

**CANADIAN ASSOCIATION FOR THEATRE RESEARCH/  
ASSOCIATION CANADIENNE DE LA RECHERCHE THÉÂTRALE**

**BY-LAW NO. 1**

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**Canadian Association for Theatre Research/  
Association canadienne de la recherche théâtrale**

**BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of the Association.

**ARTICLE 1: INTERPRETATION**

**1.1 DEFINITIONS**

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

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Annual Meeting**” means the annual meeting of the Members;
- (c) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association, as applicable;
- (d) “**Association**” means *Canadian Association for Theatre Research/Association canadienne de la recherche théâtrale*, a body corporate incorporated under the Act;
- (e) “**Board**” means the board of Directors of the Association;
- (f) “**By-law**” means this by-law and any by-law of the Association from time to time in force and effect;
- (g) “**contracts, documents and instruments in writing**” includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, releases, promissory notes and other evidences of indebtedness, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;
- (h) “**Directors**” means the individuals occupying the positions of directors of the Association from time to time and “**Director**” means any one of them;
- (i) “**entity**” means a body corporate (which includes a company or other organization with legal personality wherever or however incorporated), a partnership, a trust, a joint venture or an incorporated association or organization;

- (j) “**good standing**” means a Member who has paid all fees then owing by the Member to the Association in accordance with section 3.4 and who has not been suspended in accordance with section 3.7;
- (k) “**Governing Documents**” means the Act, the Regulations, the Articles and the By-laws;
- (l) “**Honorary Associates**” means the Honorary Associates of the Association as described at Article 5, and “**Honorary Associate**” means any one of them;
- (m) “**Lifetime Achievement Associates**” means the Lifetime Achievement Associates of the Association as described at Article 5, and “**Lifetime Achievement Associate**” means any one of them;
- (n) “**Meeting of Members**” includes an Annual Meeting or a Special Meeting;
- (o) “**Members**” means the members of the Association from time to time and “**Member**” means any one of them;
- (p) “**Officers**” means the individuals appointed or elected as the officers of the Association from time to time, including the President, the Vice-President, the Secretary, the Treasurer, the Membership Coordinator, or any other individual who performs functions for the Association similar to those normally performed by an individual occupying any of those offices, and “**Officer**” means any one of them;
- (q) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (r) “**person**” means an individual or an entity;
- (s) “**Public Accountant**” means the public accountant appointed for the Association under section 11.2;
- (t) “**President**” means the President of the Association from time to time;
- (u) “**Regulations**” means the regulations made under the Act as amended, restated or in effect from time to time, and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulation or regulations;
- (v) “**Special Meeting**” means a Special Meeting of Members;
- (w) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (x) “**Vice-President**” means the Vice-President of the Association from time to time.

## **1.2 INTERPRETATION**

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

- (a) in the case of any inconsistency between this By-law and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations, as the case may be;
- (b) in the event of any conflict, inconsistency, discrepancy, or difference in interpretation or construction between the English version of this By-law and any translation thereof, the English version of this By-law shall prevail;
- (c) all terms which are contained, but not defined, in this By-law and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (d) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- (e) references to an Article or section refer to the applicable Article or section in this By-law unless otherwise provided; and
- (f) whenever used in this By-law, “**sent**” or “**delivered**” shall mean sent, delivered, mailed or otherwise communicated in writing and shall include prepaid postal delivery, courier, personal delivery, facsimile, electronic communication facility (including e-mail or other digital electronic means), unless otherwise specified in the applicable section of this By-law; and any variation of “**sent**” or “**delivered**” shall have corresponding meanings.

## **ARTICLE 2: GENERAL**

### **2.1 REGISTERED OFFICE**

- (a) The registered office of the Association shall be in the province in Canada specified in the Articles.
- (b) The Members may, by Special Resolution, amend the Articles to change the province in which the Association’s registered office is situated.
- (c) The place of the registered office of the Association within the province specified in the Articles may be changed by the Directors from time to time.

### **2.2 BOOKS AND RECORDS**

The Association shall prepare and maintain, at its registered office address or at any other place or places in Canada designated by the Directors, all records required by the By-laws or by any applicable statute or law, including, without limitation, the Act and the Regulations.

### **2.3 SEAL**

The seal, if any, shall be such as the Directors may approve from time to time.

### **2.4 EXECUTION OF DOCUMENTS**

- (a) Subject to section 138(2) of the Act and any policies established by the Directors from time to time regarding the authorization and execution of contracts, documents and instruments in writing:
  - (i) contracts, documents and instruments in writing requiring the signature of the Association may be signed by any two (2) Directors or Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality; and
  - (ii) the Directors shall have the power from time to time to appoint any Officer or Officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (b) The seal of the Association, if any, may be affixed to any instruments in writing signed in accordance with this section 2.4 or by any Officer or Officers appointed by resolution of the Directors.

### **2.5 ELECTRONIC SIGNATURES**

The signature of any individual authorized to sign on behalf of the Association may be written, printed, stamped, engraved or electronically or mechanically reproduced.

## **ARTICLE 3: MEMBERSHIP**

### **3.1 MEMBERSHIP CLASSES**

Subject to the Articles, there shall be one (1) class of Members.

### **3.2 MEMBERS**

- (a) The Members shall be those individuals who satisfy the admission criteria set out in section 3.2(b).
- (b) In order to become a Member, an individual must:
  - (i) support the aims and objects of the Association;
  - (ii) apply and be approved as a Member in such a manner as the Directors may from time to time determine; and
  - (iii) pay the applicable membership fees, in accordance with section 3.4; or
  - (iv) be a Director.

### **3.3 MEMBERSHIP RIGHTS**

- (a) All Members in good standing are entitled to receive notice of, attend, participate and vote at all Meetings of Members.
- (b) All Members in good standing are eligible for nomination and election as Directors.
- (c) All Members in good standing are entitled to submit proposals for papers and presentations at the annual conference of the Association, receive regular publications of the Association including the Journal (*Theatre Research in Canada/Recherches théâtrales au Canada*), and participate in Association-sponsored activities.

### **3.4 MEMBERSHIP FEES**

- (a) All Members shall pay annual membership fees in such amount as are fixed by the Directors from time to time.
- (b) An individual must pay annual membership fees in order to be accepted as a Member, and Members must pay membership fees annually thereafter in accordance with section 3.4(c) in order to remain as a Member.
- (c) The Association shall notify the Members of the annual membership fees payable by them at such time as is fixed by the Directors, and if a Member does not pay his or her annual membership fees by the 28<sup>th</sup> or 29<sup>th</sup> day of February (as applicable) in any year, or such other date as may from time to time be fixed by the Directors, the Member in default shall automatically cease to be a Member.

### **3.5 RESIGNATION**

- (a) Any Member may withdraw from the Association by delivering to the Association a written resignation.
- (b) A resignation shall be effective at the time it is received by the Membership Coordinator of the Association or the time specified in the resignation, whichever is later.

### **3.6 TERMINATION**

- (a) The interest of a Member in the Association is not transferable and lapses and ceases to exist when the Member ceases to be a Member.
- (b) A Member ceases to be a Member:
  - (i) when the Member dies;
  - (ii) when the Member resigns in accordance with section 3.5;



- (iii) on March 1<sup>st</sup> in any year that the Member has not paid his or her annual membership fees due to the Association;
  - (iv) when the Member ceases to be a Director, provided that he or she will remain a Member if he or she has otherwise met the requirements for membership in section 3.2;
  - (v) when the Member is expelled pursuant to section 3.7, or when the Member's membership is terminated in accordance with this section 3.6 or with any other provision of the Governing Documents; or
  - (vi) when the Association is liquidated and dissolved under the Act.
- (c) If a Member ceases to be a Member, no refund of fees or other amounts paid to the Association shall be provided to the Member and the Member shall remain liable for any fees or other sum levied or which became payable by the Member to the Association prior to the time that the Member's resignation is effective in accordance with section 3.5(b).

### **3.7 DISCIPLINARY MATTERS**

- (a) The Directors shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:
- (i) breaching any of the provisions of the Articles, By-laws, or any written policies of the Association; or
  - (ii) carrying out any conduct which the Directors determine is detrimental to the Association; or
  - (iii) for any other reason that the Directors, in their sole discretion, determine is reasonable having regard to the purposes of the Association; provided that the Member whose membership is subject to termination shall be granted the opportunity to be heard at such meeting.
- (b) In the event that the Directors determine that a Member should be suspended or expelled from membership in the Association, the President, or such other Officer as may be designated by the Directors from time to time, shall provide twenty (20) days' written notice of the proposed suspension or expulsion to the Member which shall include reasons for the proposed suspension or expulsion. The Member may, within such twenty (20) day period, make written submissions to the President, or such other Officer, in response to the notice received. In the event that no such written submissions are received by the President, or such other Officer, the Association may proceed to notify the Member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Directors will consider such submissions in arriving at a final decision and shall notify the Member in writing concerning such final decision within a further twenty (20)

days from the date of receipt of the submissions. The Directors' decision shall be final and binding on the Member, without any further right of appeal.

## **ARTICLE 4: MEETINGS OF MEMBERS**

### **4.1 ANNUAL MEETINGS**

- (a) The first Annual Meeting shall be held not later than eighteen (18) months after the incorporation of the Association, and subsequent Annual Meetings shall be held not later than fifteen (15) months after the holding of the preceding Annual Meeting, and not later than six (6) months after the end of the Association's financial year, as determined by the Directors.
- (b) The following annual business shall be conducted each Annual Meeting:
  - (i) the financial statements and the report of the Public Accountant (if any) shall be presented to the Members;
  - (ii) the Members shall elect the Directors to be elected at such meeting; and
  - (iii) unless otherwise permitted by the Governing Documents, the Members shall appoint the Public Accountant for the ensuing year.
- (c) The Members may consider and transact special business at an Annual Meeting subject to section 4.4(e).

### **4.2 SPECIAL MEETINGS**

Special Meetings may be convened by the President or any two (2) Directors at any date and time, including in conjunction with an Annual Meeting, to consider any special business of the Association.

### **4.3 PLACE AND TIME**

Meetings of Members shall be held at the registered office of the Association, or at such location in Canada on such date and at such time as the Directors may determine.

### **4.4 NOTICE**

- (a) The record date for the determination of Members entitled to receive notice of a Meeting of Members (and to vote at such meeting) shall be 5:00 pm on the day immediately preceding the day on which notice of the relevant meeting is given.
- (b) Notice of the date, time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by:
  - (i) mail, courier or personal delivery at least twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or

- (ii) telephonic, electronic or other communication facility at least twenty-one (21) and not more than thirty-five (35) days before the day on which the meeting is to be held.
- (c) In addition, notice for each Annual Meeting shall comply with section 11.3.
- (d) The Association shall send to the Directors, and to the Public Accountant (if applicable) notice of the time and place of any Meeting of Members at least twenty-one (21) and not more than sixty (60) days before the meeting.
- (e) Notice of any Members' meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

#### **4.5 QUORUM**

- (a) A quorum for the transaction of business at any Meeting of Members (unless a greater number of Members are required to be present by the Governing Documents) shall be ten (10) percent of Members entitled to vote at such meeting.
- (b) 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.
- (c) If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 4.4 with regard to notice shall apply to such adjournment.

#### **4.6 CHAIR OF MEETINGS**

- (a) The President, or in the President's absence, the Vice-President, shall be the chair at all Meetings of Members.
- (b) If the President and Vice-President are not present within fifteen (15) minutes from the time fixed for holding a Meeting of Members, the Members who are present and entitled to vote shall choose another Director as the chair of the meeting.
- (c) If no Director is present at a Meeting of Members or if all the Directors present decline to take the chair, then the Members who are present and entitled to vote shall choose another person to be the chair of the meeting.

#### **4.7 VOTING**

- (a) Each Member shall be entitled to one (1) vote on each question put to the Members at all meetings of Members.

- (b) Every question submitted to the Members at any Meeting of Members shall be decided by an Ordinary Resolution unless otherwise specified in the Governing Documents.
- (c) In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- (d) If a Member is not present at a Meeting of Members, that Member is entitled to vote by way of mailed-in ballot or by means of a telephonic, electronic or other communication facility, in a manner determined by the Directors from time to time, provided that the Association has a system that:
  - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
  - (ii) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member or group of members voted.
- (e) No Member shall be entitled to vote at any Meeting of Members unless such Member has paid all fees and other amounts, if any, then payable by the Member.
- (f) No Member shall be entitled to vote at any Meeting of Members if the Member has been suspended pursuant to section 3.7.
- (g) Unless a Member demands a ballot, each motion presented at a Meeting of Members shall be voted upon by a show of hands.
- (h) A Member may demand a vote by ballot either before or after any vote by show of hands.
- (i) A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot.
- (j) A vote by ballot shall be taken in such manner as the chair of the meeting shall direct and the result of the vote by ballot shall be the decision of the Members upon the question.
- (k) A declaration by the chair of the meeting that the vote upon the question has been carried or carried unanimously or by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

#### **4.8 FUNDAMENTAL CHANGES**

A Special Resolution of the Members is required for the Members to:

- (a) amend the Articles to change the province in which the Association's registered office is situated in accordance with section 2.1(b); and
- (b) amend the Articles or make any new, amended or repealed By-law with respect to the matters referred to in section 13.1(a) in accordance with section 13.1(c);

#### **4.9 PARTICIPATION BY ELECTRONIC MEANS**

- (a) A Meeting of Members may be held entirely, or a person may participate in a Meeting of Members, by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Association makes available such a communication facility. A person participating in such a meeting by such means is deemed to be present at the meeting.
- (b) Quorum at such meetings shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each such meeting.
- (c) A vote by a Member participating by telephone, electronic or other communication facility may be carried out by such means, if the facility:
  - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
  - (ii) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

#### **4.10 RESOLUTIONS IN WRITING**

Except where restricted by the Act:

- (a) a resolution in writing signed by the Members is as valid as if it had been passed at a Meeting of Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a Meeting of Members, and signed by all of the Members, satisfies all the requirements of the Act relating to meetings of Members.

#### **4.11 PERSONS ENTITLED TO BE PRESENT**

- (a) The only persons entitled to attend Meetings of Members shall be the Members, the Public Accountant (if applicable), the Directors, the Officers, and others who are entitled or required under any provision of the Governing Documents to be present at a meeting.
- (b) Any other person may be admitted to a Meeting of Members only on the invitation of the chair of the meeting or with the consent of the persons present who are entitled to vote at such Meeting of Members.

## **ARTICLE 5: ASSOCIATESHIP**

### **5.1 LIFETIME ACHIEVEMENT ASSOCIATES**

The Directors may confer the distinction of Lifetime Achievement Associate on any Member or former Member who has made a significant and sustained contribution to the field of theatre research in Canada.

### **5.2 HONORARY ASSOCIATES**

The Directors may confer the distinction of Honorary Associate on any individual who has made a significant and sustained contribution to Canadian theatre.

### **5.3 RIGHTS AND RESPONSIBILITIES**

The Directors will determine the rights and responsibilities of Lifetime Achievement Associates and Honorary Associates, which may be prescribed in one or more policies established by the Directors from time to time.

## **ARTICLE 6: DIRECTORS**

### **6.1 DUTIES**

- (a) Subject to the Governing Documents, the Directors shall manage or supervise the management of the activities and affairs of the Association.
- (b) The Directors may prescribe such rules and regulations and adopt such policies not inconsistent with the Governing Documents relating to the management and operation of the Association and other matters provided for in the Governing Documents as may be deemed expedient.

### **6.2 NUMBER**

- (a) If the Articles provide for a minimum and maximum number of Directors, the Directors may, from time to time, fix and change the number of Directors within the minimum and maximum numbers set out in the Articles.
- (b) If the Association is a “soliciting corporation”, as that term is defined in the Act, at least two (2) of the Directors must not be Officers or employees of the Association.

### **6.3 QUALIFICATIONS**

A Director:

- (a) must be an individual;
- (b) must be at least eighteen (18) years old;
- (c) may not have been declared incapable by a court in Canada or in another country;

- (d) may not have the status of a bankrupt;
- (e) must be a Member; and
- (f) must not be an ineligible individual as defined in the *Income Tax Act (Canada)*.

#### **6.4 NOMINATIONS**

- (a) Prior to each Annual Meeting, the Directors shall appoint a Nominations Committee, which will be composed of a Nominations Committee chair (who is typically a Director) as well as three (3) or more Members.
- (b) The Nominations Committee shall appoint one (1) of its members to be an Elections Officer. The Elections Officer will administer the election of Directors with the assistance of the Nominations Committee.
- (c) The Nominations Committee will prepare a slate of candidates for election to the Board.
- (d) The slate of declared candidates prepared by the Nominations Committee will be included with the notice of the Annual Meeting.
- (e) The Nominations Committee shall have oversight of the electoral process, subject to the authority of the Directors.
- (f) The Nominations Committee shall report to the Directors on an annual basis or more often as is required by the Directors.

#### **6.5 ELECTION AND TERM**

- (a) The Directors named in the notice filed with the articles of incorporation of the Association shall hold office from the date of incorporation of the Association until the later of the conclusion of the term for which they were elected or appointed and the date that his or her successor is elected.
- (b) The Members shall annually elect approximately half ( $\frac{1}{2}$ ) of the number of Directors to hold office for a two (2) year term.
- (c) An election of Directors shall be held by the casting of ballots by the Members at or in advance of an Annual Meeting and the election of such Directors shall be effective at the conclusion of such Annual Meeting.
- (d) Subject to section 6.5(a), a Director's term of office shall commence at the conclusion of the meeting at which he or she is elected, or the meeting at which his or her election is deemed to be effective, as applicable, and shall terminate on the later of the conclusion of the second Annual Meeting following his or her election and the date that his or her successor is elected.
- (e) An individual who is elected or appointed to hold office as a Director must consent in writing to be a Director prior to or within ten (10) days of his or her

election or appointment; provided that a written consent is not required if an individual was at the meeting at which he or she is elected or appointed and did not refuse to hold office at that meeting.

- (f) Directors shall be eligible for re-election or re-appointment, as the case may be, unless otherwise restricted by the By-laws.

## **6.6 VACANCIES**

- (a) A Director ceases to hold office and a vacancy is created:
  - (i) if the Director ceases to meet the qualifications for being a Director as set out in section 6.3;
  - (ii) if it is determined that a Director has violated the code of conduct or other similar policy of the Association in effect from time to time, which determination shall be made in accordance with the terms of such code of conduct or other similar policy;
  - (iii) if the Director dies;
  - (iv) if the Director resigns (such resignation to be effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later); or
  - (v) if, at a Special Meeting duly called for that purpose, the Members remove the Director before the expiration of the Director's term of office.

## **6.7 FILLING VACANCIES**

- (a) A vacancy among the Directors shall be filled as follows:
  - (i) if the vacancy occurs as a result of the removal of any Director by the Members in accordance with section 6.6(a)(v), the Members may fill such vacancy at such Special Meeting but if they fail to do so, then the vacancy shall be filled in accordance with section 6.7(a)(iii);
  - (ii) if there is not a quorum of Directors in office or if the vacancy occurs as a result of:
    - (A) an increase in the number, or the minimum or maximum number, of Directors provided for in the Articles; or
    - (B) a failure to elect the number, or minimum number, of Directors provided for in the Articles;

the Directors shall without delay call a Special Meeting to fill the vacancy;  
or



- (iii) if there is a quorum of Directors in office, any other vacancy among the Directors may be filled by the Directors then in office.
- (b) If the Directors in office fail to call a Special Meeting pursuant to section 6.7(a)(ii), or if there are no Directors then in office, the Special Meeting may be called by any Member.
- (c) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 6.7 shall hold office for the remainder of his or her predecessor's term.

## **6.8 REMUNERATION OF DIRECTORS**

- (a) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director.
- (b) Notwithstanding section 6.8(a), a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

## **6.9 COMMITTEE OF DIRECTORS**

- (a) The Directors may, from time to time, appoint from their number a managing director or committee of Directors (which may be called the Executive Committee) and, subject to the Act, delegate to the managing director or committee of Directors any of the powers of the Directors except for the following:
  - (i) submitting to the Members questions or matters requiring their approval;
  - (ii) filling a vacancy among the Directors or in the office of the Public Accountant or appointing additional Directors;
  - (iii) issuing debt obligations except as authorized by the Directors;
  - (iv) approving financial statements;
  - (v) adopting, amending or repealing By-laws; and
  - (vi) establishing contributions to be made, or dues to be paid, by the Members.
- (b) Subject to the By-laws and any resolution of the Directors, a committee of Directors may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (c) Subject to the Act, the provisions of sections 6.1 to 6.9 inclusive shall apply to a committee of Directors.
- (d) Any committee of Directors may be disbanded and any member of a committee of Directors may be removed by the Directors.

- (e) The members of a committee of Directors shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

## **ARTICLE 7: MEETINGS OF DIRECTORS**

### **7.1 PLACE AND TIME**

Meetings of the Directors shall be held at the registered office of the Association or at any place within or outside Canada as the Directors may determine and on such day and at such time as the Directors may appoint.

### **7.2 NOTICE**

- (a) A meeting of Directors may be convened by the President or any two Directors at any time.
- (b) Notice of the date, time and place of a meeting of Directors shall be given to each of the Directors by:
  - (i) courier, personal delivery or telephonic, electronic or other communication facility at least forty-eight (48) hours'; or
  - (ii) mail at least fourteen (14) days;before the day on which the meeting is to be held.
- (c) Except where the Governing Documents require it, a notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting.
- (d) If the first meeting of the Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Directors at which a Director is appointed to fill a vacancy, no notice shall be necessary to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.

### **7.3 QUORUM**

- (a) A quorum for the transaction of business at any meeting of the Directors shall be a majority of the Directors.
- (b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- (c) No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

#### **7.4 CHAIR OF MEETINGS**

- (a) The President, or in the President's absence, the Vice-President, shall be the chair at all meetings of the Directors.
- (b) If the President and the Vice-President are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Directors, the Directors present shall choose one of their number as the chair of the meeting.

#### **7.5 REGULAR MEETINGS**

- (a) The Directors may appoint a day or days in any month or months for regular meetings of the Directors at a place or hour to be named by the Directors.
- (b) A copy of any resolution of the Directors fixing the place and time of regular meetings of the Directors shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meetings.

#### **7.6 VOTING**

- (a) Subject to section 7.6(d), each Director is authorized to exercise one (1) vote.
- (b) No person may act for an absent Director at a meeting of Directors.
- (c) Questions arising at any meeting of Directors shall be decided by Ordinary Resolution, unless otherwise specified in the Governing Documents.
- (d) The chair of a meeting of Directors shall not be entitled to a vote, except in the case of an equality of votes, in which case the chair shall have one (1) vote.
- (e) Each motion presented at a meeting of the Directors shall be voted upon verbally or by a show of hands, unless a ballot is requested by one or more Directors.
- (f) A declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Directors upon the said question.

#### **7.7 PARTICIPATION BY ELECTRONIC MEANS**

- (a) If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting.

- (b) Quorum at meetings held by telephonic or other electronic means shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each particular meeting.
- (c) Voting at meetings held by telephonic or other electronic means may be taken by facsimile transmission or another method of communication which produces a paper record.

## **7.8 RESOLUTIONS IN WRITING**

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

## **7.9 PERSONS ENTITLED TO BE PRESENT**

- (a) The only persons entitled to be present at a meeting of the Directors are the Directors, subject to section 7.9(b).
- (b) Any other person may attend a meeting of the Directors at the invitation of the President or such other individual who acts as chair of a meeting.

## **ARTICLE 8: OFFICERS**

### **8.1 APPOINTMENT AND ELECTION**

Subject to the Articles and the By-laws:

- (a) the Officers of the Association shall be the President, the Vice-President, the Secretary, the Treasurer, the Membership Coordinator, and any other individual who is appointed by the Directors as an Officer;
- (b) the Members shall elect the President at each Annual Meeting at which the election of the President is required, or more often as may be necessary, to hold office for a term of two (2) years;
- (c) the Members shall elect the Vice-President at each Annual Meeting at which the election of the Vice-President is required, or more often as may be necessary, to hold office for a term of two (2) years;
- (d) the Directors shall annually, or more often as may be required, appoint the Officers, other than the President and the Vice-President, to hold office for a term that shall be determined by the Directors at the time of the Officers' appointment, provided that if no such term is specified, the Officer shall hold office for a term of one (1) year;
- (e) a Director may be appointed to any office of the Association but none of the Officers need be Directors except the President and the Vice-President who must be Directors;

- (f) two (2) or more offices of the Association, other than the President and Vice-President, may be held by the same person;
- (g) in case and whenever the same person holds the offices of Secretary of the Association and Treasurer of the Association, that person may, but need not, be known as the Secretary-Treasurer of the Association; and
- (h) the Directors may from time to time appoint such other Officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.

## **8.2 VACANCIES**

- (a) Notwithstanding section 8.1, each incumbent Officer shall continue in office until the earlier of:
  - (i) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later;
  - (ii) the appointment of a successor;
  - (iii) that Officer ceasing to be a Director if such is a necessary qualification of appointment;
  - (iv) the meeting at which the Members and/or the Directors annually elect/appoint the Officers;
  - (v) that Officer's removal; or
  - (vi) that Officer's death.
- (b) If the office of any Officer shall be or become vacant, the Directors may appoint a person to fill such vacancy for the remainder of the term of such office.

## **8.3 REMOVAL**

Officers (other than employees) shall be subject to removal by the Directors at any time, with or without cause.

## **8.4 REMUNERATION**

- (a) The Officers, other than Officers who are employees of the Association, shall serve as such without remuneration.
- (b) The remuneration of all Officers who are employees of the Association shall be determined from time to time by the Directors.
- (c) Notwithstanding section 8.4(a), all Officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## 8.5 DUTIES MAY BE DELEGATED

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

## 8.6 POWERS AND DUTIES

- (a) All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall, respectively, subject to the Act, have and perform all powers and duties incidental to their respective offices and such other powers and duties, respectively, as may from time to time be assigned to them by the Directors.
- (b) Unless the Directors determine otherwise, the duties of the Officers shall include:
  - (i) **President.** The President shall chair the Meetings of Members as set out in section 4.6 and the meetings of the Directors as set out in section 7.4, and shall have all of the duties of the President under the Act.
  - (ii) **Vice-President.** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
  - (iii) **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the Directors or committees of Directors, if any, and Members when directed to do so and have charge of the corporate seal (if any) of the Association, the minute books of the Association and of the documents and registers referred to in the Act.
  - (iv) **Treasurer.** The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Association and proper books of account, and shall deposit or shall cause to be deposited all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may be designated from time to time by the Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Association under the direction of the Directors, receiving proper vouchers for such funds and render to the Directors at their regular meetings or whenever required, an account of all of his or her transactions as Treasurer, and of the financial position of the Association.
- (c) The Directors may from time to time prescribe the duties of the Officers, which may be set out in the Association's Handbook as it exists from time to time.

## 8.7 AGENTS AND EMPLOYEES

- (a) The Directors may appoint such agents and engage such employees as they 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 Directors at the time of such appointment.

- (b) The remuneration of all agents and employees of the Association shall, subject to the other provisions of this By-law, be fixed by the Directors.

## **ARTICLE 9: PROTECTION OF DIRECTORS AND OFFICERS**

### **9.1 INDEMNIFICATION**

- (a) Subject to the Act, the Association shall indemnify the present and former Directors and Officers against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such an individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the Association, provided that the individual:
  - (i) acted honestly and in good faith with a view to the best interests of the Association; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.
- (b) The Association shall also indemnify any such person in such other circumstances as the Act or law permits or requires.
- (c) Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

### **9.2 INSURANCE**

- (a) Subject to the Act and all other relevant legislation, the Association may purchase and maintain insurance for the Directors and Officers against any liability incurred by any Director or Officer, in his or her capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Association.
- (b) The cost of such insurance shall be paid for out of the funds of the Association.

## **ARTICLE 10: CONFLICTS OF INTEREST**

### **10.1 CONFLICT OF INTEREST**

A Director or Officer shall disclose to the Association, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Association, if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

### **10.2 DISCLOSURE BY DIRECTOR**

The disclosure required by section 10.1 shall be made, in the case of a Director:

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting referred to in section 10.2(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

### **10.3 DISCLOSURE BY OFFICER**

The disclosure required by section 10.1 shall be made, in the case of an Officer who is not a Director:

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.



#### **10.4 WHERE DIRECTOR AND MEMBER APPROVAL NOT REQUIRED**

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Association's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after he or she becomes aware of the contract or transaction, disclose in writing to the Association, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of his or her interest.

#### **10.5 VOTING**

A Director required to make a disclosure under section 10.1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (i) relates primarily to the Director's remuneration as a Director, an Officer, an employee, an agent or a mandatary of the Association or an affiliate of the Association;
- (ii) is for indemnity or insurance under section 151 of the Act; or
- (iii) is with an affiliate of the Association.

#### **10.6 CONTINUING DISCLOSURE**

For the purposes of this Article 10, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (i) the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in section 10.1(b) or 10.1(c);
- (ii) the Director or Officer has a material interest in the party; or
- (iii) there has been a material change in the nature of the Director's or the Officer's interest in the party.

#### **10.7 ACCESS TO DISCLOSURES**

The Members may examine the portions of any minutes of meetings of Directors or of committees of Directors that contain disclosures under this Article 10, and of any other documents that contain those disclosures, during the Association's usual business hours.

#### **10.8 DIRECTOR OR OFFICER NOT ACCOUNTABLE**

A contract or transaction for which disclosure is required under section 10.1 is not invalid, and the Director or Officer is not accountable to the Association or the Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was

counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with this Article 10;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Association when it was approved.

## **10.9 CONFIRMATION BY MEMBERS**

Even if the conditions of section 10.8 are not met, a Director or an Officer, acting honestly and in good faith, is not accountable to the Association or to the Members for any profit realized from a contract or transaction for which disclosure is required under section 10.1, and the contract or transaction is not invalid by reason only of the interest of the Director or Officer in the contract or transaction, if:

- (a) the contract or transaction is approved or confirmed by Special Resolution at a Meeting of Members;
- (b) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Association when it was approved or confirmed.

## **ARTICLE 11: FINANCIAL MATTERS**

### **11.1 FINANCIAL YEAR**

The financial year of the Association shall terminate on the 31<sup>st</sup> day of December in each year or on such other date as the Directors may determine, subject to approval by the Canada Revenue Agency, if required.

### **11.2 PUBLIC ACCOUNTANT**

- (a) The Members shall, at each Annual Meeting appoint a Public Accountant who meets the qualifications set out in the Act to hold office until the close of the next Annual Meeting, unless the Association is permitted to dispense with this requirement under the Governing Documents, provided that the Members have agreed to dispense with the requirement by way of unanimous resolution.
- (b) Subject to the Act, at a Special Meeting, the Members may remove a Public Accountant from office and appoint another Public Accountant to fill such vacancy.

- (c) A vacancy in the office of the Public Accountant arising from the removal of the Public Accountant and non-appointment of a replacement, pursuant to section 11.2(b) or otherwise, shall be filled immediately by the Directors.
- (d) The Public Accountant so appointed shall conduct the review required by the Act.
- (e) The remuneration of the Public Accountant shall be fixed by the Members but, if not so fixed, by the Directors.

### **11.3 ANNUAL FINANCIAL STATEMENTS**

- (a) The Association shall, at least twenty-one (21) days and not more than sixty (60) days before each Annual Meeting, send to the Members a copy of the annual financial statements and other documents referred to in section 172(1) of the Act or a copy of a publication of the Association reproducing the information contained in such documents.
- (b) Instead of sending the documents referred to in section 11.3(a), the Association may send to each Member, with or without a summary of the documents, a notice pursuant to section 4.4, informing the Members of the procedure for obtaining a copy of the documents themselves free of charge.
- (c) The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- (d) If the Association is a soliciting corporation, as that term is defined in the Act, the Association shall file a copy of its annual financial statements and report of the Public Accountant, if any, with the Director appointed under the Act within the period prescribed in the Regulations.

### **11.4 BANKING**

- (a) The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Directors.
- (b) Such banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Directors may, from time to time, prescribe or authorize, provided that only the Directors may authorize the issuance of debt obligations.
- (c) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers, and in such manner as the Directors may from time to time designate by resolution.

## **11.5 BORROWING POWER**

- (a) The Directors may from time to time:
  - (i) borrow money on the credit of the Association;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
  - (iii) give a guarantee on behalf of the Association to secure performance of an obligation of any person;
  - (iv) pledge or sell such bonds, debentures or other securities for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
  - (v) secure any obligation of the Association by mortgage, hypothecate or pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real and personal, movable or immovable, property of the Association; and
  - (vi) delegate the powers conferred on the Directors under this section to a Director, a committee of Directors or one or more Officers and to such extent and in such manner as the Directors shall determine.
- (b) The powers conferred by this section 11.5 shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by the Directors or Officers independently of this By-law.

## **11.6 FUNDRAISING**

The Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Association set out in the Articles.

## **ARTICLE 12: NOTICES, MEETINGS GENERALLY, ETC**

### **12.1 SERVICE**

- (a) Any notice, resolution or other document required by the Governing Documents to be sent to any Member, Director or Officer shall be provided to such person's latest electronic or postal address as shown in the records of the Association in the following manner:
  - (i) to any Member in accordance with section 4.4; and
  - (ii) to any Director or Officer in accordance with section 7.2.

- (b) Any notice, resolution or other document required by the Governing Documents to be sent to the Public Accountant shall be provided to the Public Accountant's business or electronic address:
  - (i) by mail, courier or personal delivery; or
  - (ii) by telephonic, electronic or other communication facility.
- (c) Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed.
- (d) Each notice sent by mail shall be deemed to have been received at the time it would be delivered in the ordinary course of mail or if sent by another means on the business day it was delivered personally or by courier or sent by electronic means.
- (e) Notwithstanding any other provision of this By-law, a requirement to provide a person with information, including information in a notice or other document, is not satisfied by the provision of an electronic document unless the addressee has consented, in writing, and has designated an information system for the receipt of the electronic document.

## **12.2 COMPUTATION OF TIME**

Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of sending of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the date of the meeting or other event shall be included.

## **12.3 PROOF OF SERVICE**

A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or Public Accountant or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding on every Member, Director, Officer and Public Accountant, as the case may be.

## **12.4 OMISSION OF NOTICE DOES NOT INVALIDATE ACTIONS**

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

## 12.5 WAIVER OF NOTICE

- (a) Any person may waive any notice, or the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise 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 giving such notice.
- (b) In particular, Meetings of Members or meetings of the Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice or otherwise consent.
- (c) A waiver of notice shall be given in writing or by facsimile or other means of recorded electronic communication addressed to the Secretary of the Association.
- (d) Attendance of a person at a meeting of the Members or Directors shall constitute a waiver of notice of the meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## 12.6 ADJOURNMENT

- (a) Any meeting of Members or Directors, as applicable, may be adjourned from time to time by the chair of the meeting, with the consent of the Members at the Members' meeting or the Directors at the Directors' meeting, as applicable, to a fixed time and place.
- (b) Subject to section 4.5(c), notice of any adjourned meeting of Members or Directors, as applicable, is not required to be given if:
  - (i) in the case of a Members' meeting, the time and place of the adjourned meeting is announced at the original meeting and the adjourned meeting is held within thirty-one (31) days of the original meeting; or
  - (ii) in the case of a Directors' meeting, the time and place of the adjourned meeting is announced at the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Members or Directors, as applicable, who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.

- (f) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the meeting.

## **ARTICLE 13: ARTICLES AND BY-LAWS**

### **13.1 ENACTMENT, AMENDMENT AND REPEAL**

- (a) Subject to section 13.1(c) or unless the Articles or the By-law otherwise provide, the Directors may from time to time, make, amend or repeal any By-law that regulates the activities or affairs of the Association, except in respect of the matters referred to in section 197(1) of the Act.
- (b) Subject to section 13.1(c):
  - (i) the Directors shall submit any new, amended or repealed By-law that they approve to the Members at the next Meeting of Members, for confirmation by the Members; and
  - (ii) any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next Meeting of Members and, once confirmed by the Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under the Act or if it is rejected by the Members.
- (c) Subject to section 199 of the Act, a Special Resolution of the Members is required to amend the Articles or to make any new, amended or repealed By-law in respect of the matters referred to in section 197(1) of the Act and any such new, amended or repealed By-law shall be effective from the date that the Special Resolution is approved by the Members.
- (d) A copy of any By-law, amendment or repealed By-law approved by the Directors and Members must be submitted to the Director appointed under the Act within twelve (12) months after the day on which the Members confirm or amend the By-law, amendment or repeal.

**APPROVED** by the Directors on the ● day of ●, 201●.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members on the ● day of ●, 201●.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary