic Ballot. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) of the Act, a Special Resolution of the members is required to make any amendment to the By-Laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14.19 Resolution in Writing. 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 meeting of the members except where, in accordance with the Act:

- (a) in the case of the resignation or removal of a director, or the appointment or election of another person to fill the place of such director, a written statement is submitted to the Corporation by the director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill his or her office; or
- (b) in the case of the resignation, appointment, removal or election of another person to fill the office of public accountant, a written statement is submitted to the Corporation by the public accountant giving reasons for resigning or for opposing the removal or the appointment of a replacement public accountant or the election of another person to fill his or her office.

A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

14.20 Only One Member. Where the Corporation has only one (1) member, the member present in person or duly represented by proxy constitutes a meeting.

ARTICLE XV VOTING SHARES AND SECURITIES

15.1 Custody of Securities. All securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositors or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one (1) nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

ARTICLE XVI EXECUTION OF INSTRUMENTS

16.1 Execution of Instruments. Contracts, documents or instruments in writing (collectively, the **Corporate Documents**), or cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange (collectively, the **Financial Documents**) requiring the signature of the Corporation may be signed by any two (2) officers of the Corporation (collectively, the **Authorized Signatories**). Any Financial Documents whose monetary value is under the sum of two hundred dollars (\$200.00) will require the signature of only one (1) officer of the Corporation.

All Corporate Documents and Financial Documents so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign Corporate Documents or Financial Documents generally or to sign specific Corporate Documents or Financial Documents.

In particular, without limiting the generality of the foregoing, any two (2) Authorized Signatories shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

ARTICLE XVII BANKING ARRANGEMENTS

17.1 Banking Arrangements. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors of the Corporation may designate, appoint or authorize from time to time by resolution. The banking business, or any part thereof, including, without limiting the generality of the foregoing, all cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange, shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate, direct or authorize by resolution.

ARTICLE XVIII NOTICES

18.1 Method of Giving Notice. Any notice, communication or other document (other than notice of a meeting of members or a meeting of the board of directors) to be given, sent, delivered or served pursuant to the Act, the Regulations, the Articles or the By-laws or otherwise to any member, director, officer or member of a committee of the board of directors, or to the public accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board of directors 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.

18.2 Signature to Notices. Where a notice or other document to be given by the Corporation is signed, the signature of any director or officer of the Corporation to any notice or corporate document to be given by the Corporation may be written, stamped, typewritten or printed.

18.3 Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Articles of the Corporation, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

18.4 Proof of Service. With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 18.1 of this by-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or public accountant or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

18.5 Omission and Errors. The accidental omission to give any notice to any member, director, officer, member of a committee of the board of directors 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.

ARTICLE XIX RULES, REGULATIONS, POLICIES AND PROCEDURES

19.1 Rules, Regulations, Polices and Procedures. The board of directors of the Corporation may adopt, amend or repeal by resolution such rules, regulations, policies and procedures not inconsistent with the By-Laws relating to the management and operation of the Corporation and other matters provided for in these By-Laws including, without limiting the generality of the foregoing, financial policies and procedures and policies relating to the use of trademarks and other intellectual property as they may deem expedient from time to time any such rules, regulations, policies and procedures adopted by the board of directors shall continue to have force and effect until amended, repealed or replaced by a subsequent resolution.

ARTICLE XX BY-LAWS

20.1 By-laws and Effective Date. Subject to the Articles, the board of directors may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next 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.

For greater certainty, this section does not apply to a by-law that requires a Special Resolution of the members according to subsection 197(1) of the Act as such by-law amendments or repeals are only effective when confirmed by the members.

20.2 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.

**ARTICLE XXI
RULES OF ORDER**

21.1 Rules of Order Any questions of procedures at or for any meetings of the board of directors, members, or of any committee of the board which have not been provided for in this By-law or by the Act, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

**ARTICLE XXII
PUBLIC ACCOUNTANT**

22.1 Public Accountant. Subject to Section 182 of the Act, the members shall, at each annual meeting, appoint a public accountant to conduct such level of financial review of the accounts of the Corporation as is required by the Act for report to members. The public accountant shall hold office until the next following annual meeting; provided, however, that subject to the Act, the directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the board of directors of Corporation. Subject to subsection 180(6) of the Act, the public accountant shall be independent of the Corporation, its affiliates, or the directors or officers of the Corporation or its affiliates.

**ARTICLE XXIII
FINANCIAL YEAR**

23.1 Financial Year. The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the board of directors may from time to time by resolution determine.

ENACTED the ● day of ●, 2014.

WITNESS the seal of the Corporation.

●,
President

●,
Secretary