



# ORIENTEERING C A N A D A

## CONSTITUTION

### BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of

### ORIENTEERING CANADA

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

#### SECTION ONE GENERAL

1.01 Purpose – These By-laws relate to the general conduct of the affairs of Orienteering Canada, a corporation under the Canada Corporations Act, R.S 1985, c., C-44, as amended.

1.02 Definitions - In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise require, the following terms have these meanings:

- a) *Act* – the Canada Corporations Act, R.S 1985, c., C-44, as amended.
- b) *Corporation* – Orienteering Canada.
- c) *Auditor* – an individual appointed by the Members to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting.
- d) *Board* – the Board of Directors of the Corporation.
- e) *By-laws* – this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect.
- f) *Days* – will mean days irrespective of weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h) *Letters Patent* – the letters patent of incorporation of the Corporation issued.
- i) *Meetings of members* – will mean an annual meeting, general or special meeting of members.
- j) *Member* - those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws.
- k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- l) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members.
- m) *Registrant* – individuals and orienteering clubs who are engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are not limited to including, recreational and competitive athletes, members of national teams, coaches, officials, event organizers, administrators of provincial and territorial clubs, and volunteers who serve on club executives, committees and boards of directors
- n) *Signing officer* – means, in relation to any instrument, a person authorized to sign the same on behalf of the Corporation by Section 1.07 of this by-law or by a resolution passed pursuant thereto.
- o) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

- 1.03 Head Office - The head office of the Corporation will be located within Canada and shall be as the board may from time to time determine by resolution.
- 1.04 Corporate Seal - The Corporation will have a corporate seal which will be adopted and may be changed by resolution of the Directors. The Corporate seal will be kept in the possession of the Secretary.
- 1.05 No Gain for Members – The Corporation will be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.06 Financial Year - Until changed by resolution of the board, the financial year of the Corporation shall end on the last day of March in each year.
- 1.07 Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the President, Executive Director and any two named Directors. In addition, the board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The President or his designate may affix the corporate seal thereto.
- 1.08 Banking Arrangements - The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.
- 1.09 Auditors - The Corporation shall have an auditor or auditors who shall be appointed in the manner provided by section 130 of the *Act* and who shall provide the reports and statements set out in section 132 of said *Act*.
- 1.10 Affiliation - The Corporation shall be and remain an authorized member of the International Orienteering Federation and the Corporation shall abide by the Rules and Regulations of the International Orienteering Federation except where prevented from so doing by local conditions, laws or customs.
- 1.11 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Corporation.
- 1.12 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.13 Interpretation - Words importing the singular number include the plural and vice versa; wording importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

## **SECTION TWO DIRECTORS**

### **Composition of the Board**

- 2.01 Number of Directors and Quorum - The board shall consist of eight (8) directors. Composition of the Directors is as follows:
- a) President
  - b) Treasurer
  - c) Five (5) Directors at Large

- d) Athlete Representative (Elected by the National Senior and Junior Team Member Delegate)

### **Qualification of Directors**

2.02 Qualification of Directors - Any person who is eighteen years of age or older and has the capacity under law to contract, who is a registrant in good standing of a provincial or territorial association, which is a member association in good standing with the Corporation, and has the support of their association and who is not an employee of the Corporation, is qualified to be nominated and elected or appointed as a director of the Corporation.

### **Election of Directors (Excluding the Athlete Representative)**

2.03 Election and Term - The election of directors shall take place at each annual meeting of members. Directors will be elected for two year terms and shall be eligible for re-election for further two year terms. The elections shall take place in two parts:

- (a) The President and two (2) Directors at Large will be elected to the Board at alternate annual meetings to those listed in subsection b; and
- (b) The Treasurer and three (3) Directors at Large will be elected to the Board at alternate annual meetings to those listed in subsection a.

2.04 Decision - Elections will be decided by majority vote of the members in accordance with the following:

- a) One Valid Nomination - Winner declared by acclamation.
- b) Two or More Valid Nominations - Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

### **Election of Athlete Representative**

2.05 Qualification of Athlete Representative - In addition to the qualifications required in section 2.02, the Athlete Representative must be a National Senior or Junior Team Member in order to be nominated and elected or appointed as the Athlete Representative.

2.06 Election of Athlete Representative - The National Senior and Junior Team Member Delegate will elect the Athlete Representative at an annual meeting of members for a three (3) year term

### **Resignation and Removal of Directors**

2.07 Vacation of Office - The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) If a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- (b) If an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- (c) If he shall be removed from office by resolution of the members;
- (d) The Director is not a registrant; and
- (e) Upon the Director's death.

2.08 Vacancies - If a vacancy shall occur in the board, the remaining directors if consisting of at least 4 voting directors may appoint a qualified person to fill the vacancy for the remainder of the term. Prior to making the appointment, such an appointment must be approved by at least two-thirds of all the remaining directors and these remaining directors must constitute a quorum. In the absence of a quorum the remaining directors shall forthwith call a meeting of members to fill the vacancy.

2.09 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

2.10 Removal - An elected Director may be removed by Ordinary Resolution of the members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

2.11 Caveat - An elected Director may only be removed by Ordinary Resolution of the class which elected the Director.

### ***Meetings of the Board***

2.12 Calling of Meetings - Meetings of the Board shall be held at such time and on such day as the Board, the President or any three directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section 9 to each director not less than ten (10) days before the time when the meeting is to be held if the notice is mailed provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of or otherwise consent to such a meeting being held.

2.13 Quorum - At any meeting of the Board of Directors, quorum will consist of at least fifty percent of Directors.

2.14 First Meeting of New Board - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

2.15 Regular Meetings - The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of 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.

2.16 Emergency Meetings - Emergency meetings of the board may be called at the discretion of the President or upon the request of any three directors. Notice of the time and place of every meeting so called shall be given to each director:

- (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed, or
- (b) not less than 24 hours before the time when the meeting is to be held if the notice is given personally or by telephone or is delivered or is sent by any means of transmitted or recorded communication; provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice or otherwise consent to such meeting being held.

2.17 Chairman - The President, or in his absence, a vice president shall be chairman of any meeting of the board.

2.18 Votes to Govern - Each Director is entitled to one vote. At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the President or the chairman of the meeting shall cast the deciding vote.

2.19 No Proxies - Directors may not vote via proxy at meetings of Directors.

2.20 Conflict of Interest - A director shall not be disqualified by reason of his office from contracting with the Corporation. Subject to the provisions of the Act, a director shall not by reason only of his office be accountable to the Corporation or to its members for any profit or gain realized from a contract or transaction in which he has an interest, and such contract or transaction shall not be voidable by reason only of such interest, provided that, if a declaration and disclosure of such interest is required by the act, such declaration and disclosure shall have been made and the director shall have refrained from voting as a director on the contract or transaction.

2.21 Closed Meetings – Meetings of the Board will be closed to members and the public except by invitation of the Board.

2.22 Meetings by Telecommunications - A meeting of the Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meeting of teleconference have been approved by resolution passed by the Directors at a meeting of the Directors.

2.23 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

### ***Powers of the Board***

2.24 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

2.25 Managing the Affairs of the Corporation – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these By-laws.

## **SECTION THREE OFFICERS**

3.01 Election or Appointment – The election of President and Treasurer shall take place at each annual meeting of members according to Section 2, Item 2.03. The Vice-President and Secretary will be determined by the Board of Directors.

3.02 President – The President shall be the chief executive officer of the Corporation and, subject to the authority of the board, shall have general supervision of the affairs and business of the Corporation. Except when the board has elected or appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office. In addition the responsibilities of the President shall include, inter alia: chairing all Board of Directors' and members' meetings and ensuring that notices of meetings, agenda and minutes are prepared and circulated as required; ensuring that duties assigned to individual directors are properly carried out; and working closely with the Executive Director.

3.03 Treasurer – Shall be responsible for proper accounting records in compliance with the Act and, under the direction of the board, shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall

render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall have such other duties as the board or the President may prescribe.

3.04 Vice-President – During the absence or disability of the President, his duties shall be performed and his powers exercised by the vice-president designated by the board after board elections are completed. The Vice-President shall be an elected member of the board.

3.05 Secretary – The Secretary shall be responsible for the documentation of all amendments to the Corporation Constitution and By-laws, ensure that all official documents and records of the Corporation are properly kept, conduct the correspondences of the Board, keep an up-to-date list of registered members, send out any notice requirements as described herein, cause to be recorded the minutes of all meetings of the members, Board of Directors and Committee of the Corporation, and perform such other duties as may from time to time be established by the Board.

3.06 Office Vacancy – In the event that an office is vacant; the duties of that office may be delegated by the Board to other directors or other individuals appointed by the Board for that purpose.

3.07 Term of Office – The board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until their successor is elected or appointed. The maximum consecutive length of office for an individual as President is two terms.

3.08 Fidelity Bonds – The board may require such officers, employees, and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

#### **SECTION FOUR PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

4.01 Limitation of Liability - No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Corporation through 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 tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any 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 own wilful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

4.02 Indemnity - Subject to the limitation contained in the Act, every person and every officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any body corporate controlled by it and his heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against:

- (a) Any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- (b) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation.

4.03 Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such as

the board may from time to time determine.

4.04 Remuneration - All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

## **SECTION FIVE MEMBERSHIP**

### **Categories of Membership**

5.01 Categories – The Corporation has two (2) categories of membership:

- a) Member Associations
- b) National Senior and Junior Team Member Delegate

5.02 Member Association – A Provincial/Territorial Orienteering Association composed of Registrants, that has applied for and been approved for membership.

5.03 National Senior and Junior Team Member Delegate – An individual selected or appointed and currently a member of the Corporation’s National or Junior Team.

5.04 Conditions of Membership - All members of the Corporation shall be deemed to have agreed to comply with these by-laws and the policies, procedures, rules and regulations of the Corporation.

### **Membership Dues**

5.05 Annual Fees - Membership dues for all categories of membership will be determined annually by the Board of Directors.

5.06 Membership Year – Unless otherwise determined by the Board, the membership year of the Corporation will be from January 1 - December 31.

5.07 Membership Renewal - Members shall renew their membership by a date designated each year by the Board of Directors or their membership privileges may be terminated by the Board and their membership in the Corporation may be terminated at the Annual General Meeting following their failure to renew their membership by paying the previously determined financial obligations to the Corporations. Information of this date must be communicated to the member associations sixty (60) days prior to the designated date. Memberships for those member categories with no dues payable are automatically renewed.

### **Withdrawal and Termination of Membership**

5.08 Resignation – A member may resign from the Corporation by giving a written notice to the Board. The member’s resignation will become effective the date on which the request is approved by the Board.

5.09 May Not Resign – A member may not resign from the Corporation when the member is subject to disciplinary investigation or action.

5.10 Arrears – A member may be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation or otherwise fail to comply with all other registration policies of the Corporation, by way of ordinary resolution of the Board of Directors.

5.11 Discipline – In addition to expulsion for failure to pay membership dues, a member may be suspended or expelled from the Corporation in accordance with the Corporation’s policies and procedures relating to discipline of members.

5.12 Removal – A member may be removed by special resolution of the members present at an Annual General Meeting or Special Meeting, provided the member has been given

fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

### **Good Standing**

5.13 Definition – A member of the Corporation will be in good standing provided that the member:

- a) Has not ceased to be a member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the Constitution, By-laws, policies, procedures, rules and regulations of the Corporation; and
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required membership dues or debts to the Corporation, if any.

5.14 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of members and, where the member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing as set out above.

## **SECTION SIX MEETINGS OF MEMBERS**

6.01 Types of Meetings – Meetings of members will include Annual General Meetings and Special Meetings.

6.02 Special General Meeting - A Special General Meeting of the members may be called at any time by the President, by the Board or upon the written requisition of five (5%) percent or more of the members of the Corporation. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

6.03 Location and Date - The Corporation will hold meetings of members at such date, time and place as determined by the Board. The Annual General Meeting will be held within eighteen (18) months of the last Annual General Meeting.

6.04 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

6.05 Notice of Meetings - Notice of the time and place of each meeting of members shall be given in the manner provided in Section 9 not less than thirty (30) days before the date of the meeting to each member who at the close of business on the record date for notice is entered in the register of members as a member in good standing with the right to vote at the meeting. Notice of general meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

6.06 Meetings Without Notice: - A meeting of members may be held without notice at any time and at any place permitted by the Act or the letters patent:

- (a) If all the members entitled to vote thereat are present in person or represented by proxy or if those not present waive notice of or otherwise consent to such meeting being held, and



(b) If the auditors are present or waive notice, or otherwise consent to such meeting being held; and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

6.07 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Approval of Auditors Report and Financial Statements
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

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

6.09 Scrutineer - The chairman shall appoint some person, who need not be a member to act as scrutineer of the meeting.

6.10 Persons Entitled to be Present - Persons entitled to attend members meetings shall be any Director, staff of the Corporation, member delegates, National Senior and Junior Team Member Delegate, Registrants, the auditors of the Corporation, and other individuals at the invitation of the Board.

6.11 Quorum - A quorum for the transaction of business at any meeting of members shall be two-thirds of the voting Members.

6.12 Delegates - Every Provincial or Territorial Association entitled to vote at a meeting of members may appoint a person(s), who shall be a member of that provincial/territorial association, as their delegate(s) to attend and act for them at the meeting in the manner, to the extent and with the power conferred by the appointing instrument. A Delegate(s) must be eighteen (18) years of age or older and, a Registrant. Such appointment must be notified to the Corporation seven (7) days prior to the meeting of members.

6.13 Voting Privileges – Members will have the following voting rights at all meetings of members:

- a) Member Association are entitled to representation by a voting Delegate and one additional voting delegate when the Member Association's membership fee is 10% or greater but is less than 20% of the total membership fees of all Member Association, two additional voting delegates when the membership fees of the Member Association is 20% or greater but less than 30% of the total membership fees of all Member Association or three additional voting delegates when the members fees of the Member Association is 30% or greater of the total of all Member Associations. A single delegate may represent multiple voting delegates.
- b) National Senior and Junior Team Members are not entitled to vote at meeting of members unless required by the Act or the election of the Athlete Representative.

6.14 Votes to Govern - At any meeting of members every question shall, unless otherwise required by the letters patent or by-laws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall cast the deciding vote.

6.15 Voting Procedures - Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of voting cards unless a poll thereon is required or demanded as hereinafter provided. Whenever a vote by show of voting cards shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any of the votes recorded in favour of or against any resolution of 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.

6.16 Polls - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each voting delegate present shall be entitled to one vote, and the result of the poll so taken shall be the decision of the members upon the said question.

## **SECTION SEVEN REGISTRANTS**

### **Categories of Registrants**

7.01 Categories - The Corporation has three (3) categories of registrants:

- a) Club Registrants
- b) Individual Registrants
- c) Honorary Registrants

7.02 Club Registrant - An organized orienteering club composed of Individual Registrants, who belongs to a Member Association or who has applied for and been approved as a registrant.

7.03 Individual Registrant - Any individual who is participating in the sport of orienteering, registered with a Club Registrant or Member Association or the Corporation or who has applied for and been approved as a registrant.

7.04 Honorary Registrants - Any individual or organization approved by majority vote of the members at a member's meeting who has contributed greatly to the development or promotion of orienteering.

7.05 Conditions of Registration

- a) All registrants of the Corporation shall be deemed to have agreed to comply with these by-laws and the policies, procedures, rules and regulations of the Corporation.
- b) A person under the age of eighteen (18) years may be a registrant of the Corporation.

### **Fees**

7.06 Annual Fees - Registration dues for all categories of registrants will be determined annually by the Board of Directors.

7.07 Registration Year - Unless otherwise determined by the Board, the registration year of the Corporation will be from January 1 - December 31.

7.08 Registration Renewal - Registrations for those registrant categories with no dues payable are automatically renewed.

## **Withdrawal and Termination of Registration**

7.09 Resignation – A registrant may resign from the Corporation by giving a written notice to the Board. The registrant’s resignation will become effective the date on which the request is approved by the Board.

7.10 May Not Resign – A registrant may not resign from the Corporation when the registrant is subject to disciplinary investigation or action.

7.11 Arrears – A registrant may be expelled from the Corporation for failing to pay any fees or monies owed to the Corporation by the deadline dates prescribed by the Corporation or otherwise fail to comply with all other registration policies of the Corporation, by way of ordinary resolution of the Board of Directors.

7.12 Discipline – In addition to expulsion for failure to pay registration dues, a registrant may be suspended or expelled from the Corporation in accordance with the Corporation’s policies and procedures relating to discipline of registrants.

7.13 Removal – A registrant may be removed by special resolution of the voting members present at an Annual General Meeting or Special Meeting, provided the registrant has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

## **Good Standing**

7.14 Definition – A registrant of the Corporation will be in good standing provided that the registrant:

- a) Has not ceased to be a registrant;
- b) Has not been suspended or expelled from registration, or had other registration restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the Constitution, By-laws, policies, procedures, rules and regulations of the Corporation; and
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required registration fees or debts to the Corporation, if any.

7.15 Cease to be in Good Standing - Registrants who cease to be in good standing may have privileges suspended and where the registrant is a Director, will not be entitled to vote at meetings of Directors, or be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the registrant has met the definition of good standing as set out above.

## **SECTION EIGHT NOTICES**

8.01 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or member, as the case may be.

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

8.03 Alternate Method - Notwithstanding anything to the contrary contained in this by-law, notice to the members of the annual general meeting may be given by publication in the Corporation's Newsletter at the earliest convenient date before the meeting is to be held provided that the notice so given is more than 30 days.

8.04 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.05 Omissions and Errors - The accidental omission to give notice to any member, director, officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.06 Waiver of Notice - Any member, director officer or auditor may waive any notice required to be given to them under any provision of the Act, the letter patent, the by-laws 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.

## **SECTION NINE FINANCE**

9.01 Borrowing Power - The board may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations of any money borrowed, or other debt or liability of the Corporation.

9.02 Delegation - The board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board by Section 10.01 to such extent and in such manner as the board shall determine at the time of each such delegation.

9.03 Auditors - At each Annual General Meeting the members will appoint an auditor to audit the books, accounts and records of the Corporation in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period. The auditor will hold office until the next Annual Meeting.

9.04 Definition of Auditor - No person will be appointed as the auditor of the Corporation who is a director, officer or employee of the Corporation.

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

## **SECTION TEN AMENDMENTS TO BY-LAWS**

10.01 Notice - Notices of motion for changes to by-laws must be submitted to membership with the Notice of Meeting, as in Section 9, at least 30 days prior to the Annual General Meeting.

10.02 Voting - These By-laws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the members present and entitled to vote at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, additions or deletions will be effective immediately upon acceptance by the Corporations Directorate of Industry Canada, or any successor or replacement agency.

**SECTION ELEVEN**  
**DISSOLUTION CLAUSE**

11.01 Dissolution - In the event of the dissolution or winding-up of the Corporation all its remaining assets, after payment of liabilities shall be distributed to one or more recognized charitable organizations in Canada.