



## **By-Law No. 1**

A by-law relating generally to the conduct of the affairs of the **Canadian Association for Graduate Studies / Association canadienne pour les études supérieures** (the “Corporation”).

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

### **ARTICLE I. GENERAL**

#### **1.01 Definitions**

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

- a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the regulations made pursuant to the Act (the “Regulations”), and any statute or regulations that may be substituted, as amended from time to time;
- b) “Articles” means the original or restated articles of incorporation or articles of amendment; amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) “Associate Member” means an organization that meets the requirements for associate membership set-out in section 2 of this By-law and which has applied for and been admitted into associate membership in the Corporation as provided for herein;
- d) “Board” means the board of the Corporation;
- e) “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- f) “Dean” means the principal officer of graduate studies of an Institutional Member;
- g) “Director” means a director of the Corporation;



- h) “Institutional Member” means an organization that meets the requirements for institutional membership set-out in section 2 of this By-law and which has applied for and been admitted into institutional membership in the Corporation as provided for herein;
- i) “Meeting of Members” includes an annual meeting of members (an “Annual Meeting”) or a Special Meeting;
- j) “Members” means members of the Corporation;
- k) "Officer" or "Officers" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- l) “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- m) “President” means the President of the Corporation;
- n) “Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- o) “Special Meeting” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual Meeting;
- p) “Special Resolution” means, subject to the Act, a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- q) “Vice-President and President-Elect” means the Vice-President and President-Elect of the Corporation.

### **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender or expressed neutrally include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

### **1.03 Execution of Documents**

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

### **1.04 Financial Year End**

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

### **1.05 Banking Arrangements**

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



an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **1.06 Language**

English and French shall be the official languages of the Corporation.

### **1.07 Head Office**

The head office of the Corporation shall be in the City of Ottawa, Province of Ontario, or wherever designated in Canada by resolution of the Board and amendment of the Articles from time to time.

### **1.08 Annual Financial Statements Altered**

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members. However, the Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) 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 Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **1.09 Auditor**

The Members shall appoint an auditor at each Annual Meeting and the remuneration of the auditor shall be fixed by the Board.

## **ARTICLE II. MEMBERSHIP**

### **2.01 Membership Conditions**

Subject to the Articles, there shall be two (2) classes of Members in the Corporation:

- a) Institutional Members: Institutional Membership is available to public or private not-for-profit Canadian Universities established pursuant to the laws of Canada or one of its provinces or territories, having its head office in Canada, and not controlled or the property of a foreign entity. Institutional Members must have a formal structure and procedures for the administration of graduate degree programs, and must apply for and be accepted into Institutional Membership with the Corporation by Ordinary Resolution of the Board. Except as provided herein, only a single membership is allowed per University. Where a University has multiple campuses, each campus that has its own formal structure and procedures for the administration of graduate degree programs may apply for a separate Institutional Membership. Each Institutional Members shall have the right to receive notice of , attend and exercise one (1) vote at Meetings of the Members.
- b) Associate Members: Associate Membership is available to those organizations that are interested in furthering the Corporation's purposes or provide services related to graduate studies or research. Such organizations must apply for Associate Membership and be accepted by Ordinary Resolution



of the Board. Associate Members and their representatives are not eligible to serve on the Board, unless they meet the criteria set out in Section 5.02(c) herein. Associate Members do not have voting privileges at Meetings of Members except as otherwise provided for by the Act. Associate Members shall have the right to receive notice of and attend Meetings of the Members.

## **2.02 Notice of Meeting of Members**

Notice of the time and place of a Meeting of Members shall be given to each Member by electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

## **2.03 Alternative Methods of Voting**

- 1) Pursuant to Section 171 of the Act, the following are alternative methods of voting by Members that are authorized by the Corporation:
  - a) voting by means of an electronic or other communication facility 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 Corporation without it being possible for the Corporation to identify how each Member voted.

## **2.04 Special Meeting**

The Board shall have power to call, at any time, a Special Meeting and determine its place. The Board shall call a Special Meeting on written requisition of Members carrying not less than five percent (5%) of the voting rights, which requisition shall specify the nature of the business to be discussed and a draft of any resolution proposed. 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.

# **ARTICLE III. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

## **3.01 Payment of Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and the due date for same. Members who do not pay their membership dues by the due date, shall automatically cease to be Members of the Corporation.

## **3.02 Membership Dues**

Dues for Members shall be set by resolution of the Board and shall be effective when set. The Board may determine membership dues and may determine different membership rates by Member attribute.

## **3.03 Termination of Membership**

A membership in the Corporation is terminated when:

- a) the Corporation is dissolved;



- b) a Member fails to maintain any qualifications for membership described in Section 2.01 of these By-laws;
- c) the Member resigns by delivering a written resignation to the President of the Board in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member is expelled in accordance with Section 3.04 below or is otherwise terminated in accordance with the Articles or By-laws;
- e) the Member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.04 Discipline of Members**

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

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. 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 Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **4.01 Persons Entitled to be Present**

In accordance with the Act, each Member may designate an individual to represent the Member at a Meeting of the Members (a "Member Representative"). The role of the Member Representative is to exercise on behalf of the Member all the powers of that Member at the Meeting of Members. The only persons entitled to be present at a Meeting of Members shall be the Member Representatives of the



Members, , the Directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members. Notwithstanding that Associate Members may attend Meetings of Members, they shall not be entitled to vote thereat except as provided for under the Act.

#### **4.02 Meetings Held Entirely by Electronic Meeting**

If the Directors or Members call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Regulations entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **4.03 Participation by Electronic Means at Meetings of the Members.**

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

#### **4.03 Chair of the Meeting**

The chair of any Meeting of Members shall be the President or, if the President is not present, the Vice-President and President-Elect and failing that, the chair shall be selected by the Members in attendance at the Meeting of Members.

#### **4.04 Quorum**

A quorum at any Meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be thirty percent (30%) of the 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.

If at any such meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, then the meeting shall be adjourned to a date being not less than seven (7) days later. At such adjourned meeting the Members who are present shall constitute a quorum thereat and may transact the business for which the meeting was originally called.



#### **4.05 Votes to Govern**

At any Meeting of Members every question shall, unless otherwise provided by the Articles, By-laws or by the Act, be determined by Ordinary Resolution. 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.

#### **4.06 Show of Hands**

Subject to the Act and this By-law, except where a ballot is demanded or otherwise required, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

#### **4.07 Ballots**

For any question proposed at a Meeting of Members, the chair of the meeting, or any Member, may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the meeting directs and the decision of the Members on the question shall be determined by the result of such ballot. For further certainty, the requirements of this Section 4.07 apply where the chair of the meeting or the Member demands a ballot prior to a vote being held on the question. Nothing herein shall allow the chair of the meeting or a Member to demand a second vote on a question be conducted by ballot.

#### **4.08 Location of Annual Meeting**

The Annual Meeting shall be held in such place and time as determined by the Board, subject to the Act.

### **ARTICLE V. DIRECTORS**

#### **5.01 Election and Term**

The Articles provide for a Board of between six (6) and sixteen (16) Directors. The number of Directors on the Board (within the range set in the Articles) shall be determined by Ordinary Resolution of the Members or, if the Members by Ordinary Resolution grant this authority to the Board, by the Board. The Members will elect the Directors at each Annual Meeting at which an election of Directors is required, as follows:

- a) at every second Annual Meeting, the Members will elect one (1) individual to serve a term of four (4) years, the first two (2) years of which they will serve as Vice-President and President-Elect and the second two (2) years of which they will serve as President;





- b) at every Annual Meeting, the Members will elect sufficient individuals to serve as Directors to ensure the number of Directors then currently provided for pursuant to the resolution referenced in Section 5.01 are elected, each of whom shall serve for a term of two (2) years.

In addition, pursuant and subject to the powers granted to them by the Articles to appoint additional Directors, the Board may appoint a number of Directors equal to one-third (1/3) of the number elected by the Members at the immediately preceding Annual Meeting. Any Directors appointed pursuant to this provision must be appointed for a term that ends no later than the Annual Meeting immediately following their appointment, although nothing herein precludes such Director from being reappointed using this mechanism. Directors other than the Vice President and President Elect, the President and the Past-President are eligible for re-election for a total of three (3), two (2)-year terms, after which the individual must be absent from the Board for a period of two (2) years before they are again eligible for election as a Director. Where a Director is the Vice-President and President Elect, the President or the Past-President, the limit on the number of consecutive terms herein shall not apply to such Director; however, when a Director no longer occupies one of those roles this provision shall apply and, where such Director has completed or exceeded the number of consecutive terms set out herein, they shall not be eligible to seek re-election until they have completed an absence from the Board of two (2) years.

A Director at the end of their term shall remain in office until the dissolution or adjournment of the meeting at which they resign.

### **5.02 Qualification of Directors**

In addition to the requirements of the Act, a Director must be:

- a) a Dean; or
- b) a senior administrator of an Institutional Member, without academic appointment; or
- c) other qualified individuals with interest and expertise in graduate education acceptable to the Board; and
- d) they must consent to all Directors participating in meetings of the Board via electronic means.

For further certainty, at all times one-third (1/3) of Directors must be a Dean.

### **5.03 The Past President**

The individual who most recently served in the role of President is eligible to serve as Past-President for a further term of two (2) years. Such individual may choose to seek office as a Director pursuant to Section 5.01(b), in which case the Board has the right, but not the obligation to appoint them to the office of Past-President pursuant to Section 7.01. In the event such individual does not wish to seek a further term as a Director or they are not elected to such role, nothing herein precludes the Board from appointing them to the office of Past-President pursuant to Section 7.01; however, if the individual is Past-President and not a Director, they shall not be entitled to vote at meetings of the Board as only Directors have such right.





## ARTICLE VI. MEETINGS OF DIRECTORS

### **6.01 Calling of Meetings**

Meetings of the Board may be called by the President, the Vice-President and President-Elect, the Past President or any three (3) Directors at any time.

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of this By-law to every Director not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 Number and Quorum**

Until changed by By-law, the number of Directors of the Corporation and the quorum thereof for the transaction of business at any meeting of the Board shall be fifty percent (50%) of the Directors then in office. If a quorum is present at the opening of a Meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **6.04 Chair**

The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: President or Vice-President and President-Elect or Past President. If all such Officers are absent or unable or refuse or fail to act, the Directors present may choose a chair from among their number. The chair at any meeting may vote as a Director, provided they are a Director and otherwise entitled to vote on the motion in question.

### **6.05 Regular Meetings**

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

### **6.06 Votes to Govern**



At all meetings of the Board, every question shall be decided by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall have a second or casting vote, provided they are entitled to vote as a Member Representative.

#### **6.07 Participating in Directors' Meetings by Electronic Means**

A Director may, in accordance with the Regulations, and if all the Directors consent, participate in a meeting the Board or a committee of the Board by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. 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 the Board pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **6.08 Board Meeting Held Entirely by Electronic Means**

If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. 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 the Board pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **6.08 Guests at Board Meetings**

Only Directors and those individuals invited to attend a meeting of the Board by either the Chair or the Board by Ordinary Resolution may attend meetings of the Board. A Member may only attend meetings of the Board as an observer at the invitation of the chair of the meeting, provided that the Corporation shall have no obligation to provide notice of Board meetings to the Members. . The Board may declare certain business of the Corporation to be of such a confidential nature that it requires that the business be addressed during an *in camera* session of the meeting. In that event, guests present at the meeting shall be asked to leave for the *in camera* portion of the meeting.

#### **6.09 Committees**

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

#### **6.10 No Remuneration**



Members of the Board, Officers and members of committees, with the exception of appointed employee officers and staff, shall not receive any remuneration for their services, other than necessary traveling expenses while wholly engaged on duties for the benefit of the Corporation and as a pre-approved by the Board.

## ARTICLE VII. OFFICERS

### 7.01 Description of Offices

All Officers other than the Vice-President and President-Elect and the President shall be appointed by the Board for a term of two (2) years and may be re-appointed at the discretion of the Board. Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers or create new offices, the offices of the Corporation, if designated and if Officers are in office, shall have the following duties and powers associated with their positions:

- a) President - The President shall be a Director and when present, shall preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
- b) Vice-President and President-Elect - The Vice-President and President-Elect shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President and President-Elect, if any, shall, when present, preside at all meetings of the Board and of the Members. The Vice-President and President-Elect shall have such other duties and powers as the Board may specify.
- c) Past President – The Past-President is not required to be a Director. If appointed, the Past President shall be the immediate past President of the Corporation. If there is no immediate past President, a previous Past-President or President of the Corporation may be appointed at the discretion of the Board. If the President and Vice-President and President-Elect are absent or are unable or refuse to act, the Past President, if any and if appointed a Director, shall, when present, preside at all meetings of the Board and of the Members. The Past President shall have such other duties and powers as the board may specify.
- d) Treasurer –The Treasurer, if appointed, shall be a Director and shall have such powers and duties as the board may specify. The Treasurer shall present an annual financial statement audited by the auditor of the Corporation at each Annual Meeting. The Treasurer shall have such other duties and powers as the Board may specify.

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

### 7.02 Appointment

Other than the President and the Vice-President and President Elect, Officers shall be appointed by Ordinary Resolution of the Board at the first meeting of the Board following the Annual Meeting and at a meeting of the Board whenever there is a vacancy among such appointed Officers.



### **7.03 Vacancy in Office**

In the absence of a written agreement to the contrary, and other than in respect of the President and the Vice-President and President-Elect the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a) the first meeting of the Board following an Annual general Meeting at which Directors were elected;
- b) the Officer's successor being appointed;
- c) the Officer's resignation;
- d) such Officer ceasing to be a Director (if a necessary qualification of appointment) or such Officer's death.

If an office of the Corporation other than the President shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy. In the event of a vacancy in the office of President, the Vice-President and President-Elect shall become President. If there is no Vice-President and President-Elect at the time of a vacancy in the office of President, the Board shall promptly designate another Director to act as President until the next Meeting of the Members.

### **7.04 Indemnity**

Subject to the Act, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, the Corporation shall indemnify and save harmless each 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 provided that the Corporation may not indemnify an individual herein unless the individual:

- a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

### **7.05 Insurance**

The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 7.04 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.



## ARTICLE VIII. NOTICES

### **8.01 Method of Giving Notices**

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 Invalidity of Any Provisions of this By-Law**

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

### **8.03 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation



has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **8.04 By-law Amendments**

Subject to the Act and the Articles, the Board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or the affairs of the Corporation. 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.

### **ARTICLE IX. EFFECTIVE DATE**

#### **9.01 Effective Date**

Subject to matters requiring a Special Resolution of the Members, this By-law shall be effective when approved by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation on the \_\_\_\_ day of \_\_\_\_\_, 2022 and confirmed by the Members of the Corporation on the \_\_\_\_ day of \_\_\_\_\_, 2022.

Dated as of the \_\_\_\_ day of \_\_\_\_\_, 2022.

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Name:

Title:

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Name:

Title: