By-Law #1

A By-Law relating generally to the conduct of the affairs of

The Royal Astronomical Society of Canada

La Société Royale d’Astronomie du Canada

(the “Society”)

**Table of Contents**

[Section 1 3](#_Toc351382499)

[1. Definitions 3](#_Toc351382500)

[2. Interpretation 3](#_Toc351382501)

[3. Corporate Seal 4](#_Toc351382502)

[Section 2 – Documentary and Financial Execution 4](#_Toc351382503)

[4. Execution of Documents 4](#_Toc351382504)

[5. Financial Year 4](#_Toc351382505)

[6. Banking Arrangements 5](#_Toc351382506)

[7. Investment of the Endowment of the RASC 5](#_Toc351382507)

[8. Borrowing Powers 5](#_Toc351382508)

[9. Annual Financial Statements 5](#_Toc351382509)

[Section 3 – Members 6](#_Toc351382510)

[10. Membership Conditions 6](#_Toc351382511)

[11. Membership Transferability 6](#_Toc351382512)

[12. Membership Dues 7](#_Toc351382513)

[13. Termination of Membership 7](#_Toc351382514)

[14. Effect of Termination of Membership 7](#_Toc351382515)

[15. Discipline of Members 7](#_Toc351382516)

[Section 4 – Members’ Meetings 8](#_Toc351382517)

[16. Notice of Members’ Meeting 8](#_Toc351382518)

[17. Members Calling a Members' Meeting 9](#_Toc351382519)

[18. Absentee Voting at Members' Meetings 9](#_Toc351382520)

[Section 5 Annual General Meeting 9](#_Toc351382521)

[19. Annual General Meeting 9](#_Toc351382522)

[20. Proposals at Annual Members' Meetings 10](#_Toc351382523)

[21. Cost of Publishing Proposals for Annual Members' Meetings 11](#_Toc351382524)

[22. Place of Members' Meeting 11](#_Toc351382525)

[23. Persons Entitled to be Present at Members' Meetings 11](#_Toc351382526)

[24. Chair of Members' Meetings 11](#_Toc351382527)

[25. Quorum at Members' Meetings 12](#_Toc351382528)

[26. Votes to Govern at Members' Meetings 12](#_Toc351382529)

[27. Participation by Electronic Means at Members' Meetings 12](#_Toc351382530)

[28. Members' Meeting Held Entirely by Electronic Means 12](#_Toc351382531)

[Section 6 – Other Meetings 13](#_Toc351382532)

[29. Special Meetings 13](#_Toc351382533)

[30. Quorum 13](#_Toc351382534)

[31. Conducting Of Business 13](#_Toc351382535)

[Section 7 – Centres 13](#_Toc351382536)

[32. Creation and Continuance of a Centre 13](#_Toc351382537)

[33. Relationship of Centres with the Society 14](#_Toc351382538)

[34. Centre Councils and Officers 15](#_Toc351382539)

[Section 8 – National Council 15](#_Toc351382540)

[35. National Council (NAC) 15](#_Toc351382541)

[Section 9 – Board of Directors 16](#_Toc351382542)

[36. Election of Directors 16](#_Toc351382543)

[37. Term of Office of Directors 16](#_Toc351382544)

[38. Calling of Meetings of Board of Directors 17](#_Toc351382545)

[39. Board of Directors 17](#_Toc351382546)

[40. Votes to Govern at Meetings of the Board of Directors 19](#_Toc351382547)

[41. Committees of the Board of Directors 19](#_Toc351382548)

[42. Appointment of Officers 19](#_Toc351382549)

[43. Roles and Responsibilities of the Board of Directors 19](#_Toc351382550)

[44. Indemnification of Directors and Officers 20](#_Toc351382551)

[45. Description of Offices 20](#_Toc351382552)

[46. Vacancy in Office 22](#_Toc351382553)

[47. Method of Giving Any Notice 22](#_Toc351382554)

[Section 10 – Other Matters 23](#_Toc351382555)

[48. Invalidity of any Provisions of this By-Law 23](#_Toc351382556)

[49. Omissions and Errors 23](#_Toc351382557)

[50. Mediation and Arbitration 23](#_Toc351382558)

[51. Dispute Resolution Mechanism 24](#_Toc351382559)

[Section 11 – Effective Date 25](#_Toc351382560)

[52. By-Law Effective Date 25](#_Toc351382561)

**BE IT ENACTED** as a By-Law of the Society as follows:

# Section 1

# Definitions

In this By-Law and every other By-Law of the Society, unless the context otherwise requires:

* 1. “Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
  2. “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
  3. “Board” means the Board of Directors of the Society and “Director” means a member of the Board;
  4. “By-Law” means this By-Law and no other;
  5. “Centre” means a local branch association of members of the Society;
  6. “constitution” means, or is equivalent to, the Society’s By-Law;
  7. “Council” and “National Council” mean the National Council of the Society;
  8. “Council of a Centre” or “Centre Council” means the administering body of a Centre;
  9. “General Assembly” or “GA” means a convention of Society members;
  10. “meeting of members” includes an annual general meeting (AGM) of members or a special meeting of members;
  11. “special meeting of members” includes a meeting of members and a special meeting of all members entitled to vote at an annual general meeting of members;
  12. “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; and
  13. “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

# Interpretation

2.1 This By-Law supersedes every other By-Law of the Society prior to the date of acceptance.

2.2 In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization.

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

2.3 All previous By-Laws of the Society are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of any By-Law so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any charter documents of the Society obtained pursuant to, any such By-Law prior to its repeal. All officers and persons acting under any By-Law so repealed shall continue to act as if elected or appointed under the provisions of this By-Law and all resolutions of the Society or the National Council or Board of Directors or a committee thereof with continuing effect passed under any repealed By-Law shall continue good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

# Corporate Seal

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

# Section 2 – Documentary and Financial Execution

# Execution of Documents

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

# Financial Year

The financial year-end of the Society shall be determined by the Board.

# Banking Arrangements

The banking business of the Society shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

# Investment of the Endowment of the RASC

The Board shall formulate the investment objectives for the Society’s endowment funds, and select an investment firm (*i.e.* bank and/or brokerage) and the appropriate instruments to achieve these objectives. Alternatively, the Board may hire an outside investment management firm to facilitate these objectives.

The Board shall review the investment objectives from time to time, and, when applicable, review the performance of the outside investment management firm and make changes when appropriate.

# Borrowing Powers

The Directors of the Society may,

1. borrow money on the credit of the Society;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
3. give a guarantee on behalf; and
4. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

# Annual Financial Statements

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any member may obtain a copy free of charge at the registered office or by electronic means. Additionally, members may request a copy by prepaid mail.

# Section 3 – Members

# Membership Conditions

Subject to the articles, there shall be one class of members in the Society. The Board of the Society may, by resolution, approve the admission of the members of the Society. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

**Members**

1. Membership shall be available to persons who have applied, and have been accepted by a resolution of the Board, or in manner as may be determined by the Board, for membership in the Society.
2. The term of membership of a member shall be annual, subject to renewal in accordance with the policies of the Society.
3. As set out in the articles, each member is entitled to receive notice of, attend, and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-Law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

# Membership Transferability

A membership may only be transferred to the Society. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change, or delete this section of the By-Law.

# Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Society.

# Termination of Membership

A membership in the Society is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of this By-Law;
3. the member resigns by delivering a written resignation to the chair of the Board of the Society, in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or By-Law;
5. the member's term of membership expires; or
6. the Society is liquidated or dissolved under the Act.

# Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

# Discipline of Members

The Board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

1. violating any provision of the articles, By-Law, or written policies of the Society;
2. carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

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

# Section 4 – Members’ Meetings

# Notice of Members’ Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.

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

Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

# Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

# Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Society has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-Law of the Society to change this method of voting by members not in attendance at a meeting of members.

# Section 5 Annual General Meeting

# Annual General Meeting

1. The annual general meeting (AGM) of the members of the Society shall be held once each calendar year, at such time and place within Canada as shall be designated by the Board. The AGM shall take place not more than fifteen months after the previous AGM and in no case later than nine (9) months after the end of the financial year.
2. At least thirty days before the date of the AGM, the Secretary shall send to each voting member of the Society:
3. notice of and an agenda for the AGM, specifying its time and place;
4. a ballot and/or notice of acclamation;
5. copies of the annual financial statements and auditor’s report for the previous fiscal year;
6. a copy of the annual report of the President;
7. copies of the annual reports of the Centres and the financial reports of the Centres;
8. copies of any proposed By-Law or amendment to the By-Law of the Society adopted by special resolution of the Board.
9. The order of procedure at the AGM shall be as follows:
10. consideration and approval of the minutes of the last AGM and of any special meeting and meeting by requisition held since the last AGM;
11. consideration and approval of the reports of the Board, the officers of the Society, any committees, and presentation of the audited financial statements;
12. consideration of any matter proposed to be adopted by special resolution of the Society;
13. election of Directors of the Society;
14. election of the auditor of the Society; and
15. other business.

# Proposals at Annual Members' Meetings

1. A member may
   1. submit to the corporation notice of any matter that the member proposes to raise at the meeting, referred to in this section as a “proposal”; and
   2. discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.
   3. Submission of such proposal by a member must be given at least 90 days before the scheduled meeting date, so that it can be included in notices to members in advance of the meeting.
2. Subject to the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 2% of members entitled to vote at the meeting at which the proposal is to be presented.

# Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

# Place of Members' Meeting

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

# Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors, and the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, articles or By-Law of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

# Chair of Members' Meetings

In the event that the president, the 1st vice-president, and the 2nd vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting. The presiding member is entitled to vote at the meeting and, in addition, may cast the deciding vote in the event of a tied vote.

# Quorum at Members' Meetings

A quorum at any meeting of the members shall be 25 (twenty-five) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Participation in the meeting by electronic means will count toward a quorum.

# Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or By-Law or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

# Participation by Electronic Means at Members' Meetings

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

# Members' Meeting Held Entirely by Electronic Means

If the Directors or members of the Society call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

# Section 6 – Other Meetings

# Special Meetings

1. The Executive Committee or the Board may at any time call a special meeting of the Society for any purpose.
2. At least thirty days before the date of such meeting, the Secretary shall send to each voting member of the Society notice of and an agenda for the meeting, specifying its time and place.
3. At any special meeting of the Society, only such business as is specified in the agenda shall be conducted.
4. Quorum: No business shall be conducted at any point at a Special Meeting of the Society at which a quorum, which shall be 25 (twenty-five) voting members of the Society, is not personally present or in communication by electronic means.

# Conducting Of Business

Unless otherwise prescribed in the By-Laws or by applicable legislation, the Society shall act by ordinary resolution, and the conduct of Society meetings shall be governed by Robert’s Rules of Order.

# Section 7 – Centres

# Creation and Continuance of a Centre

1. Any group of members of the Society generally residing within an identifiable geographic area in Canada may request recognition as a “Centre” of the Society. A special resolution of the Board is required to recognize a Centre.
2. Centres in existence as of the coming into force of this By-Law shall be recognized as such.
3. Each Centre shall be known as either “The Royal Astronomical Society of Canada, \_\_\_\_\_\_ Centre,” or “La Société Royale d’Astronomie du Canada, Centre (or Section de) \_\_\_\_\_,” or both.
4. The articles of incorporation or other charter of a Centre that proposes to become incorporated, or of a group of members that proposes to request the establishment of a Centre that will be incorporated, shall be approved by ordinary resolution of the Board prior to the submission of such documents to the applicable governmental authority.
5. No articles of incorporation or other incorporating charter of a Centre shall conflict with the constitution of the Society.
6. The operations of each Centre shall be governed by a By-Law that shall be adopted by special resolution of the Centre. Every repeal of, amendment to, or enactment of a Centre By-Law becomes effective only upon adoption by special resolution of the Centre.
7. No By-Law of a Centre shall conflict with the constitution of the Society, and any Centre By-Law that does so conflict is inoperative to the extent of the conflict.
8. The Board may, by special resolution(s), withdraw recognition of a Centre if the continued recognition of such Centre is not in the best interests of the Society. A Centre whose withdrawal of association is proposed has the right to receive a minimum of 30 days notice of the meeting(s) at which such withdrawal of association shall be proposed and of the intention to propose such withdrawal of association, and to make representations at the meetings at which the votes are held. Where a Centre’s association with the Society is withdrawn, it shall no longer have the right to use the name of the Society, nor to have access to any of the benefits and programs the Society makes available to Centres, nor to use any proprietary symbols of the Society.

# Relationship of Centres with the Society

1. Each Centre is a constituent part of, and is associated with, the Society.
2. Where a resolution or action of a Centre conflicts with a resolution or action of the Society, the resolution or action of the Society shall prevail and the resolution or action of the Centre is inoperative to the extent of the conflict.
3. The Society shall be responsible for its own debts, obligations, and claims, and shall not incur any debt, obligation, or claim on behalf of a Centre or be liable for any debt, obligation, or claim incurred by a Centre.
4. Each Centre shall be responsible for its own debts, obligations, and claims and shall not incur any debt, obligation, or claim on behalf of the Society or be liable for any debt, obligation, or claim incurred by the Society.

# Centre Councils and Officers

The business of each Centre shall be administered by a governing body, which will consist of at least a President, a Secretary, and a Treasurer.

# Section 8 – National Council

# National Council (NAC)

Each Centre of the Society is entitled to be represented on the National Council by one member of the Centre for each 200 (two hundred) members of the Centre or portion thereof, which representatives shall be known as “National Council Representatives.”

1. The number of National Council Representatives to which a Centre is entitled during a year shall be determined from the number of members of the Centre as of the end of the previous year (including any members whose memberships expire in December), according to the membership records of the Society.
2. The NC shall normally meet once a year at the GA. The NC will meet informally throughout the year by electronic means, for discussion purposes.
3. NC is a consultative and advisory body. It cannot bind the Board to any of its recommendations or decisions.
4. NC will conduct one in-person meeting at the GA separate from the meeting of the Board. The chair of NC meeting will be elected at the meeting by the National Council Representatives.
5. The Society will fund travel expenses, as per the travel policy in effect at the time of the meeting, for one NC Representative per Centre to attend and participate in NC and joint Board/NC meetings at a GA.

# Section 9 – Board of Directors

# Election of Directors

1. A committee appointed by the Board will propose a list of members and/or representatives of members of the Society who are willing to stand for election as Directors; such election will normally take place at the annual general meeting of the members.
2. A Director must be an individual person (*i.e.* not a body corporate).
3. A Director must be solvent (*i.e.* not bankrupt), and must not have a criminal record.
4. No person who is an elected officer of the Society may simultaneously be the President, Secretary, Treasurer, or a National Council Representative of a Centre
5. A Director or officer of the Society shall disclose to the Society, 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 corporation, if the Director or officer:
   1. is a party to the contract or transaction;
   2. is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
   3. has a material interest in a party to the contract or transaction.
6. A candidate Director must sign a document agreeing to accept the nomination, and agreeing to perform the duties to the best of his abilities.
7. A Director must agree in writing to meet electronically.

# Term of Office of Directors

# Term of Office of Directors

1. At the first election of Directors following the approval of this By-Law, one-third (1/3) Directors shall be elected for a three-year term, one-third (1/3) Directors shall be elected for a two-year term and one-third (1/3) Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year (3) terms.
2. A Director who ceases to be a member also ceases to be a Director, and loses the right to participate in any meetings or activities related to such position.
3. The elected Officers in office at the coming into force of this By-Law shall be Directors until the following annual meeting of members. Any remaining Director positions shall be vacant until filled by appointment by the Board.

# Calling of Meetings of Board of Directors

Meetings of the Board may be called by the president of the Society, the 1st vice-president, the 2nd vice-president of the Society, or any two (2) Directors at any time. A quorum of the Board shall be the greater of: three (3) Directors or one-third of the Directors.

# Board of Directors

1. The Board shall manage or supervise the management of the activities and affairs of the Society.
2. The Board shall meet as often as the business of the Society shall require, but at least three times in each year. Except in unusual circumstances, one meeting shall be held within two days before and one meeting shall be held within two days after the AGM of the Society.
3. Meetings of the Board shall be called by the President and shall be held at such place as is designated by the President. Any Board member may participate in any such meeting by electronic means, if such are reasonably available, and as permit all persons participating in the meeting to hear each other. A member participating in such a meeting by such means shall be deemed to be present at that meeting.
4. Notice of every meeting of the Board shall be sent by the Secretary of the Society to every member of the Board at least three days before the meeting.
5. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
6. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
7. Every meeting of the Board shall be presided over by the President, in his absence by the First Vice-President, in the absence of both of them by the Second Vice-President, and in the absence of all of them by a Director elected at the meeting. The presiding member may vote at a meeting and, in addition, may cast a deciding vote in the event of a tied vote.
8. Upon requisition in writing signed by at least 50% of the Directors, the President shall call a meeting of the Board to consider the business specified and at such place as is named in the requisition. If the President fails to call a meeting of the Board to be held within sixty days of such requisition, then any voting member of the Board who has signed such requisition may call a meeting of the Board.
9. At least thirty days before the date of such meeting by requisition, the Secretary shall send notice to every member of the Board, which shall state the names of the requisitioning members and the date of and the business specified in the requisition. If the Secretary fails to send such notice, then notice of a meeting may be sent by any member who has signed such requisition, at the expense of the Society, at least thirty days before the date of the meeting.
10. At any meeting by requisition of the Board, only such business as is specified in the requisition shall be conducted.
11. No business shall be conducted at any point at a meeting of the Board at which a quorum, which shall be three voting members of the Board, is not present.
12. The Board shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. The minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Society or its affiliates, and not greater than 15.
13. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director serving the Society in any other capacity and receiving compensation there for.

# Votes to Govern at Meetings of the Board of Directors

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 chair of the meeting in addition to an original vote shall have a second or casting vote.

# Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

# Appointment of Officers

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

# Roles and Responsibilities of the Board of Directors

The Board shall see that all necessary books and records of the Society required by the By-Law of the Society, or by any applicable statute or law, are regularly and properly kept.

# Indemnification of Directors and Officers

The Society will indemnify any present or former Director or officer or another individual who acts or acted at the corporation’s request as a Director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the corporation or other entity.

The Society will purchase and maintain Directors and Officers Insurance for the benefit of an individual referred to above against any liability incurred by the individual:

(a) in the individual’s capacity as a Director or an officer of the corporation; or

(b) in the individual’s capacity as a Director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation’s request.

# Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the offices of the Society shall have the following duties and powers associated with their positions:

1. President – The president shall be a Director. The president shall, when present, preside at all meetings of the Board and of the members. The president shall be the chief executive officer of the Society and shall be responsible for implementing the strategic plans and policies of the Society. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Society, and shall be an *ex officio* member of all permanent committees. The president shall perform such other duties as shall from time to time be imposed upon him by the Board.
2. 1st Vice-President – The 1st vice-president shall be a Director. If the president is absent, is unable, or refuses to act, the 1st vice-president shall, when present, preside at all meetings of the Board and of the members. The 1st vice-president in the absence or disability of the president shall perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the Board.
3. 2nd Vice-President – The 2nd vice-president shall be a Director. If the 1st vice-president is absent, is unable, or refuses to act, the 2nd vice-president shall, when present, preside at all meetings of the Board and of the members. The 2nd vice-president, in the absence or disability of the 1st vice-president, shall perform the duties and exercise the powers of the 1st vice-president and shall perform such other duties as shall from time to time be imposed upon him by the Board.
4. Secretary – The Secretary, who shall be a Director, shall attend and be the Secretary of all meetings of the Board, and meetings of members as defined in Section 4. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Society.
5. Treasurer – The treasurer, who shall be a Director, shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Society. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.
6. The Directors shall appoint or dismiss, and shall fix the remuneration and benefits to be paid to, the employees of the Society.
7. The powers and duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

# Vacancy in Office

1. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Society. Unless so removed, an officer shall hold office until the earlier of:
2. the officer's successor being appointed,
3. the officer's resignation,
4. such officer ceasing to be a Director (if a necessary qualification of appointment); or
5. such officer's death.
6. If the office of any officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

# Method of Giving Any Notice

1. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the By-Law or otherwise to a member, Director, officer, or member of a committee of the Board or to the public accountant shall be sufficiently given:
2. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
3. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
4. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
5. if provided in the form of an electronic document in accordance with Part 17 of the Act.
   * + 1. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;
       2. a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box;
       3. and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
       4. The Secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.
       5. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
       6. The signature of any Director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, typewritten or printed, or partly written, stamped, typewritten, or printed.

# Section 10 – Other Matters

# Invalidity of any Provisions of this By-Law

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

# Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-Law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

# Mediation and Arbitration

Disputes or controversies among members, Directors, officers, committee members, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-Law.

# Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, officers, committee members or volunteers of the Society arising out of or related to the articles or By-Law, or out of any aspect of the operations of the Society, is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, officers, committee members, employees, or volunteers of the Society as set out in the articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Society) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute.
4. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
5. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

# Section 11 – Effective Date

# By-Law Effective Date

Subject to the articles, the Board may, by resolution, make, amend, or repeal any By-Law that regulates the activities or affairs of the Society. Any such By-Law, amendment, or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the By-Law, amendment, or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-Law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-Law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-Law amendments or repeals are only effective when confirmed by members.