

## **By-laws of the Canadian Association for Equality**

A by-law relating generally to the conduct of the affairs of Canadian Association for Equality (the “Corporation”)

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

### **1.0 Definitions**

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

- (a) “**Act**” means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**Director**” means a member of the Board of Directors of the Corporation;
- (e) “**branch**” means an extension of the Corporation that is operating in accordance with the Branch Bylaws and has been recognized by the Board.
- (f) “**by-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (g) “**meeting of members**” includes an annual meeting of members or a special meeting of members; “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;
- (h) “**Officers**” means President, Vice-President, Chair of the Board of Directors, Vice-Chair of the Board of Directors, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Executive Director, Manager, any other person designated an officer by by-law of the corporation, or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices;
- (i) “**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (j) “**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (k) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (l) “**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **2.0 Interpretation**

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

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

### **3.0 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 of the Corporation shall be the custodian of the corporate seal.

## **4.0 Borrowing Powers**

The Directors of the Corporation may by resolution of the Board, without authorization of the members, borrow money on the credit of the corporation; issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; give a guarantee on behalf and 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.

## **5.0 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **6.0 Branches of the Corporation**

### **6.1 Recognition of Branches**

The Board may, at its discretion, recognize Branches of the Corporation by ordinary resolution.

### **6.2 Role of Branches**

Branches of the Corporation shall act as extensions of the Corporation throughout Canada, implementing the policy, programs and other business of the Corporation at a local level.

### **6.3 Branch Bylaws**

Branches of the Corporation shall adhere to and be organized in accordance with the Branch Bylaws, as may be established by the Corporation and amended from time to time.

### **6.4 Revocation of Branch Status**

The Board may, at its discretion, revoke the recognition of a Branch of the Corporation by special resolution.

### **6.5 Removal of Branch Leadership**

In addition to any procedures provided within the Branch Bylaws, the Board may remove any executive, Director, president, representative or other leader of a Branch by special resolution.

## **Members and Membership**

### **7.0 Membership Conditions**

#### **7.1 Classes of Members**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the Board or in such other manner as may be determined by special resolution of the Board. Each member shall be entitled to receive a copy of the annual financial statements of the Corporation, and to receive notice of, attend and vote at all meetings of the members of the Corporation.

#### **7.2 Changes to Membership Rights**

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) of the Act.

## **8.0 Transferability of Membership**

A membership may only be transferred to the Corporation. Pursuant to Section 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.

## **9.0 Notice of Meetings of Members**

### **9.1 Notice of Special Meetings of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 14 to 30 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

### **9.2 Notice of Annual Meetings of Members**

Notice of the time and place of each annual meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 60 to 90 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

### **9.3 Changes to Notice of Meetings of Members**

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.

## **10.0 Members Calling a Meeting of Members**

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 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. Notice of a special meeting of members shall be given in accordance with Section 44.0 of these by-laws.

## **11.0 Absentee Voting at Meetings of Members**

### **11.1 Absentee Voting**

Pursuant to section 171(1) (Absentee Voting) 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 enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

### **11.2 Changes to Absentee Voting**

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

## **12.0 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if such dues are not paid within one (1) calendar month of notification, the members in default shall automatically cease to be members of the Corporation.

## **13.0 Termination of Membership**

A membership in the Corporation is terminated when:

- the member dies or resigns;
- the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the Corporation is liquidated and dissolved under the Act.

#### **14.0 Effect of Termination of Membership**

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.

#### **15.0 Discipline of Members**

##### **15.1 Suspension and Expulsion of Members**

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

- violating any provision of the articles, by-laws, or written policies of the Corporation;
- carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- 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.

##### **15.2 Notice of Proposed Suspension or Expulsion**

In the event that the Board determines a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide written notice of the proposed suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

##### **15.3 Dispute of Proposed Suspension or Expulsion**

Upon receiving notice of a proposed suspension or expulsion, the member may dispute the proposed suspension or expulsion by making written submissions to the Chair, or such other officer as may be designated by the Board, within twenty (20) days. If no submissions are received within twenty (20) days, the member will be deemed to have consented to the proposed suspension or expulsion, and the Board shall notify the member in writing of their suspension or expulsion from membership in the Corporation.

##### **15.4 Decision by the Board of Directors**

If written submissions disputing a proposed suspension or expulsion are received in accordance with this section, the Board shall determine whether to proceed with the proposed suspension or expulsion no later than forty (40) days from the date of receipt of the submissions. The decision of the Board shall be final and binding on the member, without any further right of appeal.

##### **15.5 Notice of Final Suspension or Expulsion**

A member who has been suspended or expelled from membership in the Corporation shall be informed in writing of their suspension or expulsion within five (5) days of the final suspension in accordance with Section 44.0 of these by-laws.

##### **15.6 Temporary Suspension During Proceedings**

In the event that the Board has proposed the suspension or expulsion of a member, it may by special resolution temporarily suspend all rights and privileges of the member until a final decision on the proposed suspension or expulsion has been rendered.

#### **16.0 Scheduling of Annual Meetings of Members**

The Board shall call an annual members' meeting no later than the earlier of:

- fifteen (15) months after the last preceding annual meeting; and
- six (6) months after the end of the corporation's preceding financial year.

#### **17.0 Cost of Publishing Proposals for Annual Meetings of Members**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **18.0 Place of Meetings of Members**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### **19.0 Persons Entitled to be Present at Meetings of Members**

The only persons entitled to be present at a meeting of members 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, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted by invitation of the chair of the meeting, or by ordinary resolution of the members present.

#### **20.0 Chair of Meetings of Members**

In the event that the Chair of the Board and the Vice-Chair of the Board are absent or unwilling to act, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **20.1 Conduct of Meetings of Members**

Unless another set of procedures is adopted by ordinary resolution of the Board, meetings of members shall be conducted using the chair's discretion. In case of any dispute, Robert's Rules of Order shall govern.

#### **21.0 Quorum at Meetings of Members**

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 greater of 35 members or 5% 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.

#### **22.0 Votes to Govern at Meetings of 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 questions. The person chairing the meeting shall not cast a vote, except in case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, in which case the chair of the meeting shall cast a deciding vote.

#### **23.0 Participation by Electronic Means at Meetings of Members**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a 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.

#### **24.0 Meetings of Members Held Entirely by Electronic Means**

If the Directors or members of the Corporation 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 and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **Board of Directors**

#### **25.0 Number of Directors**

The Board shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and/or maximum number of Directors, the Board shall be comprised 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. In the case of a soliciting corporation the minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

#### **26.0 Eligibility of Directors**

##### **26.1 Conditions of Eligibility**

Any person is eligible to be a Director of the Corporation if they:

- Are a current member of the Corporation in good standing;
- Are over the age of eighteen (18);
- Are legally competent to conduct business and enter contracts under the laws of Canada and its provinces;
- Are not an employee of the Corporation.

##### **26.2 Additional Criteria**

Without restricting or altering the foregoing, the Board may at its discretion provide certain criteria that are desired or expected of Directors and nominees. If the Board provides such additional criteria, it shall clearly specify that such criteria are instructive only, and have no impact on the eligibility of any person to be a Director of the Corporation.

#### **27.0 Nomination of Directors**

##### **27.1 Proposals Including Nominations**

Subject to the Regulations under the Act, proposals including nominations for vacant Director positions shall be submitted in writing to the Corporation. Nominations for vacant Director positions shall be accepted no fewer than thirty (30) days before any annual meeting of members at which Directors shall be elected.

##### **27.2 Form of Proposals**

Proposals nominating Directors shall be in a form to be prescribed by the Board, and shall include information to be prescribed by the Board. Written nominations shall contain the signatures of no less than five (5) members of the Corporation in good standing, and a signed acceptance of the nomination by the nominee.

### **27.3 Notice of Proposals**

All requirements for proposals nominating Directors shall be made available to the members of the Corporation, and shall be included when notice is given of a meeting of members at which Directors shall be elected. After notice has been given of such a meeting, the form or information required for a proposal nominating Directors shall not be altered until after the meeting has concluded.

### **27.4 Nomination of Employees**

A person is not ineligible for nomination solely by reason that they are an employee of the Corporation, or that they would be in contravention of Section 31.0 (Remuneration of Directors) if elected.

### **27.5 Refusal of Proposals Including Nominations**

In addition to the foregoing the Corporation may, at its discretion, decline any proposal nominating Directors on any of the grounds enumerated in Section 163(6) of the Act.

## **28.0 Election of Directors**

### **28.1 Election at Annual Members' Meetings**

Members shall, by ordinary resolution at each annual members' meeting, elect sufficient Directors to fill all vacant seats on the Board.

### **28.2 Method of Election**

The election of Directors shall be conducted by secret ballot. Each member entitled to vote may vote for a number of nominees equal to the number of vacancies to be filled and, at the conclusion of voting, the vacancies shall be filled by the candidate or candidates with the highest number of votes.

### **28.3 Resolution of Ties**

In the event of a tie, the tied nominees shall be given an opportunity to withdraw their candidacy and, if neither withdraws, the election shall immediately reopened between the tied candidates. If the candidates remain tied, the winner shall be chosen randomly through any process acceptable to the candidates.

## **29.0 Term of Office**

### **29.1 Ordinary Term**

Directors elected at an annual members' meeting shall hold office for terms expiring not later than the close of the second annual meeting of the members after their election, so long as they remain eligible under Section 26.0 (Eligibility of Directors) and compliant with Section 31.0 (Remuneration of Directors). Terms of office shall be staggered such that fifty (50) percent of terms expire each year.

### **29.2 Special Term**

Directors elected or appointed in any manner other than an ordinary resolution of members at an annual members' meeting shall hold office until the next annual members' meeting.

### **29.3 Allocation of Terms**

If, at any annual members' meeting, more than two (2) Directors must be elected for terms of less than two (2) years in order to satisfy the requirements of section 29.1 of these by-laws, members shall determine the assignment of terms to

Directors by ordinary resolution. Otherwise, any terms of less than two (2) years shall be assigned in descending order of length to those Directors elected by the least number of votes.

### **30.0 Removal of Directors**

#### **30.1 Removal by Members**

The members of the corporation may by ordinary resolution at any meeting of members remove any Director or Directors from office.

#### **30.2 Deemed Resignation**

A Director is deemed to have resigned their position on the Board of Directors if they are absent from 3 of any 6 consecutive regularly scheduled Board meetings.

#### **30.3 Ineligibility**

A Director who is or becomes ineligible under Section 26.0 (Eligibility of Directors) or non-compliant with Section 31.0 (Remuneration of Directors) shall be immediately suspended from their position as a Director until such a time as they become eligible or compliant. If they have not become eligible or compliant within thirty (30) days of the time of the suspension, they shall cease to hold office pursuant to Section 26.1.

#### **30.4 Vacancies**

Any vacancy resulting from the removal or resignation of a Director may be filled by ordinary resolution of the members during the meeting at which it occurs or, if not so filled, may be filled by appointment by a quorum of Directors.

### **31.0 Remuneration of Directors**

Directors shall receive no remuneration for acting as such, and no Director shall directly or indirectly receive any financial benefit from the Corporation. Directors may receive reasonable reimbursement for expenses incurred by them in the normal course of their duties.

### **32.0 Calling of Meetings of the Board of Directors**

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

### **33.0 Notice of Meetings of the Board of Directors**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of a meeting of Directors of this by-law to every Director of the Corporation not less than 2 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 in writing. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **34.0 Regular Meetings of the Board of Directors**

At the first meeting of the Board after each annual meeting of members, the Board shall pass an ordinary resolution either appointing a day or days in any month or months for regular meetings of the Board at a place and hour to be named, or declining to adopt such a schedule of regular meetings. 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) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.



### **35.0 Conduct of Meetings of the Board of Directors**

Unless another set of procedures is adopted by ordinary resolution of the Board, meetings of the Board of Directors shall be conducted using the chair's discretion. In the case of any dispute, Robert's Rules of Order shall govern.

### **36.0 Quorum at Meetings of the Board of Directors**

A quorum at any meeting of the Board of Directors shall be a majority of currently sitting Directors.

### **37.0 Votes to Govern at Meetings of the Board of Directors**

At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. The person chairing the meeting shall not cast a vote, except in the case of an equality of votes, in which case they shall cast a deciding vote.

### **38.0 Participation by Electronic Means at Meetings of the Board of Directors**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Board of Directors, 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 the Board of Directors 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.

### **39.0 Committees of the Board of Directors**

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

## **Officers**

### **40.0 Appointment of Officers**

#### **40.1 Appointment by the Board**

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

#### **40.2 Election of the Chair of the Board**

The Board shall elect a Chair at the first meeting of the Board after each annual meeting of members.

#### **40.3 Appointment of the Secretary and Treasurer**

The Board shall appoint a Secretary and Treasurer at the first meeting of the Board of Directors after each annual meeting of members.

### **41.0 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

**Chair of the Board** (“Chair”) – The Chair of the Board shall be a Director. The Chair shall, when present, preside at all meetings of the Board of Directors and of the members. The chair shall have such other duties and powers as the Board may specify. For the purposes of the laws of Canada both federal or provincial, the Chair shall be considered the president of the Corporation.

**Vice-Chair of the Board** (“Vice-Chair”) – If appointed, the Vice-Chair of the Board shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.

**Past Chair of the Board** (“Past Chair”) – If appointed, the Past Chair of the Board shall be the individual who in the preceding term occupied the office of Chair.

**President** – If appointed, the President shall serve as an ambassador for the Corporation. For the purposes of the Ontario Corporations Act, the President shall not be considered the president of the Corporation.

**Executive Director** (“ED”) – If appointed, the ED shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The ED shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation, and shall report to the Board on a regular basis. If a person appointed as ED is also under contract to the Corporation to serve as ED, the ED shall retain their appointment until their contract ceases to be in force.

**Secretary** – The Secretary shall attend and be the Secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings of such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

**Treasurer** – The Treasurer shall oversee the financial administration of the Corporation by interacting with financial staff, reviewing procedures and financial reporting, and making recommendations on financial policy to the Board. The Treasurer shall have such other powers and duties as the Board may specify.

**Branch Liaison** – The Branch Liaison is responsible for assisting Branch executive teams, facilitating branch development, and serving as the liaison between the Board and the collective Branches.

**Branch Director** – Each Branch Director is responsible for leading the executive team that operates a given CAFE Branch, and acts as the Board’s primary contact with that Branch.

## **42.0 Powers and Duties**

### **42.1 Powers and Duties of Officers**

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board 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.

### **42.2 Powers of the Executive Director**

The Executive Director, or whatever other individual may be designated the operational head of the Corporation, shall in that capacity be entitled to attend and fully participate in all meetings of the Board, without voting, except the portion of those meetings in which the compensation or performance of the ED are to be addressed.

## **43.0 Term of Officers**

### **43.1 Ordinary Term**

Once appointed, officers shall hold office until the earlier of:

- the officer’s successor being appointed,
- the officer’s resignation,
- such officer ceasing to be a Director (if a necessary qualification of appointment), or
- such officer’s death.

#### **43.2 Removal of Officers**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation by ordinary resolution.

#### **43.3 Vacancies**

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.

### **Administration**

#### **44.0 Method of Giving Any Notice**

##### **44.1 Method of Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, 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:

- 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);
- if mailed to such person at such person’s recorded address by prepaid ordinary or air mail;
- if sent to such person by telephonic, electronic or other communication facility at such person’s recorded address for that purpose; or
- if provided in the form of an electronic document in accordance with Part 17 of the Act.

##### **44.2 Deemed Delivery**

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **45.0 Invalidity of any Provision 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, and any such provision shall be considered severable.

#### **46.0 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.

#### **47.0 Mediation and Arbitration**

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

#### **48.0 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, Directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, resolution to such dispute or controversy shall be attempted through negotiation, mediation, arbitration or other appropriate dispute resolution process before resorting to litigation.

All costs associated with the resolution of disputes in accordance with this section, not including the costs of legal counsel or personal travel, shall be borne equally by the parties to the dispute or the controversy, unless assigned in another way by an arbitrator.

#### **49.0 By-laws and Effective Date**

##### **49.1 Amendment of Bylaws**

Subject to 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 ordinary resolution of the members. 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.

##### **49.2 Fundamental Changes**

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 because such by-law amendments or repeals are only effective when confirmed by members.