



BY-LAWS

(February 23, 2017)

PREAMBLE

Karate Canada is a corporation constituted under the *Canada Not-For-Profit Corporations Act*, with the objective of describing and incorporating all activities related to the promotion, organization, regulation and popularization of the sport of karate all over Canada, of protecting the physical and emotional health of athletes and promotes the interests of karate throughout Canada.

ARTICLE 1 INTERPRETATION

DEFINITIONS AND INTERPRETATION

1.01 Unless there is a clear mention to the contrary or unless the context clearly indicates otherwise, in this document:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time
- b) *Annual Meeting* – the annual meeting of the Members
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting
- e) *Board* – shall mean the Board of Directors of the Corporation
- f) *By-laws* – shall mean the By-laws expressed in this document
- g) *Corporation* – shall mean Karate Canada
- h) *Days* – shall mean days including weekends and holidays
- i) *Directors* – shall mean an individual elected or appointed to serve on the Board of Directors pursuant to these By-laws
- j) *Member* – shall mean those entities meeting the definition of Member and admission of Members as defined within these By-laws
- k) *Officer* – shall mean an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws
- l) *Ordinary Resolution* – shall mean a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution at a meeting of the Board or the simple majority of votes, of voting Members, representing at least four (4) Provincial/Territorial Association Members at a meeting of Members
- m) *Proposal* – shall mean a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act

- n) *Registrant* – shall mean any of the following who have applied for registration as a Registrant with the Corporation, who have agreed to abide by the Corporation’s By-laws, policies, rules and regulations, and who have been accepted as a Registrant with the Corporation:
 - i) Black Belt Registrant
 - ii) Kyu Belt Registrant
 - iii) Honorary Registrant
- o) *Special Resolution* – shall mean a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution at a meeting of the Board or a meeting of members

DEFINITIONS IN THE ACT

- 1.02 Subject to the above definitions, the definitions provided for in the Act shall apply to the terms used in the By-laws of the Corporation.

RULES OF INTERPRETATION

- 1.03 Terms used in the singular shall include the plural and vice versa; terms used in the masculine gender shall include the feminine gender and vice versa, and terms referring to natural persons shall include legal persons, such as corporations and all other non-incorporated groups.

DISCRETION

- 1.04 When conferred a discretionary power by the By-laws, the Directors may exercise this power as they shall see fit and whenever they shall deem appropriate in the best interest of the Corporation.

PRECEDENCE

- 1.05 In the event of a contradiction between the Act, the incorporating document or the By-laws, the Act shall prevail over the incorporating document and over the By-laws, and the Incorporating document shall prevail over the By-laws.

HEADINGS

- 1.06 The headings used in these by-laws are for reference purposes only and they shall not be considered in the interpretation of the terms or provisions contained in these By-laws.

RULING ON BY-LAWS

- 1.07 Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Corporation.
- 1.08 In the event of a contradiction between the French and the English version of this By-laws, the version, at the discretion of the Board, is the more consistent with the objects, mission, vision and values of the Corporation shall prevail.
- 1.09 The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

ARTICLE 2 HEAD OFFICE

- 2.01 The registered office of the Corporation will be located in the province of Quebec at such address as the Board may, by Ordinary Resolution, determine.

ARTICLE 3 MEMBERSHIPS

CATEGORIES OF MEMBERSHIP

3.01 The Corporation shall have one (1) category of Membership:

- a) Provincial/Territorial Association Members

QUALIFICATIONS FOR MEMBERSHIP

PROVINCIAL/TERRITORIAL ASSOCIATION MEMBER

3.02 A Provincial or Territorial Association recognized by the applicable Provincial or Territorial Government and/or the Corporation as the sole governing body of the sport of Karate in their respective Province or Territory and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations

ADMISSION OF MEMBERS

ELIGIBILITY AND REQUEST FOR MEMBERSHIP

3.03 No Provincial/Territorial Association will be admitted as a Member of the Corporation unless:

- a) The candidate Member has made an application for Membership in a manner prescribed by the Corporation;
- b) If, at the time of applying for Membership the candidate Member is currently a Member, the candidate Member is a Member in good standing;
- c) If the candidate Member was at any time previously a Member, the candidate Member was a Member in good standing at the time of ceasing to be a Member;
- d) The candidate Member has paid dues as prescribed by the Board.
- e) The candidate Member has met the requirements defined in section 4.02; and
- f) The candidate Member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board. The Board shall provide an explanation for its decision to deny Membership which is final and binding.

CHANGES OF TERMS/CONDITIONS OF MEMBERSHIP

3.04 Pursuant to subsection 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendments if those amendments affect Membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m)) as follows:

- a) Change a condition required for being a Member;
- b) Add, change or remove a provision respecting the transfer of a Membership;
- c) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- d) Change the method of voting by Members not in attendance at a meeting of Members

TRANSFER OF MEMBERSHIP

3.05 Membership in the Corporation is non-transferable.

DURATION

3.06 Membership is accorded on an annual basis as determined by the Board, and all Members will re-apply for Membership each year

CARDS AND/OR CERTIFICATES

3.07 The Board may issue Membership cards and/or certificates, and approve their form and content.

MEMBERSHIP DUES

- 3.08 Membership dues for all categories of Membership will be determined annually by the Board.
- 3.09 Membership dues must be paid upon the date determined by the Board, and if they are not paid within ninety (90) days, the Member in default will automatically cease to be a Member, unless otherwise determined by the Board.

WITHDRAWAL AND TERMINATION OF MEMBERSHIP

RESIGNATION

- 3.10 A Member may resign from the Corporation by giving a written notice to the Board. The Member's resignation shall become effective at the date of such notice.
- 3.11 A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action.
- 3.12 Membership in the Corporation is terminated when:
- a) The Member dissolves or ceases operations;
 - b) The Member fails to maintain the qualifications or conditions of Membership described in these By-laws;
 - c) The Member's term of Membership expires; or
 - d) The Corporation is liquidated or dissolved under the Act.

SUSPENSION AND EXPULSION

- 3.13 The Board may, by Special Resolution at a meeting called to this end, suspend for a period or expel any Member who does not abide by the regulations or policies of the Corporation or whose behavior is contrary to the best interests of the Corporation. The guidelines of procedural fairness will always be adhered to.
- 3.14 In addition, a Member will be expelled from the Corporation for failing to pay Membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.
- 3.15 A Member or Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members and/or Registrants.
- 3.16 After the appearance, if the suspension or expulsion is maintained, the Member shall be notified by registered mail.

GOOD STANDING

- 3.17 Definition – A Member of the Corporation will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
 - b) Has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Corporation;
 - d) Has complied with the Constitution, By-laws, policies and rules of the Corporation;
 - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Had paid all required Membership dues or debts to the Corporation, if any.

CEASE TO BE IN GOOD STANDING

- 3.18 Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE 4 MEETINGS OF MEMBERS

TYPES OF MEETINGS

- 4.01 Meetings of Members will include Annual Meetings and Special Meetings.

ANNUAL GENERAL MEETINGS

- 4.02 Annual Meetings of the Members of the Corporation shall be held at the date and time determined by the Board. The objects of such meetings are to hear the review made by the President or their representative, to receive the Treasurer's report and the financial statements; to elect or re-elect the Directors when applicable, to appoint an auditor, and to hear and decide of any other matter legally brought before the general meeting of the Members.
- 4.03 Moreover, any Annual Meetings may serve as a Special Meeting entitled to hear and decide of any other matter that may be decided in a Special Meeting. Annual Meetings may also be held outside of Canada, subject to the approval of the Members, by Special Resolution.
- 4.04 The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

SPECIAL GENERAL MEETINGS

- 4.05 Special Meetings of the Members of the Corporation may be called by the Board or by the President. Special General Meeting may also be held outside of Canada, subject to the approval of the Members, by Special Resolution.
- 4.06 A Special Meeting may also be called at the request of at least five (5%) percent of the voting Members of the Corporation. Such request shall set out, in general terms, the business to be discussed at the meeting so requested, be signed by the petitioners and be filed at the head office of the Corporation. Upon receipt of such a request, it shall be incumbent on the President or the Secretary to call the meeting in accordance with the By-laws of the Corporation. If they fail to do so, any director may call such a meeting, or the Members themselves may call the meeting, as provided by By-Laws or the Act.
- 4.07 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or

- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.
- 4.08 Pursuant to Section 197(1) of the Act (Fundamental Changes), 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.
- 4.09 A meeting of Members may be held by telephone conference call or by means of other telecommunications technology that permits each Member to communicate adequately with each other, if the Corporation makes available such communication facility.
- 4.10 Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

WAIVER OF NOTICE

- 4.11 An Annual or Special Meeting may validly be held at any time and for any motive without the notice required by the Act or the By-laws, provided all the voting Members waive this notice in writing. For the purposes of this waiver of notice, the expression "in writing" shall be interpreted loosely, and the waiver may be given by telegraph, facsimile, telex, cable message, email or any other written medium. Such waiver of the notice of meeting may take place either before, during or after the holding of the meeting. Moreover, the attendance of a Member shall constitute a waiver of notice of the meeting on his part, unless he declares that he is attending the meeting for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.

IRREGULARITIES

- 4.12 No error or omission in giving notice of any Annual or Special Meeting or any adjourned meeting, whether Annual or Special Meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 4.13 In consequence, irregularities affecting the notice of a meeting or the sending thereof, the unintentional omission to give such notice or the non-receipt of the notice by a Member, shall in no way affect the validity of an Annual or Special Meeting of the Members.

CHAIR OF THE MEETING

- 4.14 The President of the Corporation or (in absence of the President) any person designated by the Board at its discretion shall preside at Annual or Special Meeting of the Members.

QUORUM

- 4.15 Unless the Act or the Incorporating document requires a different quorum at a meeting of the Members, there shall be quorum when at least five (5) of the voting Members representing at least one-half (1/2) of the eligible votes.

ADJOURNMENT

- 4.16 If a quorum is not attained at an Annual or Special General Meeting of the Members, the voting Members present shall be entitled to adjourn the meeting until there is a quorum. A meeting thus adjourned may resume, without any new notice of meeting being required, when the required quorum is attained. When the meeting resumes, the voting Members present may consider and make decisions on the matters for which the meeting had originally been called.

VOTE

- 4.17 Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

VOTE BY BALLOT

- 4.18 Voting shall be by ballot if the President or at least ten percent (10%) of the voting Members present so request. Each voting Member shall deliver to the scrutineer a ballot on which he has written the way in which he shall be casting his vote.

VOTE BY PROXY

- 4.19 There will be no proxy voting.

AGENDA

- 4.20 The agenda for the Annual General Meeting of the Members shall at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Appointment of Scrutineers
 - d) Approval of the Agenda
 - e) Declaration of any Conflicts of Interest
 - f) Adoption of Minutes of the previous Annual Meeting
 - g) Board, Committee and Staff Reports
 - h) Approval of Auditors Report and Financial Statements
 - i) Appointment of Auditors
 - j) Business as specified in the meeting notice
 - k) Election of Directors, if applicable
 - l) Adjournment

BUSINESS

- 4.21 Any voting Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least fourteen (14) days prior to the meeting date or upon the sole discretion of the President or designate.

CLOSED MEETINGS

- 4.22 Meetings of Members will be closed to the public except by invitation of the Board.

PERSONS ENTITLED TO ATTEND

- 4.23 Persons Entitled to Attend – All Members, the Directors and the auditor 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 are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

VOTING AT MEETINGS OF MEMBERS

PARTICIPATION AND VOTING PRIVILEGES

4.24 Members will have the following voting rights at all meetings of Members:

a) *Provincial/Territorial Association Members*: the Provincial/Territorial Association Member's president, or Delegate in accordance with Section 5.25, who may attend and participate in meetings and are entitled to the number of votes as follows:

i) Eight hundred (800) base votes plus one (1) vote for each Black Belt and Kyu Belt Registrant registered with the Provincial/Territorial Association Member.

DETERMINATION OF REGISTERED BLACK BELTS AND KYU BELTS

4.25 Proof of registration of a Black Belt or Kyu Belt Registrant registered with a Provincial/Territorial Association Member must be received by the Corporation at the date determined by the Board, inclusive of all applicable fees, will be deemed a valid registration and applicable to calculating the number of eligible votes granted to a Provincial/Territorial Association Member in accordance with this Section.

DELEGATES

4.26 In the absence of a Provincial/Territorial Association Member's president at a meeting of Members, the Provincial/Territorial Association Member's board will appoint in writing to the Corporation, seven (7) days prior to the meeting of Members, a delegate to represent and vote on behalf of the Provincial/Territorial Association Member. Delegates must be at least eighteen (18) years of age and Registrants in good-standing of that Provincial/Territorial Association.

SCRUTINEERS

4.27 At the beginning of each meeting, the chair of a meeting of the Members may appoint one or more scrutineers, whether or not officers, Registrants, or Delegates of the Corporation, to act as scrutineers in a meeting of the Members, who will be responsible for ensuring that votes are properly cast and counted.

MAJORITY OF VOTES

4.28 Except as otherwise provided in the Act or these By-laws, the Simple majority of total number of votes, of voting Members, representing at least four (4) Provincial/Territorial Association Members will decide each issue (Ordinary Resolution). In the case of a tie, the issue is defeated.

ARTICLE 5 BOARDS OF DIRECTORS

COMPOSITION OF THE BOARD

5.01 The Corporation shall be administered by a Board of directors composed of nine (9) directors. At a minimum, the positions of President, Treasurer and one other Director will be filled at all times.

5.02 The Board may be designated under any other name in any document issued by the Corporation.

5.03 The Board of directors shall be composed of:

a) President

- b) Vice-President
- c) Treasurer
- d) Athlete Representative
- e) Five (5) Directors at Large

ATHLETE REPRESENTATIVE

- 5.04 Nomination of Athlete Representative - The Corporation will solicit one nomination from the National Senior team Athletes three (3) months prior to the annual meeting in which the Athlete Representative will be elected. The Nominee must be a current Senior National Team Member or retired Senior National Team Member up to two (2) years.
- 5.05 Election of Athlete Representative – The Athlete Representative will be elected by the Voting Members and the result will be determined as per Section 4.17.

ELIGIBILITY

- 5.06 Any Registrant individual who is eighteen (18) years of age or older, who is a Canadian citizen or resident of Canada as defined in the *Income Tax Act* (Canada), who has the power under law to contract, who has not been declared incapable by a court in Canada or in another Country, who does not have the status of bankrupt, meets the criteria established in the Corporation's Conflict of Interest Policy and Governance Manual may be nominated for election as President, Vice-President, Treasurer or Director-at-Large.
- 5.07 The following individuals and Registrants cannot be nominated or elected as Directors:
- a) Any employee of the Corporation or its Provincial / Territorial Members for the duration of their employment;
 - b) Any person receiving remuneration from the Corporation through contractual engagement or the providing of goods or services to the Corporation.
- 5.08 In addition, no member of a Territorial / Provincial Board of Directors may fill the role of President.

ELECTION OF DIRECTORS

- 5.09 The election of directors will take place annually in accordance with the following positions:
- a) The President, Treasurer and one (1) Director at Large will be elected at the Annual Meeting counting onward from November 2013 for a three (3) year term.
 - b) The Athlete Representative and two (2) Directors at Large will be elected at the Annual Meeting after counting onward from November 2014 for a three (3) year term.
 - c) The Vice-President and two (2) Directors at Large will be elected at the Annual Meeting counting onward from November 2015 for a three (3) year term.

DECISION

- 5.10 Elections will be decided by Simple majority of the voting Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the majority of votes representing at least four (4) Members. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the

fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

NOMINATION

- 5.11 Any individual proposed for election, except the Athlete Representative, will:
- a) Include the written consent of the nominee by signed signature;
 - b) Include the written support of five (5) registrants by signed signature;
 - c) Be submitted to the Head Office of the Corporation no later than twenty (20) days prior to the Annual Meeting.

CIRCULATION OF NOMINATIONS AND PLATFORMS

- 5.12 Valid nominations and their election platform messages will be posted on the Corporation's website.

TERMS OF OFFICE

- 5.13 Directors shall be elected for staggered terms of office of three (3) years each.

RESIGNATION AND REMOVAL OF DIRECTORS

- 5.14 A director may resign from office at any time by presenting his notice of resignation to the head office of the Corporation, by registered mail or courier. Such resignation shall become effective on the date it is sent or on any other later date specified by the resigning director. Where a director who is subject to a disciplinary investigation or action of the Corporation resigns, that director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 5.15 A director may be removed by Ordinary Resolution of the voting Members present at an Annual Meeting or Special Meeting, provided the director has been given notice of and the opportunity to be present and to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.
- 5.16 A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting. If a Director is suspended and holds a position as an Officer, their duties and responsibilities as an Officer are also suspended.

END OF TERM OF OFFICE

- 5.17 The term of office of any director shall end in the event of his resignation or ipso facto if he ceases to be qualified to be a director or if:
- a) The director is found by a court to be of unsound mind;
 - b) The director becomes bankrupt;
 - c) The removal of the director;
 - d) Upon the director's death, the omission or refusal to disclose a conflict of interest, gross negligence, gross misconduct or the commission of any other fraudulent act in respect of the Corporation by, or for the benefit of a director, with full knowledge thereof by the latter;

- e) The Director misses three (3) consecutive meetings of the Board without the consent of the President; or
- f) The sentencing of the director to a term of imprisonment.

VACANCY

5.18 A director whose office has become vacant for reason of death, of resignation, of disqualification, of removal from office, or other, and there is still a quorum of Board Members, the Board may appoint an eligible Registrant to fill the vacancy by a resolution of the Board. The director appointed in substitution shall hold office until the next Member's meeting. No more than one-third (1/3) of the total number of Directors elected at the previous Annual Meeting can be appointed pursuant to this Section.

REMUNERATION

5.19 The Directors shall receive no remuneration with respect to their office or any other services rendered to the Corporation. Moreover, the Board may adopt a resolution to the effect of reimbursing the Directors for expenses incurred in the execution of their office, except remuneration for athlete carding, training and competition, in accordance with the athlete assistance program.

INDEMNITY

5.20 The Corporation may, by means of a resolution from the Board, indemnify its directors, past or present, for all charges and expenses, of any nature, sustained by reason of a civil, criminal or administrative suit, to which they were party in the execution of their office, except in cases where these directors have committed gross misconduct or acted fraudulently or with gross negligence. As payment for these sums, the Corporation may subscribe insurance in the name of its directors.

CONFLICTS OF INTEREST OR OF DUTIES

5.21 In accordance with Section 141 of the Act, a Director who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and must disclose fully and promptly the nature and extent of such interest to the Board and will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 6 MEETINGS OF THE BOARD OF DIRECTORS

CALLING OF MEETINGS

6.01 Meetings of the Board will be held any time and place as determined by the Board, the President or, on receipt of a written request of at least two thirds (2/3) of the Members of the Board. Such meetings shall be called by way of a notice sent by mail, telegraph, facsimile, email or courier, to the last address known to the directors. If a director's address does not appear in the books of the Corporation, such notice may be sent to the address where, in the judgment of the sender, it is most likely to be received promptly by the director. The notice of the meeting shall specify the place, the date and the time of such meeting and include the meeting agenda, and must be received at least forty-eight (48) hours prior to the date set for the meeting. If the notice is sent by mail, it must be sent at least fourteen (14) days prior to the date of the meeting.

- 6.02 Upon invitation by the Board, any other person whose presence is deemed appropriate or necessary shall be allowed to attend the meetings. However, these individuals shall not have the right to vote.

FREQUENCY

- 6.03 The Board shall meet at least four (4) meetings per year, or more often if deemed necessary.

PLACE OF MEETING

- 6.04 Meetings of the Board shall be held at the place fixed by the Board.

QUORUM

- 6.05 The quorum will consist of a majority of Directors holding office. This quorum must be maintained for the entire duration of the meeting.

VOTE

- 6.06 Each director may cast one vote, and all questions submitted to the Board shall be decided by an Ordinary Resolution of the Directors. Vote shall be by a show of hands, orally or by electronic ballot, unless the majority of the Directors request a secret ballot. If a ballot is held, the secretary of the meeting shall act as scrutineer and count the ballots. Voting by proxy shall not be permitted at meetings of the Board. In the event of an equality of votes, the President of the Corporation shall have a deciding vote.

CLOSED MEETINGS

- 6.07 Meetings of the Board will be closed to Members, Registrants and the public except by invitation of the Board.

MEETINGS BY TELEPHONE

- 6.08 A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology that permits each director to communicate adequately with each other, provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Directors at a meeting of the Directors of the Corporation.

- 6.09 Any director who is unable to attend a Board meeting may participate in the meeting by telephone or other telecommunications technology provided that: the 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, each director has equal access to the specific means of communication to be used and each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

- 6.10 Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

WAIVER

- 6.11 Any director may, by written notice sent by mail, courier, telegraph, cable message, facsimile, email or telex addressed to the Registered Office of the Corporation, waive his right to receive notice of a meeting or of any change in such notice, or even renounce to the meeting being

held. Such waiver may validly be given before, during or after the meeting concerned. The attendance of a director at the meeting, in itself, shall constitute a waiver, except where he is attending the meeting for the express purpose of objecting to the proceedings because, for example, the meeting was not validly called.

ADJOURNMENT

6.12 The chair of the meeting may, with the consent of the Directors in attendance, adjourn the meeting of the Board to a date and place that he determines, without any new notice of meeting being required. When the meeting resumes, the board may validly deliberate according to the conditions agreed upon at the time of adjournment, provided a quorum is present. The Directors who constituted the quorum at the original meeting need not be those constituting the quorum at the continuance of the meeting. If the quorum does not exist at the continuance of the meeting, the meeting shall be deemed to have ended at the meeting during which the adjournment was pronounced.

VALIDITY

6.13 All actions performed during a Board meeting by one or several persons acting as directors shall, notwithstanding any irregularity discovered after the fact in the appointment of one or several such directors or persons acting as directors, carry the same validity as if the person or persons concerned had each been properly appointed as directors or had had the required qualifications to act as such.

ARTICLE 7 POWERS OF THE BOARD POWERS OF THE CORPORATION

7.01 Except as otherwise provided in the Act or these By-laws, the Board shall exercise all the powers of the Corporation, except those which the Act expressly reserves for the Members and may delegate any of its powers, duties and functions.

MANAGING THE AFFAIRS OF THE CORPORATION

7.02 The Board may administer the affairs of the Corporation and make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.

DISCIPLINE

7.03 The Board may make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures.

DISPUTE RESOLUTION

7.04 The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

EMPLOYMENT OF PERSONS

7.05 The Board may employ or engage under contract such persons in senior management as it deems necessary to carry out the work of the Corporation.

BORROWING POWERS

7.06 The Board may by Special Resolution, from time to time, or when they deem expedient:

- a) Borrow money upon the credit of the Corporation up to a maximum of ten percent (10%) of the budget and such debt will not exceed ten percent (10%) of the budget and if the total debt exceeds \$50,000 then disclosure and rationale will be communicated to the Members;
- b) Issue debentures or other securities of the Corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- c) Hypothecate the immovable and movable property or otherwise encumber the movable property of the Corporation;
- d) Delegate, in whole or in part, the powers mentioned hereinabove to one or more officers of the Corporation, to the extent and in accordance with the terms and conditions set out in the delegation resolution.

OTHER POWERS

7.07 The Board may determine registration procedures, fees, dues, assessments, charges and other registration requirements.

7.08 The Board may perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE 8 OFFICERS

8.01 The Officers will be comprised of the President, Vice-President, and Treasurer. The Directors may create any other office and appoint Officers to hold such offices and represent the Corporation in these offices.

DUTIES

8.02 The duties of Officers are as follows:

- a) The President shall be the chair of the Board of Directors: shall see that all resolutions and orders of the Board of Directors are carried into effect; shall, if present, preside at all meetings of Members and the Board of Directors; shall be an ex officio Member of all Committees established by the Board of Directors; shall perform all duties incidental to this office and shall have other powers and duties as may from time to time be assigned by the Board of Directors, and shall represent the Association in relation to other bodies and at events.
- b) The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board. In the absence of the President or in the event of his inability, refusal or failure to act, the Vice-president may exercise the powers and the duties of the President, as determined by the By-laws
- c) The Treasurer will be responsible for keeping proper accounting records as required by the Act, will prepare annual budgets; will be a Member of the Finance Committee and will perform such other duties as may from time to time be established by the Board.

REMUNERATION

8.03 The Officers shall receive no remuneration with respect to their office or any other services rendered to the Corporation. Moreover, the Board may adopt a resolution to the effect of reimbursing the Officers for expenses incurred in the execution of their office.

POWERS AND DUTIES

8.04 Subject to the incorporating document, the Directors shall determine the powers of the Officers of the Corporation. The Board may delegate to them all their powers, except those that they are obliged to exercise themselves or those which require the approval of the Members of the Corporation. The Officers shall also have the powers inherent in the Act or which relate to their office. In case of the absence, inability, refusal or failure to act, or for any other reason deemed sufficient by the Directors, the Board may delegate, exceptionally or for a set period, the powers of an Officer to another Officer.

RESIGNATION AND REMOVAL FROM OFFICE

8.05 Any Officer may resign from office by forwarding a letter of resignation to the Head Office of the Corporation, by mail, email or courier. The Members may remove from office any Officer of the Corporation, by Special Ordinary Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote, and may elect or appoint the successor of such person. If the Officer is removed, their position as a Director will automatically and simultaneously be terminated.

ARTICLE 9 OTHER COMMITTEES CREATION

9.01 The Board will assign studies or mandates to standing committees and/or other ad hoc committees, the composition of which it shall determine. The Board will consider recommendations from all such committees.

PROCEDURE

9.02 The procedure established for meetings of the Board shall apply equally to any committee meetings mutatis mutandis.

REMUNERATION

9.03 The remuneration of Members of any committee of the Corporation shall be fixed by the Board determined by the budget, where applicable.

TERMS OF REFERENCE

9.04 The Board may establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.

VACANCY

9.05 When a vacancy occurs on any committee, the terms of reference will dictate the manner to fill the vacancy.

REMOVAL

9.06 Any Member of any committee may resign from office by forwarding a letter of resignation to the Head Office of the Corporation, by mail, email or courier. The terms of reference will dictate the manner to remove any Member of any committee.

ARTICLE 10 FINANCE AND MANAGEMENT

FISCAL YEAR

10.01 The fiscal year of the Corporation will be April 1st to March 31st, or such other period as the Board may from time to time determine.

BANKING

10.02 The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

SIGNING AUTHORITY

10.03 In the absence of any resolution to the contrary passed by the Board, the deeds, contracts, securities, bonds and other document requiring the signature of the Corporation will be signed by two (2) of the following: the President and the Vice-President, or the Treasurer. The Board may authorize other persons to sign on behalf of the Corporation. Furthermore, the Board may authorize, in general or specific terms, any person to sign any document on behalf of the Corporation. The Board may authorize other persons to sign on behalf of the Corporation.

AUDITORS

10.04 At each Annual Meeting the Members, voting Members shall appoint an auditor to audit the books, accounts and annual financial statements of the Corporation in accordance with the Act for report to the Members at the annual meeting. The auditor shall hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the auditor. The auditor will not be an employee or a director of the Corporation. When applicable, the remuneration of the auditor shall be fixed by the voting Members or by the Board, when this power is delegated to them by the Members.

BOOKS AND RECORDS

10.05 The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept.

PROPERTY

10.06 The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

10.07 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. 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.

ARTICLE 11 AMENDMENTS OF BY-LAWS

11.01 Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the

resolution of the Directors. 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.

- 11.02 Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by a majority affirmative vote of the Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.
- 11.03 Notice of proposed amendments to these By-laws, general rules, regulations and the constitution shall be provided to Members at least twenty-one (21) days prior to the date of the meeting of Members at which it is to be considered.

FUNDAMENTAL CHANGES

- 11.04 Subsection 197(1) of the Act requires a Special Resolution of all Members in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:
- a) Change the Corporation's name;
 - b) Change the province in which the Corporation's registered office is situated;
 - c) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - d) Create a new class or group of Members;
 - e) Change a condition required for being a Member;
 - f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
 - g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - h) Add, change or remove a provision respecting the transfer of a Membership;
 - i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of Directors;
 - j) Change the statement of the purpose of the Corporation;
 - k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - m) Change the method of voting by Members not in attendance at a meeting of Members; or
 - n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.
- 11.05 Section 199 of the Act provides that each Membership class is entitled to vote separately (2/3rds vote of each class) if the fundamental change noted above relates to Membership rights, such as:
- a) Effect an exchange, reclassification or cancellation of all or part of the Memberships of the class or group;
 - b) Add, change or remove the rights or conditions attached to the Memberships of the class or group, including
 - i. To reduce or remove a liquidation preference, or
 - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
 - c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
 - d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;

- e) Create a new class or group of Members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the Memberships of another class or group into the Memberships of the class or group.

ARTICLE 12 NOTICE

WRITTEN NOTICE

12.01 In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, email or courier to the address of the director or Member registered in the record of the Corporation.

DATE OF NOTICE

12.02 Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

ERROR IN NOTICE

12.03 The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 13 INDEMNIFICATION

WILL INDEMNIFY

13.01 The Corporation will indemnify and hold harmless out of the funds of the Corporation each director, Officer, Member of any committee and employee, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties.

WILL NOT INDEMNIFY

13.02 The Corporation will not indemnify a director, Officer, Member of any committee, employee or any other person for acts of fraud, dishonesty, or bad faith.

INSURANCE

13.03 The Corporation will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board.

ARTICLE 14 DISSOLUTION

14.01 Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

ARTICLE 15 ADOPTION OF THESE BY-LAWS

ADOPTION BY BOARD

15.01 These By-laws are adopted by the Board of the Corporation at a meeting of the Board duly called and held on January 22nd, 2017.

RATIFICATION

15.02 These By-laws are ratified by the voting Members of the Corporation entitled to vote at a Meeting of Members duly called and held on February 23rd, 2017.

REPEAL OF PRIOR BY-LAWS

15.03 In ratifying these By-laws, the Members of the Corporation repeal all prior General By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.