

NCRA/ANREC Bylaws

Approved by Members: August 12, 2021

BY-LAW 1: GENERAL BY-LAW

DIVISION 1: INTERPRETATION

1.01 NAME

The present corporation is known as the NATIONAL CAMPUS AND COMMUNITY RADIO ASSOCIATION INC./ L'ASSOCIATION NATIONALE DES RADIOS ÉTUDIANTES ET COMMUNAUTAIRES INC. (NCRA/ANREC), called the Corporation in these BY-LAWS, as authorized by the Minister of Consumer and Corporate Affairs of Canada.

1.02 DEFINITIONS

Unless otherwise indicated or unless the context otherwise indicates in these BY-LAWS:

- a. "Act" means the *Canada Not-for-Profit Corporations Act* (S.C. 2009, c.23), including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. "Articles" mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- c. "Board" means the Board of Directors of the Corporation.
- d. "By-laws" mean the present By-laws as well as any by-law of the Corporation in effect.
- e. "Community Radio" refers to licenced campus and community radio stations as well as other not-for-profit organizations that exist to provide public access, volunteer-based and community-oriented broadcasting, or the airwaves or online.
- f. "Corporation" means the NATIONAL CAMPUS AND COMMUNITY RADIO ASSOCIATION INC., L'ASSOCIATION NATIONALE DES RADIOS ÉTUDIANTES ET COMMUNAUTAIRES INC.
- g. "CRTC" means the Canadian Radio-Television and Telecommunications Commission.
- h. "Director" means a member of the Board of Directors.
- i. "Member" means a Regular Member of the Corporation.
- j. "Officer" includes any member of the Board and any person appointed as an Officer of the Corporation by the Board.

1.03 ACT AND REGULATIONS

- a. Unless otherwise stated in the By-laws, definitions as stated in the *Act* apply to these By-laws.
- b. The Corporation is subject to all relevant regulations and policies established by the Canadian Radio-television and Telecommunications Commission (CRTC), as they pertain to the affairs of the Corporation.

1.04 INTERPRETATION

- a. Terms used in the singular only include the plural and vice-versa and those applying to individuals also apply to legal entities, particularly corporations and other non-incorporated groups.
- b. Any person interpreting the Corporation's By-laws shall take into consideration the publication of Elmer A. Driedger entitled *The Construction of Statutes* and that of Robert C. Dick entitled *Legal Drafting*.
- c. Any person interpreting the Corporation's By-laws shall respect the terms defined as follows:
 - i. "Shall" means an absolute obligation that arises and is imposed only upon a person regardless of the circumstances leading to that obligation. Violation of that obligation results in the nullity of the *Act*, has no legal force or efficacy, and cannot be waived in any way.
 - ii. "Must" means shall but is only directed to things rather than persons.
 - iii. Use of the term "Present Tense" means a relative obligation that is an order or imperative stipulation, and any act not in accordance with that obligation must be raised to be nullified. Any person may waive the execution of that obligation.
 - iv. "May" confers a discretionary power that is to be construed as merely permissible and not obligatory. This power is to be exercised in the best interests of the Corporation and not in an arbitrary fashion.

1.05 PRIORITY

In the case of a contradiction between the Law and the Statutes or By-laws, the Law has priority over the Statutes and By-laws, and the Statutes have priority over the By-laws.

1.06 TITLES

The titles in these By-laws serve only as a reference and must not be considered in the interpretation of terms or provisions in these By-laws.

1.07 HEAD OFFICE

The Head Office of the Corporation is in the City of Ottawa, in the Province of Ontario, and at that place as the Director's may, from time to time, determine.

1.08 SEAL

The Seal of the Corporation is in the form prescribed by the Board, and must be inscribed in English and French.

DIVISION 2: OBJECTIVES AND MEMBERSHIP

1.09 OBJECTIVES

The objectives of the Corporation are as follows:

- a. To hold a national conference at least once a year, set the annual program, and review past activities of the Corporation.
- b. To co-ordinate and provide the necessary facilities for a national network of exchange of information and programming.
- c. To support the practice of Canadian media arts, music and other relevant artistic disciplines.
- d. To support public access to the airwaves, particularly for under-represented voices and alternative programming.
- e. To collect, store, and make available a database of information about the history and operation of community radio in Canada and to make this information available to Members, interested organizations, and the general public, via printed or electronic means.
- f. To offer consulting services for any group wishing to establish a new radio station under the government definition of "campus and community" radio.
- g. To collect fees and Membership dues.
- h. To acquire, rent or otherwise obtain property.
- i. To raise or borrow funds in order to carry out the objectives of the Corporation.
- j. To undertake any other activities consistent with the objectives of the Corporation which aim to expand and improve community radio in Canada.
- k. To work with similar organizations and to represent Members in any and all international community radio oriented matters.

1.10 MEMBERSHIP

The Membership of the Corporation has one (1) type of membership; namely, Regular Members (Amended June 2010). The following conditions of membership shall apply:

- a. **REGULAR MEMBERS:** The following persons shall be eligible to become a Regular Member:
- i. all campus, community, and indigenous radio stations who are licensed by the CRTC and who have applied for membership and been approved by the Board;
 - ii. all internet-based and closed-circuit stations officially affiliated with a college or university in Canada who have applied for membership and been approved by the Board;
 - iii. all internet-based and closed-circuit stations that stream more than 10 hours of original hosted programming a week and are not for profit registered societies, corporations or cooperatives in Canada with provisions in their by-laws ensuring that they are public access, volunteer-based and community-oriented who have applied for membership and been approved by the Board; and
 - iv. not-for-profit registered societies, corporations or cooperatives whose aim is to start a CRTC-licensed community or campus or indigenous radio station, that also have provisions in their by-laws ensuring that they are public access, volunteer-based and community-oriented who have applied for membership and been approved by the Board.
 - v. all indigenous stations who are not licensed by the CRTC and are not-for-profit registered societies, corporations or cooperatives in Canada with provisions in their by-laws or equivalent, ensuring that they are public access, volunteer-based and community-oriented who have applied for membership and been approved by the Board.
- b. Regular Members shall be entitled to all rights as outlined in the By-laws of the Corporation, including public notice of Meetings and the right to speak and vote at Meetings of the corporation. Each Regular Member shall be entitled to one (1) vote at Meetings of the Members.
- c. Privileges and fees that may apply to Regular Member shall be determined by the Board.
- d. Regular Members shall be entitled to all member services provided by or through the corporation. (Amended August 2021)

1.11 INTEREST OF MEMBERS

- a. The interest of any Member of the Corporation is not transferable, and lapses and ceases to exist:
- i. when it ceases to be a Member by resignation;
 - ii. when its Membership is suspended or terminated by the Corporation;

- iii. when the Member is liquidated or dissolved under applicable legislation; or
 - iv. when Member fails to maintain any qualifications for membership described in the section on Membership conditions of these By-laws.
- b. Upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

1.11.1 DISCIPLINE OF MEMBERS

- a. The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
- i. violating any provision of the articles, by-laws, membership agreement/code of conduct, or written policies of the Corporation;
 - ii. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
 - iii. 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.
- b. 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/staff 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. (Amended August 2021)

1.12 REGISTER OF MEMBERS

The Secretary of the Corporation shall keep a register of all Members, together with their addresses and any other pertinent information. The Members shall notify the Corporation in writing of any change of address and that address shown on the register

is, for all purposes deemed to be the correct address of the Member. Any Member may resign from Membership upon notice in writing to the Corporation.

DIVISION 3: MEETINGS OF THE CORPORATION

1.13 GENERAL MEETINGS AS SUPREME GOVERNING BODY

- a. The General Meeting is the supreme governing body of the Corporation.
- b. All actions of subordinate bodies must be consistent with and within policies laid down by General Meetings.
- c. The General Meeting may repeal, amend or re-enact By-laws in accordance with Sections 1.15(f) and 1.21(c)(iii).

1.14 PROCEDURE

a. MODES OF MEETINGS

- i. Meetings of the Members must be held as outlined in the *Act* and as in these By-laws.
- ii. Any Member participating in a Meeting pursuant to this Section is deemed present in person at that Meeting.
- iii. If the Directors or Members of the Corporation 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* 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.

b. IN GENERAL

- i. The procedure adopted for meetings is Robert's Rules of Order (Amended June 2010).
- ii. The President, or another person chosen by the Board of Directors and approved by the Membership, shall preside as Chairperson at a Meeting of the Members. But, if at a Meeting, neither of them is present within fifteen (15) minutes after the time appointed for the holding of the Meeting, the Members present may choose a person from among their number to be the Chairperson.
- iii. The Board or the Chairperson has the power to call at any time the General Meeting of the Members of the Corporation.

- iv. The Annual or any other General Meeting of the Corporation is held at the Head Office of the Corporation or elsewhere in Canada, as the Board may determine, and on that day as the Board may determine.

c. NOTICES

- i. Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the Meeting by the following means: by prepaid mail, telephone, electronic mail or facsimile. Notice of a Meeting of Members may be waived by the Members entitled to vote at such Meeting if all Members entitled to vote have waived their right to Notice. No public notice or advertisement of any Members' Meeting (Annual or Special) is required. Notice of the time and place of each Meeting of Members must be given to each Member by sending the notice twenty (20) working days before the time fixed for the holding of that Meeting. Members may hold a General Meeting at any time and place without that notice, if all Members of the Corporation are present, and at that Meeting, the Members may transact any business.
 - ii. No error or omission in giving notice of any Meeting of the Members or any adjourned Meeting of the Members invalidates that Meeting or makes void any proceedings taken at that Meeting, if the time and place of that Meeting was known or could reasonably have been known by all Members.
 - iii. Any Member may, at any time, waive notice of that Meeting and may ratify, approve and confirm any or all proceedings taken at that Meeting.
- d. **QUORUM:** Twenty percent (20%) of the Members plus one (1) constitutes quorum for the transaction of business at Member's Meeting (Annual or General).

e. REPRESENTATIVE OF MEMBERS

- i. Each Member shall, at least three (3) days prior to the Annual General Meeting of Members, provide the Corporation with an authorization, indicating the individual who has been elected or appointed by such Member to speak and vote on behalf of such Member at Meetings of Members for the duration of the then-current fiscal year of the Corporation. Such authorization shall also delegate a second individual to speak and vote on behalf of such Member in the event the individual elected or appointed under this subsection (a) is unable to attend a Meeting of the Members.

- ii. From time to time, the Corporation may request verification that the individual who speaks or votes on behalf of a Member at a Meeting is the individual who was elected or appointed by the relevant Member.

f. **VOTING**

- i. At all Meetings of Members, every question is decided by the majority of the votes cast by the Members present in person, unless otherwise required by the By-laws of the Corporation or by the Law.
 - ii. Questions that are voted upon are decided by a majority of the votes cast. Therefore abstentions are not included in computing a majority, unless the By-laws or the *Act* provide for a different method of computation.
 - iii. In the case of an equality of votes cast at any Meeting of the Members, the motion in question is deemed to have been defeated.
 - iv. Every question is decided in the first instance by a show of hands, unless a poll is demanded by any Member.
 - v. Unless a poll is demanded, an entry in the minutes of a Meeting of the Members to the effect that the Chairperson declared a motion to be carried, is admissible in evidence as self-evident proof of the fact, without proof of the number or proportion of votes recorded in favor of or against the motion.
- g. **PROXY:** Members of the Corporation shall not give proxy in voting matters.

h. **ADJOURNMENT**

- i. The Chairperson presiding at a Meeting of Members may, with the consent of two-thirds (2/3) of the Members in attendance at the Meeting and subject to those conditions as the Meeting decides, adjourn from time to time and from place to place.
 - ii. Any meeting of the Corporation or the Board may be adjourned to anytime and from time to time. Any business may be transacted at that adjourned meeting as might have been transacted at the original meeting where that adjournment took place. Any adjournment may be made with or without quorum being present.
- i. **PARTICIPATION BY ELECTRONIC MEANS:** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such Meeting may participate in the Meeting by means of such telephonic, electronic or other communication

facility in the manner provided by the *Act*. A person participating in a Meeting by such means is deemed to be present at the Meeting. Notwithstanding any other provision of this by-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that Meeting may vote, in accordance with the *Act*, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

1.15 ANNUAL GENERAL MEETINGS

- a. **ORDER OF BUSINESS:** The order of business of an Annual General Meeting must be in accordance with the *Act*. Section 1.14 applies with those modifications, as the circumstances require.
- b. **DATE AND FREQUENCY**
 - i. The Annual General Meeting of the Corporation takes place on that day and time as the Board may direct.
 - ii. The Corporation must hold an Annual General Meeting of its Members not later than eighteen (18) months after its incorporation and subsequently once at least in every calendar year.
- c. **NOTICE:** Notice of an Annual General Meeting must be sent to the Members in accordance with these By-laws and at least thirty (30) days before the date fixed for that Meeting.
- d. **AGENDA**
 - i. **APPOINTMENT OF AUDITOR.** The Members shall at each Annual Meeting, appoint one or more auditors to hold office until the next Annual Meeting and, if an appointment is not made, the auditor in office shall continue in office until a successor is appointed.
 - ii. **REPORT OF AUDITOR.** The report of the auditor to the Members must be presented at the Annual Meeting and must be open to inspection by any Member.
- e. **FINANCIAL STATEMENTS**
 - i. The Directors shall lay before each Annual Meeting of the Members a financial statement for the period that commenced immediately after the last completed financial year and ended not more than six (6) months before the Annual Meeting, made up of:
 - a. A statement of profit and loss for that period.
 - b. A statement of surplus for that period.
 - c. A balance sheet for the end of that period, and,
 - d. The report of the auditor to the Members.
- f. **AMENDMENT OF BY-LAWS**

- i. The By-laws of the Corporation may be repealed or amended by a By-law approved by at least two-thirds (2/3) of the Members at a General Meeting of the Members.
- ii. To be considered by the Membership at a General Meeting, the mover must deliver a motion to repeal or amend the By-law to the Secretary of the Board not less than sixty (60) days prior to the General Meeting of Members at which the motion will be made. The Secretary will notify the Membership thirty (30) days prior to the General Meeting at which the motion will be made.

g. NONPROCEDURAL MOTIONS

- i. To be considered by the Membership at a General Meeting, nonprocedural motions other than those repealing or amending the Bylaw must be delivered by the mover to the Secretary of the Board not less than seventy-two (72) hours prior to the General Meeting of Members at which the motion will be made. The Secretary will notify the Membership not less than forty-eight (48) hours prior to the General Meeting at which the motion will be made.

1.16 SPECIAL MEETINGS

- a. **APPLICATION OF SECTION 1.14:** Unless otherwise stipulated in this Section, the provisions of Section 1.14, applies with those modifications as the circumstances require.
- b. **CONVENING**
 - i. Special General Meetings are held at the time, place and in the manner fixed by the Board in the resolution calling for the Meeting.
 - ii. Notice of a Special Meeting must be sent to the Members thirty (30) days before the date fixed for that Meeting.
 - iii. 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 one-third (1/3) of the voting rights. If the Directors do not call a Meeting within thirty (30) days of receiving the requisition, any Member who signed the requisition may call the Meeting.

DIVISION 4: BOARD OF DIRECTORS

1.17 COMPOSITION

- a. **FIRST DIRECTORS:** The applicants for the incorporation become the first Directors of the Corporation and remain in office as established in the *Act*, that is, until they are duly replaced.
- b. **ELECTIONS:** The Board is composed of five (5) to ten (10) Directors, as elected by the Members at the Annual General Meeting of the Corporation, with the following criteria as a guide (Amended July 1990):
 - i. Every Member may nominate one (1) individual for election to the Board.
 - ii. The Board is composed of five (5) to ten (10) Directors.
 - iii. Elections shall result in no Member having more than one (1) Director sitting on the Board (Amended July 1990).
 - iv. Elections to the Board shall result in representation from at least four (4) of the six (6) regions of Canada, as follows: the Pacific (British Columbia); the North (Northwest and Yukon Territories, and Nunavut); the Prairies (Alberta, Manitoba and Saskatchewan); Ontario; Quebec; and the Atlantic (New Brunswick, Newfoundland, Nova Scotia, and Prince Edward Island). Elections that do not satisfy these requirements shall be declared null and void.
 - v. In order to further represent the diversity of Membership in the Corporation, that not less than one (1) Director be selected as an Indigenous Representative from the First Nations, Métis and Inuit peoples of Canada (Amended July 1994, June 2006, June 2009).
 - vi. Every Member shall cast one (1) vote for each vacant seat on the Board.
 - vii. Nominees gaining the most votes are declared elected.
 - viii. The Membership shall elect no less than fifty percent (50%) women to the Board. Elections must satisfy this requirement or be declared null and void (Amended July 1990, July 1991).
 - ix. In the event that fewer or equal candidates are running for open positions on the Board of Directors, the regular Members may vote yes or no. In an occasion of an affirmed no vote by the majority of votes, regular Members may reopen nominations. In the event that no candidate shall run, the vacant position shall remain empty until the Annual General Meeting.
 - x. Provisions regulating the election of Board Members contained in Sub-sections (i) and (ii) may be waived in order to fulfill Sub-section (iii) with regard to the election of the Indigenous Representative Director (Amended June 2000).
 - xi. Nominees must be affiliated with a Member station of the Corporation, as affirmed by an authorized representative of the station, including a Board or staff member (Amended June 2006).

- c. **COMMITTEES:** The Board may from time to time appoint any committee, including but not restricted to an advisory committee, 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.

1.18 TERM OF OFFICE

Directors are elected to hold office until the second Annual Meeting after his or her election.

1.19 VACANCY

The office of Director is automatically vacated:

- a. If a Director resigns from office by delivering a written resignation to the Secretary of the Corporation; or
- b. If a Director is removed from office by a resolution passed by two-thirds (66%) of the Members present at a Special General Meeting called for that purpose; or
- c. If a Director dies; or
- d. If a Director is removed from office by a resolution passed by two thirds (66%) of the Directors, at a meeting of the Board called for that purpose (Amended July 1991, June 1996).

1.20 REPLACEMENT AND BY-ELECTION

- a. At a By-election, the Members may fill a vacancy in the Board by a majority of votes cast.
- b. Directors elected in a By-Election will serve until the second Annual General Meeting following their election. The By-election must be in accordance with the guidelines outlined in Section 1.18.
- c. The By-election shall be held electronically with the following guidelines:
 - i. In the case of a vacancy arising on the Board, the Secretary of the Corporation shall, within seven (7) days of the vacancy, announce the vacancy and call for a By-election. The announcement shall give instructions and a form for interested candidates to fill out.
 - ii. In the case of a vacancy arising because an open Board seat remains at the conclusion of the Annual General Meeting, the Secretary shall announce the vacancy and call for a By-election within fourteen (14) days.

- iii. Candidates shall have twenty (20) days from the day of the announcement to express in writing their interest in running for the Board. The candidates shall express this intention by sending the form back to the Secretary within the deadline.
- iv. Within three (3) days of the nomination period closing, the Secretary shall send to all the current voting members a package with the forms of all the candidates and voting instructions. Votes must be sent to the Secretary according to the instructions provided within seven (7) days.
- v. In the event that the Secretary does not receive nominations by the close of the nomination period, the Secretary will notify members that the by-election is terminated. The Secretary will then announce a new by-election thirty (30) days later. If the Secretary does not receive nominations at the close of the nomination period in the second By-election, the seat will remain vacant until the following Annual General Meeting or Special General Meeting.
- d. At a Special General Meeting of the Corporation, the Members may fill a vacancy for the remainder of a director's or member's term of office by a majority of votes cast at that Meeting.
- e. If, at the conclusion of a by-election, no candidate is elected, the Board of Directors may fill the vacancy by appointing a person to the Board for the remainder of the term, as per all bylaw requirements.(Amended August 2021)

1.21 DUTIES, DOCUMENTS, AND POWERS

a. DUTIES

- i. The Board manages the property and business of the Corporation.
- ii. The Board exercises the authority of and on behalf of the Corporation on all matters, subject to the *Act*, to these By-laws, and to decisions (all By-laws, policies, and other matters) made at any kind of General Meeting.
- iii. The Board meets at least once preceding the Annual General Meeting.
- b. **DOCUMENTS:** Any Member of the Board, in that capacity, may have access to every document of the Corporation.

c. POWERS

- i. Between General Meetings, the Board interprets all By-laws, motions, and resolutions taken by Members.
- ii. The Board may call a General Meeting of the Corporation, as provided for in Sections 1.15 and 1.16.

- iii. The Directors may adopt By-laws that are not contrary to the Law, the *Act*, or the Statutes of the Corporation and may revoke, modify or reinstate any By-law of the Corporation not embodied in the Letters patent, provided that Members' approval has been obtained and that repeal or amendment of such By-laws not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.
- iv. The Board may fill any casual vacancy in the position of Auditor, but, while that vacancy continues, the surviving or continuing Auditor, if any, may act.
- v. The General Meeting of the Corporation is held on the day and at the place determined by the Board.

1.22 REGULAR MEETINGS OF THE BOARD

a. NOTICES

- i. Meetings of the Board may be called by the chairperson of the Board or two-fifths (40 percent) of the Directors at any time.
- ii. Notice of the time and place of a meeting of the Board shall be given to each Director by the following means: by prepaid mail, telephone, electronic mail or facsimile. Notice of a meeting of the Board may be waived by the Directors entitled to vote at such meeting if all Directors waive the requirement for notice. Notices of meetings must be sent to each Director at least one (1) week before regular meetings of the Board.
- iii. No error or transmission in giving notice of any meeting of the Board invalidates that meeting or makes void any proceedings taken at that meeting, if the time and place was known or could reasonably have been known by all the Directors.
- iv. Any Director may, at any time, waive notice of that meeting and may ratify, approve and confirm any or all proceedings taken at that meeting.

b. **REGULAR MEETINGS OF THE BOARD:** The Board sets its schedule of regular meetings, as to both time and place.

c. SPECIAL MEETINGS OF THE BOARD

- i. The President may call a Special Meeting of the Board.
- ii. The President shall call a Special Meeting of the Board on the written request of not less than 50% of the members of the Board. The Board must hold that Special Meeting no later than two (2) weeks after receipt of that written request, and shall limit the agenda to the matters indicated in the request. If the President fails to call a Special Meeting of the Board within two (2) weeks of receipt of the written request described herein, the

Directors requesting such Meeting may call the Special Meeting of the Board.

- d. **PROCEDURE:** Unless otherwise stipulated in the present Section, Section 1.14 applies with those modifications, as the circumstances require.
- e. **QUORUM:** A quorum at a meeting of the Board shall be two-fifths (2/5) of the Board's members.
- f. **PROXY:** No member of the Board of Directors shall be represented by proxy at any meeting of the Board.
- g. **ADJOURNMENT:** Any meeting of the Corporation of the may be adjourned to any time and from time to time by a quorum of the Directors. Any business may be transacted at that adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- h. **REMUNERATION:** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

1.23 CONFLICT OF INTEREST

It shall be the duty of any Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement with the Corporation to declare such interest and to refrain from voting in respect of the contract or arrangement proposed contract or arrangement if and when prohibited by the By-laws (Amended June 2000).

1.24 PRESIDENT AND CHAIRPERSON

The President of the Corporation shall also act as Chairperson of the Board of Directors of the Corporation.

1.25 OFFICERS

- a. **OFFICERS:** The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and any such other Officers as the Board may determine. Any two offices may be held by the same person.
- b. **SELECTION:** The President shall be elected at the Annual Meeting of the Members. Officers other than the President of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board, following each Annual Meeting of the Members.

- c. **TERM:** The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.
- d. **ELIGIBILITY:** All Officers shall be Directors of the Corporation and they shall cease to be Officers if they cease to be Directors or if they are removed by a majority of the Board of Directors.

1.26 DUTIES OF OFFICERS

- a. **PRESIDENT:** The President shall be the Chief Executive Officer of the Corporation. She or he shall preside at all meetings of the Corporation and of the Board of Directors. He or she shall have the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the Board are carried into effect.
- b. **VICE-PRESIDENT:** The Vice-President shall, in the absence or disability of the President, 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 or her by the Board of Directors.
- c. **TREASURER:** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall oversee the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation 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. He or she shall disburse the funds of the Corporation 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 Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors. The Treasurer must in executing his or her duties follow the Financial Policy of the Corporation, which is documented separately and which may be amended from time to time by the Board of Directors of the Corporation or the Members (Amended June 2000).
- d. **SECRETARY:** The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be

kept for that purpose. He or she shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he or she shall be.

- e. **OTHER OFFICERS:** The duties of all other Officers of the corporation shall be such as the terms of their engagement call for or the Board requires of them.

1.27 REMUNERATION OF OFFICERS

The remuneration of all Officers, Agents, and Employees of the corporation shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next Meeting of Members, or in the absence of such confirmation by Members, then the remuneration to such Officers, Agents or Employees shall cease to be payable from the date of such Meeting of Members.

1.28 FINANCIAL YEAR

The financial year-end of the Corporation shall be the thirty-first (31st) day of March in each year.

BY-LAW 2: AUTHORIZATION FOR DIRECTORS TO BORROW AND GIVE SECURITY

2.01 EXECUTION OF DOCUMENTS

- a. Unless the Board of Directors indicates otherwise, contracts, documents, or any other instrument in writing requiring the signature of the Corporation, must be signed by the President or other individuals duly authorized by the Board. All contracts, documents and instruments in writing, so signed, are binding upon the Corporation without any further authorization or formality.
- b. The Directors may, from time to time, by resolution, appoint an Officer or Officers on behalf of the Corporation, to sign specific contracts, documents, and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

2.02 BANKING AND SECURITY

- a. The Board of Directors appoints the Banker of the Corporation.

- b. The President or the Vice-President or the Secretary of the Corporation, or any one of them, or any one of the persons mentioned in Sub-section (c), or any one of any persons from time to time designated in writing by the President, Vice-President or Secretary of the Corporation, shall be authorized on behalf of the Corporation from time to time:
 - i. To deposit with or negotiate to the bank, but only for the credit of the Corporation, all or any cheques, promissory notes, bills of exchange, orders for the payment of money and other paper negotiable, or otherwise, interest or dividend coupons and warrants, securities maturing or called for redemption and the proceeds of any of them, and for such purpose to make, draw, endorse, sign, execute, and deliver all or any of the foregoing or deliver all or any thereof to the bank, endorsed with the name of the Corporation impressed thereupon by rubber stamp or otherwise.
 - ii. To receive all paid cheques and vouchers and sign and deliver to the Bank, the Bank's form of settlement of balances and releases, and to arrange, settle, balance, and certify all books and accounts between the Corporation and the Bank, and to receive all securities attached to drafts drawn on the Corporation to be delivered upon the payment of the drafts and all commercial and other paper, and to sign and deliver to the bank, receipts for all or any of the foregoing.
- c. Unless the Board indicates otherwise, any two of the President, Vice President, or Secretary of the Corporation, through joint-action, shall be authorized on behalf of the Corporation from time to time:
 - i. To make, accept, endorse, sign and execute, under the corporate seal or otherwise, cheques, promissory notes, bills of exchange, orders for the payment of money and other instruments, whether negotiable or not, contracts for letters of credit and forward exchange, and agreements obligating the Corporation to the Bank in respect of obligations or liabilities incurred or to be incurred by the Bank for the account or benefit of the Corporation.
 - ii. To borrow money from the bank upon the credit of the Corporation, in such amounts and on such terms as may be deemed expedient, by obtaining loans or advances or by way of overdraft or otherwise.
 - iii. To mortgage, hypothecate, charge or pledge, or give security under the *Bank Act* or otherwise, upon all or any of the property, real and personal immovable and moveable, undertaking and rights of the Corporation, present and future, to secure all or any money borrowed or to be borrowed from the Bank, or obligations or liabilities of the Corporation, present and

future, to the Bank, the nature and form of any such security and the rights, powers and authorities exercisable by the Bank or any person or persons thereunder or in respect thereof to be satisfactory to the Bank.

2.03 BORROWING

- a. The Board of Directors of the Corporation is hereby authorized from time to time:
 - i. To borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise.
 - ii. To issue debentures or other securities of the Corporation.
 - iii. To pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient.
 - iv. To mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon all or any of the property, real and personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure any debentures or other securities of the Corporation present and future, or any money borrowed or to be borrowed or any obligation or liability of the Corporation, present or future.
 - v. To delegate to such Officer(s) or Director(s) of the Corporation that the Board may designate, all or any of the forgoing powers, to such extent and in such manner as the Board may approve.
- b. The Board may cause money to be borrowed upon the credit of the Corporation at its discretion, but to a maximum of twenty-five thousand dollars (\$25,000), based on the real value of the dollar in July 1986.
- c. The Seal of the Corporation, when required, may be affixed to the contracts, documents and instruments in writing, signed as aforesaid, or by any Officer(s) appointed by resolution of the Board.
- d. The Corporation's fiscal year runs from April 1 to March 31 of the following year, or as the Board may determine.
- e. The auditor's report must be made available to all Members each year, prior to the date fixed for the Annual General Meeting.
- f. The Board must ensure that proper accounting records are kept of all financial and other transactions of the Corporation.
- g. All monies properly received by the Corporation must be assigned to the credit of the Corporation. All cheques, money orders or other instruments to be paid to the Corporation, must be made payable to the Corporation and not to any Member or Employee of the Corporation.

- h. Funds required for current, continuing or frequent expenditures, must be maintained in a chartered bank account or in other types of accounts as directed by the Board. All funds in these accounts must be guaranteed by the appropriate government agency.
- i. Funds not required for current or continuing expenditures, may be invested in securities according to governing statutes for non-profit organizations, or in accordance with Section 2.03(h) or at the discretion of the Board.
- j. Members and Employees concerned with the control and administration of funds, or having responsibility for equipment or supplies, shall be bonded in amounts determined by the Board.
- k. The annual budget must include a preamble, describing the revenues, expenditures, and activities of the Corporation for the previous fiscal year and for the current fiscal year in which the Annual General Meeting is held.
- l. The Annual General Meeting stipulates the amounts that may be expended during the ensuing fiscal year by the Corporation.

By-laws adopted: AGM July 1986 (Edmonton)

Amendments:

AGM July 1988 (Halifax)

AGM July 1990 (Calgary)

AGM July 1991 (Montreal)

AGM July 1993 (Sudbury)

AGM July 1994 (Fredericton)

AGM June 1996 (Hamilton)

AGM June 1999 (Halifax)

AGM June 2000 (Winnipeg)

AGM June 2001 (Ottawa)

AGM June 2002 (Saint John)

AGM June 2003 (Winnipeg)

AGM June 2004 (Edmonton)

AGM June 2006 (Ottawa)

AGM June 2008 (Windsor)

AGM June 2010 (Gabriola)

AGM June 2013 (Winnipeg)

AGM June 2015 (Saint John)

AGM June 2016 (Ottawa)

AGM June 2018 (Fredericton)

AGM August 2021 (Online)

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