

# **Brandon Flying Club**

## **By-laws**

**2017**

## By-law No. 2-2017

A by-law relating generally to the conduct of the affairs of the Brandon Flying Club Inc. ("the Corporation") registered under the Canada Not-For-Profit Corporations Act and repealing By-law No1.

Be It Enacted as a By-law of the Corporation as follows:

### Article 1.0 General

#### 1.01 Definitions

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

- a. "Act" / "CNPCA" 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. "annex" refers to the minutes kept for in-camera sessions;
- c. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. "board" means the board of directors of the Corporation and "director" means a member of the board;
- e. "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;
- f. "electronic" refers to means as available and approved by the Board;
- g. "meeting of members" includes an annual meeting of members or a special meeting of members;
- h. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) 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 (Member or Stakeholder Proposals) of the Act;
- j. "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- k. "stakeholder" means any person, group or organization that has interest or concern with the corporation;
- 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.

#### 1.02 Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender and vice versa, and references to persons shall include firms and Corporations.

The Board of Directors may prescribe such rules and regulations and standard operating procedures not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

### 1.03 Registered Office

The registered office of the Company shall be located at the Brandon Flight Centre, Hangar #2, McGill Drive, at Brandon Municipal Airport in the Province of Manitoba, also known as RR#5, Site 520, Box 18, Brandon, MB, R7A 5Y5, and at such place therein as the Board may from time to time decide.

### 1.04 Corporate Seal

The Corporation may have Corporate seal in a form approved from time to time by the Board. If approved by the Board, the Secretary of the Corporation shall be the custodian of Corporate seal.

### 1.05 Purpose and Mission Statement

Brandon Flying Club is established, maintained and conducts the Corporation or the purpose of promoting flying, flight safety and advancing the study and practice of flying, flight engineering, aeronautics and aviation.

## Article 2.0 Membership

### 2.01 Conditions of Membership

Membership in the Corporation shall be limited to persons and persons representing societies, businesses or Corporations interested in continuing and furthering the Mission Statement of the Corporation and adhere to its Corporate Ethics.

Membership is open to residents of Canada and the world.

Membership shall consist of anyone whose application for admission as a Member has received the approval of two thirds plus one majority of the Board of Directors of the Corporation.

### 2.02 Corporate Ethics

All Members must conduct their involvement and business with the highest standards of integrity, transparency and personal conduct as well as avoid the appearance and actual conflict of:

- Using the association of the Corporation for private gain
- Preferential treatment to any outside person or Corporation
- Impeding the efficiency or economy of the Corporation
- Loss of independence or impartiality
- Affecting the public confidence in integrity or reputation of the Corporation
- Endangering the life, health or safety of anyone

### 2.03 Classes of Membership

Membership consists of Class A Voting Members and Class B Non-Voting Members

Class A Voting members:

- Regular Class A
- Honorary Class A, as per discretion of the Board, as per Appendix A

Class B Non-voting members:

- Social Membership
  - Designed for those that have interest in aviation but are not invested in becoming a pilot or aircraft owner/operator
  - No rights or other privileges are included in this membership

## 2.04 Membership Fees or Dues

Membership fees required of members and the time for payment of same shall be fixed by resolution of the Board. Members shall be notified in writing or by electronic means of the membership fees at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

## 2.05 Termination of Membership

A membership in the Corporation is terminated when:

- The member dies, or, in the case of a member that is a corporation, the corporation is dissolved (we are going to use the first part as a corporation can not solely be a member);
- A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- The member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- The member is expelled in accordance with any Discipline of Member section or is otherwise terminated in accordance with the articles or by-laws;
- The member's term of membership expires; or
- The Corporation is liquidated or dissolved under the Act.

## 2.06 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.

## 2.07 Discipline of Member

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.

If the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide

twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

*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).*

## **Article 3.0 Meeting of Members**

### **3.01 Members Meetings**

The Corporation's meetings of business shall be the

- Annual,
- General, and
- Special Meeting,

and shall be conducted under the Robert's Rules of Order.

### **3.02 Annual and General Meetings**

The Annual or any other General meeting of the Members shall be held at the head office of the Corporation or within the region of Brandon Flying Club as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every Annual meeting, in addition to any other business that may be transacted, the audited financial statements, Business Plan and the report of the auditors shall be presented and auditors appointed for the ensuing year.

The Members may consider and transact any business either special or general at any meeting of the Members.

Two thirds plus one majority of the Board of Directors or the President or Vice President shall have power to call, at any time, a General meeting of the Members of the Corporation.

### **3.03 Special Meetings**

Two thirds plus one majority of the Board of Directors or the President or Vice President shall have

power to call, at any time; a Special meeting of the Members of the Corporation on the request of five percent of the Corporation's voting Members.

**A Special Meeting shall only transact business requested in writing for the Special Meeting.**

### 3.04 Notice of Meetings

Notice of the time and place of meeting of members shall be given to each member by the following means:

- a. Twenty-One (21) days' written notice shall be served to each voting Member of any Annual or General meeting of Members current conventional means of communication of the day;
- b. Forty-eight hours written notice shall be served to each voting Member of any Special Meeting of Members by current conventional means of communication of the day;
- c. All Notices of Meetings shall state the day, hour and place of each meeting and the general nature of the business to be transacted to permit a Member to form a reasoned judgment on the decision to be taken;
- d. For sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his last address recorded on the books and records of the Corporation;
- e. No error or omission in giving notice of any Annual, General or Special meeting or any adjourned meeting, of the Members of the Corporation shall invalidate such meeting or make void any proceedings.

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

### 3.05 Persons entitled to be present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Corporations Act, article or By-laws of the Corporation to be present at the meeting.

Any other person admitted only on the invitation of the Chair of the meeting or by resolution of the members.

### 3.06 Chair of the Meeting

The President normally chairs Annual, General and Special Meetings. At the request of the President or most of the Board of Directors, the Vice President or a Director shall chair the Annual, General or Special Meeting.

In the absence of the President and the Vice President, Voting Members present shall choose another Director as Chairman and if no Director is present or if all Directors present decline to take the chair then the Members present shall choose one of their numbers to be Chairman.

### 3.07 Voting Privileges at Members' Meetings

Each voting Member present at a meeting shall have the right to exercise one vote.

In maintaining impartiality, the President:

- May call for a motion but shall not make or second any motion;
- Shall only cast a vote to break a tie;
- The President reserves the right to abstain from voting.

### 3.08 Special Proxy

- a. A reminder notice to each voting Member shall be included in the Notice for each Annual or General meeting of Members of the right to vote by Special Proxy;
- b. A Member may, by means of a Special Proxy in a standardized and registered format as prescribed by the Corporation, appoint a Member of the Corporation as a Proxy Holder to attend and act in the manner and to the extent authorized by the Special Proxy;
- c. The Special Proxy shall carry the weight of a single vote of an absent voting Member through the proxy holder;
- d. A Proxy Holder is limited to hold one Special Proxy;
- e. If a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to information;
- f. A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly be published prior to the meeting must contain specific statement to that effect;
- g. The Special Proxy may also be written and forwarded to the administration of the Corporation to be held by a scrutineer as a secret ballot until the time of the vote;
- h. The acceptance or rejection of the Special Proxy/s shall be collected by the Chair and documented as one of the first orders of business on the Agenda;
- i. Acceptance of any Special Proxy shall close at the Call to Order of a meeting.

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

### 3.09 Majority Rule

A majority of the votes cast by the Members present in person or by votes cast by members as outlined previously or represented by Special Proxy and carrying voting rights shall determine the vote in meetings except where the vote or consent of a greater number of Members is required by the Act or these By-laws.

### 3.10 Quorum

Quorum for any Annual or General or Special meeting of Members shall be at least fifteen percent plus one of the number of Class A Voting Members present in person or represented by Special Proxy and in good standing on the books of the Corporation prior to the call to order of the

meeting.

Quorum shall be met to call a meeting to order.

Once Quorum has been met, a Meeting shall continue regardless of attendance at the Chair's discretion.

### 3.11 Voting

Motions and questions submitted to any Annual, General or Special meeting of Members shall be decided, in the first instance, by consensus by a show of hands.

The Chair may declare the requirement for a poll or ballot (secret) vote which shall in all cases include any matter for which a special resolution is required.

A Member may demand a poll or ballot vote and such demand shall be decided, in the first instance, by consensus by a show of hands.

In the event a consensus cannot be determined; the Chair shall direct the requirement or non-requirement for a poll or ballot vote.

A declaration by the Chairman at any meeting, unless a poll is demanded, that a resolution has been carried or carried unanimously or by the required majority or lost or not carried by the required majority shall be conclusive evidence of the fact.

### 3.12 Adjournment

The Chair may, with the consent of any meeting, adjourn the same from time to time without prior notice of such adjournment.

Any business, which might have been brought before or dealt with at the original Annual, General or Special meeting in accordance with the notice calling the same, may be brought before or dealt with at an adjourned meeting of similar call.

## Article 4.0 Board of Directors

### 4.01 Powers of the Board

The Board of Directors of the Corporation governs the Corporation and is ultimately responsible for the entire Corporation. It 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 and may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do. Reference to s.148(1), (2), and (3) of the CNPCA.

### 4.02 Composition of the Board

The Board of Directors shall consist of seven Class A Voting Members including the President, Vice

President and Secretary. No employee may be a director of the Corporation or its affiliates.

#### 4.03 Eligibility

Directors must be individuals, qualified under the CNPCA, namely at least 18 years of age, has not been declared incapable by a court in Canada or another country, is not bankrupt, be a member of the Corporation, not hold a paid position within the Corporation and not enter a contract for services with the Corporation and meet the requirements of furthering the Mission Statement and Corporate Ethics of the Corporation.

#### 4.04 Terms of Office

Directors shall be elected for two year terms by the Members at an Annual General Meeting of Members and shall hold a maximum of three consecutive terms.

- a. The incompleteness of a term by a Director counts as a full regular term in the requirements and limitations for re-election of a Director;
- b. As per CNPCA s.129(2) a resignation of a Director becomes effective at the time a written resignation is sent to the corporation or at the time specified in the resignation, whichever is later.

#### 4.05 Vacancy

A Director vacancy may be filled by an election of a Class A Voting Member at an Annual, General or Special Meeting of Members.

- a. The Director vacancy may be filled by the appointment of a Class A Voting Member by two thirds plus one majority vote of the remaining Board of Directors;
- b. The replacement Director's term shall be limited to the remainder of the vacant Director's term and shall not be considered under the limits of Director Terms, should they be elected;
- c. No more than one third of the total number of Directors may be replaced by appointment.

#### 4.06 Removal of Directors

A Director, with the requisite of being a Member of the Corporation, is subject to the Membership requirements afforded to all Members and shall lapse and cease to exist and be automatically vacated as defined by a failure to meet such requirements of Membership.

- a. A Director, being elected by the voting Membership, is removable by a vote of a majority of Members at an Annual, General or Special Meeting of Members;
- b. A Director who fails to attend three Board of Directors meetings without excuse or regret will be deemed to have resigned and the vacancy filled.

#### 4.07 Meetings of Directors

There shall be at least ten (10) meetings per year of the Board of Directors unless suspension of a meeting has been agreed to by a majority vote of the Directors.

- a. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat;

- b. Fourteen days written notice by the current conventional means of communication of the day shall be served to each Director for any Directors' Meeting;
- c. Forty-eight hours written notice by the current conventional means of communication of the day shall be served to each Director for any Special Meeting of Directors;
- d. All Notices of Meetings shall state the day, hour and place of each meeting and the general nature of the business to be transacted to permit a Director to form a reasoned judgment on the decision to be taken;
- e. A meeting of the Board of Directors may be held by such means as telephone, electronic or other communication facilities with the condition that: all persons participating in the meeting can communicate with each other and a Director participating in such a meeting by such means is deemed to be present at that meeting.

#### 4.08 Quorum

One half or 4 of all Directors in office, shall constitute a quorum for meetings of the Board of Directors.

- a. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the by-laws of the Corporation;
- b. Quorum is met at the call to order of a meeting. If, during the meeting, quorum is lost, the meeting shall continue or adjourn and/or reconvene at the Chair's discretion;
- c. Quorum must consist of at least two Directors;
- d. A director may attend a meeting via current electronic means of the day.

#### 4.09 Voting

Each Director is authorized to exercise one (1) vote.

A Director shall remove himself or abstain from voting due to a conflict of interest.

#### 4.10 Minutes of Board of Directors and Executive Committee

All approved Minutes of the Board of Directors shall be approved through signature by the President and Secretary.

If the President or Secretary declines or is incapable of approving through signature, the Vice President and any Director in attendance at the meeting of the Minutes shall be authorized to approve through signature.

All approved Minutes of the Board of Directors shall be available to Class A Voting Members of the Corporation and shall be published through the current conventional means of communication of the day.

All in-camera minutes shall be recorded and documented henceforth known as the Annex.

The Annex is restricted to the Board of Directors and the Secretary maintains the security of such.

#### 4.11 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such.

Directors may be paid reasonable expenses incurred in the performance of his duties as outlined in the Corporation's policy manual.

A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

Refer to CNPCA – Section 143(1)

#### 4.12 Conflict of Interest

All Directors shall disclose to the Corporation:

- a. Any personal interest which he may have in any matter to be decided by the Corporation;
- b. His affiliation with any Corporation, be it ownership, management, employment, or otherwise, with whom the Corporation deals or may deal;
- c. Any other interest or affiliation, where such interest or affiliation creates, may create or may be perceived to create a conflict of interest, and shall refrain from participation in any decision by the Corporation, which affects, may affect or be perceived to affect or be affected by such interest or affiliation;
- d. Shall disclose his interest fully at a meeting of the Directors in the manner prescribed by the Corporation's Conflict of interest policy.

Refer to the CNPCA Section 141 "Disclosure of Interest"

#### 4.13 Duties of Directors

Every Director of the Corporation shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Corporation, and exercises the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

#### 4.14 Limitations on Powers of Individual Directors

No individual Directors shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this By-law or by resolution of the Board.

### Article 5.0 Executive Officers/Committees

#### 5.01 Executive Officers

The Officers of the Corporation shall be the President, Vice President, Secretary and any such other Officers as the Board of Directors may determine. Except for President and Vice President any two offices may be held by the same person.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement calls for or the Board of Directors requires of them.

## 5.02 Selection

Elected Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the Annual meeting of Members.

## 5.03 Term of Office

The officers shall be appointed to hold office for a term expiring not later than the close of the second annual meeting of members following their appointment. Office of the Director shall, ipso facto, be vacated:

- a. Upon the death of the Director;
- b. If by notice in writing to the Board, he resigns his office;
- c. If he is removed by the affirmative vote of two thirds of the members at a special meeting called for the purpose or by the Board.

Elected Officers of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead.

## 5.04 Duties of President

- a. Shall preside at all meetings of the Members and Board of Directors;
- b. As outlined in Article vote;
- c. Call Special meetings of the Board when necessary;
- d. Ensure that all orders and resolutions of the Board are carried into effect;
- e. Act as a signing officer of the Corporation;
- f. Perform other such functions normally associated with the office of the President.

## 5.05 Duties of Vice President

The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be delegated to him by the Board of Directors.

## 5.06 Duties of Secretary

The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

Give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.

Be the custodian of the seal of the Corporation.

In the absence of the Secretary at a meeting, the Chair may request the appointment of a Director to perform the duties of the Secretary.

Sign or countersign such instruments as require his signature and shall perform all duties incident to his office or that are properly required of him by the Board.

Ensure the continuance and adherence of the Corporation to its By-laws regarding Fair and Due Process, Natural Law and Transparency.

Ensure the Continuance and adherence of the Corporation Mission Statement and Corporate Ethics through education, orientation and training of Board Members.

Ensure the continuance, maintenance and security of records of the Corporation, including, but not limited to Members records, the minutes of meetings, in-camera minutes known as the Annex, and historical records.

Some or all of the duties of the Secretary may be delegated by the Board of Directors to an employee or employees of the Corporation.

### 5.07 Duties of Other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### 5.08 Removal and Replacement of Officers

An elected Officer, serving as an Executive holding the position/s of President, Vice President and Secretary, with the requisite of being a Member of the Corporation, is subject to the Membership requirements afforded to all Members and shall lapse and cease to exist and be automatically vacated as defined by a failure to meet such requirements of Membership.

An Officer, serving as an elected Executive holding the position/s of President, Vice President and Secretary, being selected by fellow Directors is removable by a two thirds majority of the Board of Directors.

The Officer vacancy may be filled by the appointment of a Class A Voting Member by the two thirds plus one majority of the remaining Board of Directors, and any such appointed member, not previously a member of the Board of Directors shall concurrently be made an appointed member of the Board of Directors.

A non-elected Officer, serving as an appointed or paid Officer of the Corporation shall be a Member of the Corporation, is subject to the Membership requirements afforded to all Members and shall lapse and cease to exist and be automatically vacated as defined by a failure to meet such requirements of Membership.

A non-elected Officer, serving as an appointed or paid Officer of the Corporation shall be a servant of the Corporation as directed under the By-laws or through a motion supported by two thirds of the Board of Directors or through a motion supported by two thirds of the Members at an Annual, General or Special meeting.

The non-completion of a term by an Officer counts as a full regular term in the

requirements and limitations for re-election or selection of a Director.

## **Article 6.0 Committees**

The Board of Directors from time to time will determine the Terms of Reference for each committee. No committee shall pledge the credit of the Corporation or commit to the expenditure of money or to policies, acts, or engagement except as specifically authorized by the Board of Directors.

The Board of Directors may appoint committees whose Members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

### **6.01 Executive Committee**

The Executive Committee will consist of the President, Vice President, Secretary, and Chief Executive Officer-if one is appointed.

### **6.02 Finance and Audit Committee**

There shall be a Finance and Audit Committee appointed by the Board consisting of a minimum of two directors and the committee chair shall be the CFO-if one is appointed.

The Finance and Audit Committee, with approval of the Board may invite two ex-officio members to sit on the committee to provide information and advice to the committee.

### **6.03 Corporate Governance Committee**

There shall be a Corporate Governance Committee appointed by the Board consisting of a minimum of two directors and the CEO-if one is appointed. The committee chair shall be the President.

### **6.04 Membership committee**

There shall be a Membership Committee appointed by the Board consisting of a minimum of two members at large, the President of the Board of Directors and the CEO-if one is appointed. The committee chair shall be one of the Board members at large. The committee must meet no less than twice per calendar year.

This committee will ensure that the values and goals of the membership are sustained; ensure that Corporate governance and the NFP act is upheld by the Board; the committee is included in Annual Strategic Planning

### **6.04 Other Committees**

The Board may appoint other committees from time to time which duties are to be determined by the Board. The Board may, from time to time, revoke the committee.

## **Article 7.0 Appointment of Chief Executive Officer**

The board may hire a Chief Executive Officer (CEO) to carry out assigned duties, report and be responsible to the Board. The CEO does not have a vote at any meeting.

The CEO shall, subject to the authority and direction of the Board, be responsible for the overall administration of the business and affairs of the Corporation and for implementing policies, procedures and programs as directed by the Board, which shall be communicated through the Chair of the Board.

## **Article 8.0 Finances and Administration**

The Directors shall have power to authorize expenditures on behalf of the Corporation.

### **8.01 Fiscal Year**

The Financial year of the Corporation shall end on December 31 of the fiscal year and begin January 1 of the next fiscal year.

In the interest of Transparency, the monthly Executive Financial Summary shall be available to Class A Voting Members of the Corporation and shall be published through the current conventional means of communication of the day.

### **8.02 Bank 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 may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may be resolution from time to time designate, direct or authorize.

### **8.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, liens, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the way and the person or persons by whom a document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

### **8.04 Signing Authority**

The signing officers of the Corporation shall be any two of the President, Vice-President, Secretary, CFO and CEO or other staff members as deemed necessary and passed by the Board of Directors

### **8.05 Borrowing Powers**

The Board of Directors on behalf of the Corporation without authorization of the members from time to time:

- To borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- To limit or increase the amount to be borrowed;
- To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
- To secure any such bond, 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 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 for the purpose of furthering the objects of the Corporation including the application for Charitable Status as defined by the federal government;
- The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

#### 8.06 Investment Authority

The Directors are authorized from time to time to enter a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

#### 8.07 Records and Books

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

All records shall be kept at the office of the Corporation.

The addresses and contacts of each Director and Officer of the Corporation shall be kept and recorded

#### 8.10 Appointment of Auditors

Members shall, at each annual meeting, make notice to appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next Annual General Meeting.

### Article 9.0 Indemnities

#### 9.01 Indemnities of Directors and Others

Every Director of the Corporation and their heirs, executors and administrators, and estate and

effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against.

All costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.

All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

The Corporation at all times, shall maintain Directors and Officers Liability insurance.

### 9.02 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.

### 9.03 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.

### 9.04 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.

### 9.05 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, director, 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 operation 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, director, officers, committee members or volunteers of the Corporation as set out in the articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. All mediators must be approved by both parties;

- b. The number of mediators may be reduced from three to one or two upon agreement of the parties;
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settle by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal of a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **Article 10.0 Amendment of By-laws**

Amendments to the By-laws require:

A written Amendment signed by at least two Class A voting Members.

Submission of the amendment to the Board of Directors who shall submit the Amendment to the Governance Committee for review.

In the event the Governance Committee is inactive; the Amendment shall be held for introduction by the Board of Directors.

The Amendment shall be made available to the membership at least twenty-one (21) days prior to an Annual General Meeting with the vote to take place at the subsequent Annual General Meeting or General Meeting.

Changes to the by-laws require a one half plus one majority of the Class A Voting Members present in person or presented by Special Proxy at an annual general meeting where quorum has been met.

Two thirds plus one majority of the Board of Directors may make motion to introduce an amendment to the by-laws at an Annual General Meeting.

Membership will be advised by current means of communication of any interim bylaw changes made by the Board at the time the changes are introduced.

## **Article 11.0 Dissolution**

Upon the dissolution of the Corporation, any assets remaining after payment and satisfaction of the debts and liabilities of the Corporation shall be transferred to a Corporation or Corporations

having similar or cognate objects.

## **Article 12 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-laws, 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-laws, 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-laws, 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. This section does not apply to those articles of a by-law that require a special resolution of the members according to the Act subsection 197(1) (fundamental change) unless those sections or the by-law as a whole are approved by a special resolution of the members.

The Board of Directors may prescribe such rules and regulations and standard operating procedures not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

### Effective Date

CERTIFIED to be By-law Version 2-2017 of the Corporation, as enacted by the directors of the Corporation by resolution on the \_\_\_\_ day of \_\_\_\_\_, 2017 and confirmed by the members of the Corporation by special resolution on the \_\_\_\_ day of \_\_\_\_\_, 2017.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary