

Canadian News Media Association

By-Law No. 1

As of April 5, 2017

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BE IT ENACTED as a by-law of the CANADIAN NEWS MEDIA ASSOCIATION as follows:

SECTION 1 - GENERAL

1.01 Definitions

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

- a) **"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) **"Board"** means the Board of Directors of the Corporation and "Director" means a member of the Board;
- d) **"By-laws"** 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;
- e) **"Meeting of Members"** includes an annual meeting of Members or a special meeting of Members; **"special meeting of Members"** includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- f) **"Member"** means only a person who has been admitted to membership in the Corporation pursuant to the provisions of this By-law;
- g) **"Ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 (one) of the votes cast on that resolution;
- h) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i) **"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 the interpretation of the By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in the By-laws.

1.03 Severability

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.

1.04 Corporate Seal

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

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by two (2) persons, one of whom holds the office of President or Director and the other of whom holds one of the said offices or the office of Secretary, Treasurer or any other office created by By-law or by resolution of the Board of Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular 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.

1.06 Financial Year End

Unless otherwise ordered by the Board of Directors, the financial year end of the Corporation shall be December 31 in each year.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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 may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statement

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

1.09 Appointment of Auditors

The Members shall at each annual meeting appoint an auditor or auditors to hold office until the

next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The duty of the auditor or auditors shall be to examine and audit the books and accounts of the Corporation or of any officer or employee as such, or of the committees and to make a report at the annual meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

1.10 Head Office

Until changed by the Board of Directors in accordance with the Act, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

SECTION 2 – MEMBERS

2.01 Membership Conditions

Subject to the Articles, there shall be three (3) classes of Members in the Corporation: General Members, Associate Members, and Honorary Life Members.

Members shall be entitled to the services offered by the Corporation, except that Associate Members shall not be entitled to receive any services provided by the Corporation to General Members that are determined by the Board of Directors by resolution at a meeting thereof to be confidential in nature and to be made available only to General Members.

2.02 General Members

For the purposes of this section, the definition of a newspaper shall be determined by the Board of Directors from time to time.

- a) General membership in the Corporation shall be open to individuals or companies who own and publish newspapers in Canada, as well as to those others who the Board determines to accept as General Members.
- b) The term of membership of a General Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) As set out in the Articles, each General Member shall be entitled to receive notice of and to attend and be heard at all meetings of the Members of the Corporation (except for meetings at which only holders of another specified class of Members of the Corporation are entitled to vote separately as a class).
- d) As set out in the Articles, at each meeting of Members and subject to paragraph (e) below, each General Member shall have the number of votes equal to its proportionate share of the circulation of all of the newspapers owned and operated by all of the General Members.
- e) As set out in the Articles, a General Member's proportionate share shall be established by the Board of Directors.

2.03 Associate Members

- a) Associate membership shall be open to associations, firms, companies and corporations falling within classes determined by resolution by the Board of Directors, which may be amended from time to time.
- b) The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) As set out in the Articles, Associate Members shall not be entitled to receive notice of or to attend or be heard at any meeting of the Members of the Corporation and shall not be entitled to vote at any such meeting (except where the Associate Members are entitled to vote separately as a class as provided in the Act).
- d) As set out in the Articles, Associate Members are not entitled to vote separately as a class or group on a proposal to:
 - i. effect an exchange, reclassification or cancellation of all or part of the memberships of the Associate Members; or
 - ii. create a new class or group of members having rights equal or superior to those of the Associate Members.

2.04 Honorary Life Members

- a) Honorary Life Members shall consist of those General Members who have been awarded such status by the Board in recognition of meritorious services beyond the normal and regular duties of membership in and on behalf of the Corporation and to friends of the Corporation and who, over a period of years, have contributed their support and understanding towards the improvement of journalism in Canada.
- b) Each Honorary Life Member shall be entitled to receive notice of and to attend and to be heard at all meetings of the Members of the Corporation but shall not be entitled to vote at all such meetings.

2.05 Transferability

Membership in the Corporation shall not be transferable.

2.06 Termination of Membership

A membership in the Corporation is terminated when:

- a) the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- b) a Member fails to maintain any qualifications for membership described in Section 2 of this By-law;
- c) a Member has been taken over by or amalgamated with another Member and has given

- notice of withdrawal;
- d) with the consent of all other Members, the Member resigns by delivering a written resignation to the Chairman of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
 - e) the Member is expelled or its membership is otherwise terminated in accordance with the Articles or By-laws;
 - f) if it is a General Member, it ceases to publish any newspapers in Canada and gives written notice thereof to the Chairman, upon the expiry of the financial year of the Corporation in which such notice is received;
 - g) the Member's term of membership expires; or
 - h) the Corporation is liquidated or dissolved under the Act.

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; provided that any termination of membership shall not terminate any financial obligations of such Member to the Corporation or to the other Members incurred prior to termination.

SECTION 3 – ADMISSION OF MEMBERS

3.01 Admission of Members

Membership as an Associate Member or General Member shall be granted to those who apply in accordance with this By-law and whose applications are approved by the Board of Directors. The Board of Directors may refuse any application in its sole discretion. Every application for membership shall be in the form to be prescribed from time to time by the Board and shall be signed by the proposed Member or its authorized officer. In the case of General Members, the application shall state the name of the person who is to represent the General Member at meetings of the Corporation and as a Director, if elected, and indicate who shall be liable for the payment of the membership fees and special assessments payable under the provisions of this By-law.

3.02 Application

Every application shall be accompanied by a cheque, credit card or electronic payment payable to the Corporation for, in the case of an Associate Member, the annual fee and, in the case of a General Member, the amount of the quarterly membership fee which would be payable by the applicant if admitted to membership or for that part of such quarterly membership fee in the case of a General Member which is proportionate to the period from the date of the application to the end of the current quarter. The application shall be delivered to the Chairman.

Upon approval of such application by the Board, the proposed Member shall be admitted to the membership of the Corporation and the proposed Member shall be deemed to have agreed to be bound by the by-laws and resolutions of the Corporation.

SECTION 4 – FEES

4.01 Amount

Each Member shall pay its membership fees which shall consist of an amount determined by the Board as set out in Section 4.02.

4.02 Fee Structure

Membership fees shall be determined as follows:

a) Associate Members

The fee payable by Associate Members shall be fixed by resolution of the Board and may be amended by the Board from time to time in accordance with the policy of the Corporation.

b) General Members

There shall be two classes of fees for General Members as fixed by resolution of the Board from time to time in accordance with the policy of the Corporation. The fee payable shall depend on whether a General Member is classified as a “daily newspaper” or a “community newspaper”, as determined by the Board pursuant to the membership assessment policy of the Corporation.

For the purposes of this section, definitions of “daily newspaper” and “community newspaper” shall be set by the board of directors.

c) Honourary Life Members

There shall be no dues or fees payable by Honourary Life Members.

4.03 Timing and Payment of Fees

Membership fees of General Members shall be payable at the head office of the Corporation quarterly in advance, upon the first days of January, April, July and October in each year, but may be paid yearly in advance on the first day of July. Membership fees of Associate Members shall be payable at the head office of the Corporation yearly in advance on the first day of January.

4.04 Dispute of Fees

In the event of any difference of opinion as to the membership fees to be paid by a Member, the Board shall hear the representations of the Member. The decision of the Board as to the fees payable by such Member shall be final and binding on the Member and on the Corporation.

SECTION 5 - MEETINGS OF MEMBERS

5.01 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, and to the Directors and the Corporation's auditor, 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 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

5.02 Place of Meetings

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

5.03 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 and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

5.04 Chair of the Meeting

In the event that the Chairman, the Vice Chairman and the Treasurer are absent, the Members who are present and entitled to vote at the meeting shall choose one of their Members to chair the meeting.

5.05 Quorum

- a) A quorum for any meetings of the Members (unless a greater number of Members are required to be present by the Act) shall be 20 General Members at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- b) If a quorum is not present within 30 minutes after the scheduled time for the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- c) The quorum at an adjourned meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

5.06 Votes to Govern at the Meeting

At any meeting of the Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. At any meeting, unless a ballot is requested by ten (10) or more General Members, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by any particular majority shall be conclusive evidence of the fact. In case of an equality of votes either on a show of hands or on the results of electronic voting, the Chair of the meeting in addition to an original vote shall have a second and deciding vote.

5.07 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

5.08 Annual Meetings

An annual meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting, and at such time and place as the Directors may determine. At such meeting, written reports of the business transacted during the preceding year shall be submitted by the Directors.

5.09 Special Meetings

Special meetings of Members may be called at any time by the Chairman or by resolution of the Board; and the Chairman shall on the written requisition of at least one-half (1/2) of the number of General Members call a special meeting.

5.10 Resolution in Lieu of Meeting

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

5.11 Absentee Voting by Electronic Ballot

Pursuant to Section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the

Corporation to identify how each member voted.

5.12 Absentee Voting by Proxy

Pursuant to Section 171(1) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatory
 - i. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the Member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member and that, if the Member

specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (e)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

5.13 Communications to Members

Any Member or Members receiving any bulletins or other reports from the Corporation shall be deemed to do so with the knowledge that the Corporation does not guarantee nor accept responsibility for the correctness of the information and the Corporation, its officers, representatives, committee members, agents and servants shall not be liable to any Member or Members or other persons for any damage caused directly or indirectly by any act, omission or neglect of the Corporation, its officers, representatives, committee members, agents and servants.

SECTION 6 – DIRECTORS

6.01 Number of Directors

The Board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the Members by Ordinary resolution or, if the Ordinary resolution empowers the directors to determine the number, by resolution of the Board.

6.02 Qualifications

Each director shall be an individual who is not less than 18 years of age. No person shall be a director who has been found by a court in Canada or elsewhere to be mentally incompetent, who is incapable, or who has the status of bankrupt.

A Director must be a Member of the Corporation. Persons elected as Directors shall reflect the linguistic diversities of the membership of the Corporation, the geographic regions of Canada and the relative circulations of the different Members.

6.03 Election and Term

Subject to the Articles, the Members will elect the Directors at the first meeting of Members and at each succeeding meeting at which an election of Directors is required. Each Director shall retire at the annual meeting but shall be eligible for re-election if otherwise qualified.

The election of Directors shall not be by ballot unless the number of persons nominated exceeds the number of Directors to be elected.

6.04 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable of managing property by a court or under Ontario law;
- d) if, at an annual or special meeting of the Members, a resolution is passed by an ordinary resolution of General Members removing the Director before the expiration of the Director's term of office.

6.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as Director.

6.06 Remuneration and Reimbursement of Expenses

No member of the Board of Directors shall receive any remuneration and no Director shall directly or indirectly receive any profit form occupying the position of Director. However, at the discretion of the Board of Directors, Directors may be reimbursed for their costs when attending a meeting or meetings of the Board of Directors. Directors also may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- a) considered reasonable by the Board;
- b) approved by the Board for payment; and,
- c) in compliance with the conflict of interest provisions of the Act.

SECTION 7 – MEETING OF DIRECTORS

7.01 Calling of Meetings

Meetings of the Board may be called by the Chairman, the Vice Chairman, the President, the Treasurer or any three (3) Directors at any time.

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or 134 (Notice of Change of Directors);
- b) mailed by prepaid ordinary mail to the Director's address as set out in (a);
- c) by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
- d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

A meeting of the Board shall be held without notice immediately after the conclusion of each annual meeting of Members for the purpose of appointing officers and members of committees and the chair thereof who shall hold office until the next annual meeting or until removed and to discuss

such matters as are deemed necessary or desirable.

7.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.04 Quorum

Five (5) Directors in office shall constitute a quorum for the transaction of business.

7.05 Votes to Govern at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chairman in addition to an original vote shall have a second or deciding vote.

7.06 Resolution in Lieu of Meeting

A resolution, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors is as valid as if it had been passed at a meeting of directors or of a committee of directors.

7.07 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The chair of any committee must be a Director of the Corporation. Members of any committee need not be Members of the Corporation. Any committee member may be removed by resolution of the Board. Such committees shall keep records of their proceedings and make reports to the Chairman and Directors from time to time as required. Except as otherwise prescribed by the Directors, a majority of members of a committee shall constitute a quorum. Except as expressly authorized by the Directors, a committee shall have no power to act on behalf of the Corporation or in its name.

7.08 Participation by Electronic Means

A Director may participate in a meeting of the Board or of a committee of the Board by telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

7.09 Confidentiality

Every director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Board of Directors, each director, officer, committee member, employee and volunteer, shall sign an agreement to this effect.

SECTION 8 – OFFICERS

8.01 Appointment of Officers

The directors may, from time to time, designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless this By-law otherwise provides. Two or more offices may be held by the same person.

8.02 Description of Offices

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

- a) **Chairman** - The Chairman shall be a Director and shall be elected from and by the Board of Directors and shall hold office for a period of one (1) year or until his successor is appointed and shall be eligible for re-election. The Chairman shall, when present, preside at all meetings of the Board of Directors and of the Members.
- b) **Vice Chairman** - The Vice Chairman, if one is to be appointed, shall be a Director and shall be elected from and by the Board of Directors and shall hold office for a period of one (1) year or until his successor is appointed and shall be eligible for re-election. If the Chairman is absent or is unable or refuses to act, the Vice Chairman shall, when present, preside at all meetings of the Board of Directors and of the Members.
- c) **Treasurer** – The Treasurer, if one is to be appointed, shall be a Director and shall be elected from and by the Board of Directors and shall hold office for a period of one (1) year or until his successor is appointed and shall be eligible for re-election. If the Chairman or Deputy Chairman are absent or are unable or refuse to act, the Treasurer shall, when present, preside at all meetings of the Board of Directors and of the Members.
- d) **President and Chief Executive Officer** – The President shall be appointed by the Board of Directors and shall hold office during the pleasure of the Board of Directors. The President shall have such duties and powers as the Board may specify.

- e) **Secretary** – The Secretary shall be appointed by the Board of Directors and shall hold office during the pleasure of the Board of Directors. The Secretary shall have such other duties and powers as the Board may specify.

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

8.03 Variation of Duties

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.04 Term of Officers

With the exception of the President and Chief Executive Officer, each officer shall retire at the annual meeting but shall be eligible for re-election if otherwise qualified, provided that no individual may serve as an officer for more than five (5) consecutive years. A person who has ceased to be eligible for re-election due to this section shall again be so eligible on the first anniversary of the date on which he or she ceased to be an officer. Notwithstanding the preceding, the Board may by resolution extend the eligibility of an officer who has served for five (5) consecutive years for one or more additional years.

8.05 Vacancy in Office

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

Unless so removed, an officer shall hold office until the earlier of:

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

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

SECTION 9 – INDEMNITIES TO DIRECTORS AND OTHERS

9.01 Limitation of Liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss

or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.02 Indemnity of Directors and Officers

Every director and officer of the Corporation, every former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the corporation or such body corporate if,

- a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

9.03 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 151(1) of the Act against any liability incurred by the individual:

- a) in the individual's capacity as a director or officer of the Corporation; or
- b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION 10 - BY-LAWS

10.01 By-laws

By-laws may be enacted, repealed or amended at any general meeting of Members by ordinary resolution, if notice of the proposed By-law, repeal or amendment is given to the President at least one (1) month before the date of the meeting at which it is to be considered and a copy of such proposed By-law, repeal or amendment is mailed to each Member at least two (2) weeks before the date of such meeting.

SECTION 11 - NOTICES

11.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.02 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.

11.03 Computation of Time

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

11.04 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

11.05 Waiver of Notice

Any Member (or such Member's duly appointed proxy), director, officer or auditor may waive any notice required to be given under the Act, the Articles or the By-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

SECTION 12 - EFFECTIVE DATE**12.01 Effective Date**

Subject to matters requiring a special resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 5th day of April, 2017, and confirmed by the Members of the Corporation on the 5th day of May, 2017.