

**A by-law relating generally to the conduct
of the affairs of**

**COUNCIL OF PRAIRIE AND PACIFIC UNIVERSITY LIBRARIES
(the “Corporation”)**

October, 2013

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COUNCIL OF PRAIRIE AND PACIFIC UNIVERSITY LIBRARIES

(the “**Corporation**”)

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

**ARTICLE I
INTERPRETATION**

1.1 Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless defined elsewhere or the context otherwise requires:

“**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 therefor, as amended from time to time;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Board**” means the board of directors of the Corporation;

“**business day**” means any day other than a Saturday, a Sunday or a statutory holiday in any of the provinces of Western Canada;

“**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**director**” means a member of the Board;

“**meeting of Members**” includes an annual meeting of Members and a special meeting of Members;

“**Member**” means a member in good standing of the Corporation;

“**ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution or a resolution consented to in writing by all the Members entitled to vote on that resolution;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members;

“**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution or a resolution consented to in writing by all the Members entitled to vote on that resolution; and

“**Western Canada**” means the Provinces of British Columbia, Alberta, Saskatchewan and Manitoba.

1.2 Interpretation. In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, including the term “soliciting corporation”, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture, a society or an unincorporated association or organization, as the case may be;
- (d) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of any terms or provisions;
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include an e-mail address. It is the intent of the Corporation to use electronic communication whenever possible; and
- (f) the word “including” will be deemed to be followed by the words “without limitation” or “but not limited to” even if those words are not expressly set out.

ARTICLE II GENERAL

2.1 Registered Office. Until changed in accordance with the Act, the province in Western Canada in which the registered office of the Corporation shall be situated is that province specified in the Articles.

2.2 Corporate Seal. The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation shall be the custodian of the corporate seal.

2.3 Fiscal Year. The fiscal year of the Corporation shall end on March 31 of each year or as otherwise set by the Board from time to time.

2.4 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by any two of its officers or directors or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 Banking. The banking business of the Corporation shall be transacted at the 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.

2.6 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.

ARTICLE III MEMBERS

3.1 Entitlement. Membership in the Corporation shall be available only to organizations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in any other manner as may be determined by the Board from time to time.

3.2 Membership Conditions. Subject to the Articles, there shall be one class of Members in the Corporation. The following conditions of membership shall apply:

- (a) Each Member shall be the library of a University located in Manitoba, Saskatchewan, Alberta or British Columbia having the following criteria:
 - (i) The Member supports the Corporation's vision and strategic plan;
 - (ii) The university of which the Member is a part is a degree-granting member of the Association of Universities and Colleges of Canada (AUCC);
 - (iii) The Member actively participates in cooperative projects, meetings of the Members, committees, task groups and other activities that may be identified from time to time; and
 - (iv) The Member continues to pay the annual membership fee.
- (b) As set out in the Articles, each Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each Member shall be entitled to one vote at all meetings.
- (c) Each Member shall be entitled to nominate one representative for election to the Board. The representative to be nominated shall normally, but need not be, the Chief Librarian of a Member but in any event shall be an individual who is involved in the administration of a Member library.
- (d) The term of membership of a Member shall be one year and will be renewed automatically with the payment of the annual membership fee by the Member.

3.3 Transferability of Membership. A membership may only be transferred to the Corporation.

3.4 Termination of Membership. The membership of a Member will terminate for any of the following reasons:

- (a) the Member resigns or, in the case of a corporation or other entity or organization, is dissolved or otherwise ceases to exist;
- (b) the Member fails to maintain any qualification for membership as set out in Section 3.2(a);
- (c) the Member is expelled in accordance with Section 3.6;
- (d) the Member's term of membership expires; or
- (e) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the terminated Member, including any rights in the property of the Corporation, automatically cease to exist. No membership fee paid prior to the effective date of termination will be returned to a terminated Member upon termination and the terminated Member shall remain liable for and shall pay any assessed membership fee which had become payable prior to the effective date of termination of that Member's membership.

3.5 Resignation. Any Member may resign as a Member by delivering a written resignation to the Corporation, in which case the resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

3.6 Expulsion of Members. The Members may, by Special Resolution passed at a special meeting of Members, expel a Member if that Member carries out any conduct which, in the sole discretion of the requisite majority of the Members, is considered to be detrimental to the Corporation, provided that the Member shall be given the opportunity to be heard at the meeting and to be represented by counsel at that Member's expense.

3.7 Membership Fees. The Board may require Members to make an annual contribution or pay annual fees and may determine from time to time the amount and the manner in which the contribution is to be made or the fees are to be paid. Members shall be notified in writing of the membership contribution or fees at any time payable by them and, if any are not paid within 60 days following the date of notification, the Members in default shall automatically cease to be Members of the Corporation.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Place of Meetings. Meetings of the Members may be held at any place within Western Canada as may be determined by the Board from time to time.

4.2 Annual Meetings. The Board shall call an annual meeting no later than eighteen months after the Corporation came into existence and subsequently, not later than fifteen months after the last preceding annual meeting but in any event not later than six months after the end of the Corporation's preceding financial year. The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and the reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing directors;
- (c) appointing a public accountant, if required by the Act; and
- (d) transacting all other business as may properly be brought before the meeting or that is required by the Act.

4.3 Special Meetings. The Board may at any time and from time to time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting of Members on receipt of a written requisition of Members carrying not less than five per cent of the voting rights. If the Board does not call a meeting within twenty-one days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.4 Notice of Meetings. Notice of the time and place of a meeting of Members shall be sent:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);

- (b) to each director; and
- (c) to the public accountant of the Corporation.

A notice shall be provided at least twenty-one days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XI of this By-Law and shall, subject to the Act, include any proposal submitted to the Corporation. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Members to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.5 Waiving Notice. A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any person at a meeting of Members is a waiver of notice of that meeting, except where that person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.6 Persons Entitled to be Present. 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 Corporation. Any other person may be admitted to the meeting only on the invitation of the Chair or with the consent of the meeting.

4.7 Chair of the Meeting. In the event that the Chair and the Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.8 Quorum. A quorum at any meeting of the Members (unless a greater number of Members is required to be present by the Act) shall be not less than three-quarters of the Members at that time. 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. For the purposes of determining if a quorum is present, a Member may be present in person through its Authorized Representative, or by a proxyholder or, if authorized under Section 4.10, by telephonic and/or other electronic means.

4.9 Participation at Meetings by Telephone or Electronic Means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available a communication facility or the person in question has access to a communication facility. A person participating in the meeting by using telephonic, electronic or other communications means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any these means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.

4.10 Member Meeting Held by Electronic Means. If a meeting of the Members is called, the Board may determine by a simple majority that the meeting will be held entirely or partly by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. For greater certainty, there is no obligation on the Corporation to provide or to assist any Member in purchasing or otherwise obtaining any telephonic, electronic or other communication facility for this or any other purpose. In addition, if the meeting is to be held using a video conference facility, and at least two of the participants have a video conferencing facility, the meeting will be validly held if all participants are able to hear the audio portion of the meeting notwithstanding that not all participants have a video conferencing facility.

4.11 Adjournment. The Chair may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of that adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling that meeting.

4.12 Authorized Representative of a Member. Any body corporate, organization or association that is a Member of the Corporation may, by a resolution of the directors or governing body of the body corporate, organization or association (a certified copy of which shall be deposited with the Corporation at or prior to the first meeting at which it is to be used), appoint an individual (the “**Authorized Representative**”) to represent that Member at meetings of Members of the Corporation. The Authorized Representative to be appointed shall normally be the Chief Librarian of the Member. The Authorized Representative may exercise, on behalf of the Member that he or she represents, all the powers that the Member could exercise including, without limitation, the appointment of a proxyholder. The appointment of an individual as an Authorized Representative remains in effect until revoked or another individual is appointed by that Member.

4.13 Absentee Voting. In addition to the Authorized Representative of a Member voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
- (b) by appointing a proxyholder, who must be a Member of the Corporation, as the Member’s nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment and only if deposited with the Corporation or at any other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote or must be deposited with the chair of the meeting, or with a person designated by the chair of the meeting, prior to the commencement of the meeting;
 - (ii) a proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands and a vote or votes made in accordance with a deposited proxy or proxies are valid and shall be counted;
 - (iii) A vote given in accordance with the terms of a proxy is valid notwithstanding the previous dissolution, bankruptcy, disqualification or incapacity of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided that prior to the meeting no notice in writing of the dissolution, bankruptcy, disqualification or incapacity of the Member has been received by the Corporation or by the chair of the meeting or of the adjourned meeting at which the vote was given;

- (iv) a proxy will be revoked if the Authorized Representative of the Member giving the proxy attends the meeting in person, otherwise a proxy may be revoked by an instrument in writing, executed by the Member, that is received by the Corporation at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used or deposited with the chair of the meeting, or with a person designated by the chair of the meeting, prior to the commencement of the meeting; and
- (v) the form of a proxy shall be provided by the Corporation and if a form of proxy is otherwise created it shall comply with the Act.

4.14 Votes to Govern. Other than as otherwise required by the Act or this By-law, all motions proposed for consideration of the Members shall be determined by ordinary resolution of the Members. In case of an equality of votes, the Chair shall not have a second or casting vote.

4.15 Show of Hands. Except where a ballot is demanded, voting on any motion 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 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.

4.16 Ballots. For any motion proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in the manner as the chair directs and the decision of the Members on the motion shall be determined by the result of the ballot.

4.17 Resolution in Lieu of Meeting. Except where a written statement is submitted to the Corporation by a director or by a public accountant:

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

A copy of every resolution shall be kept with the minutes of meetings of Members.

4.18 Annual Financial Statements. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents 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.

ARTICLE V DIRECTORS

5.1 Powers. The Board shall manage or supervise the management of all activities and affairs of the Corporation.

5.2 Number. Until changed in accordance with the Act, the Board shall consist of that number of directors specified in the Articles. If the Articles specify a minimum and a maximum number of directors, the Board shall be composed of the fixed number of directors as determined from time to time

by the Members by ordinary resolution. No decrease in the number of directors shall shorten the term of an incumbent director.

5.3 Qualifications. All directors on the Board of the Corporation must meet the qualifications set out in the Act and each must be a representative of a Member. A director shall normally, but need not be, the Chief Librarian of a Member but in any event shall be an individual who is involved in the administration of a Member library.

5.4 Election and Term. The Members shall elect by ordinary resolution, at each annual meeting at which an election of directors is required, that number of directors as may be required at that time to make up the Board. Not all directors elected at a meeting of Members need to hold office for the same term. Two directors on the Board, who will also hold the office of Chair and Vice-Chair, shall hold office for a term expiring not later than the close of the second annual meeting of Members following their election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of Members following his or her election, but, if qualified, is eligible for re-election. If directors are not elected at a meeting of Members, the incumbent directors continue in office until their successors are elected.

5.5 Consent. A director who is elected or appointed must consent to hold office as a director of the Corporation in accordance with the Act.

5.6 Vacation of Office. A director ceases to hold office when he or she dies, resigns, is removed from office by the Members, becomes disqualified to serve as director or if he or she:

- (a) represents a Member whose membership in the Corporation has terminated in accordance with Section 3.4; or
- (b) is no longer employed by or holds an appropriate position with a Member and the Member has so advised the Corporation.

5.7 Resignation. A director may resign from office by giving a written resignation to the Corporation and his or her resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.8 Removal. The Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which that vacancy may be filled by the Board.

5.9 Vacancies. Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the Members.

5.10 Remuneration and Expenses. The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as director. Any director or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their capacity as a director or employee. In addition, a director may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a director.

5.11 Borrowing Powers. The Board of the Corporation may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

ARTICLE VI COMMITTEES

6.1 Delegation. The Board may appoint from their number a managing director or a committee of directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board except those prohibited by the Act. Unless otherwise determined by the Board, every committee of directors has the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedures.

6.2 Other Committees. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate and, subject to the Act, with those powers as the Board considers appropriate. Each committee may formulate its own rules of procedure, subject to the directions the Board may from time to time provide. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also directors of the Corporation.

ARTICLE VII MEETINGS OF DIRECTORS

7.1 Place of Meetings. Meetings of the Board may be held at any place within Western Canada or any other Province of Canada, as the Board may determine from time to time.

7.2 Calling of Meetings. Meetings of the Board may be called by the Chair, the Vice-Chair, or any two directors at any time.

7.3 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 Article XI of this By-Law to every director of the Corporation not less than seven 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 that meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Every notice of meeting must specify the purpose or the business to be transacted at the meeting.

7.4 First Meeting of New Board. Provided that a quorum of directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which that Board is elected.

7.5 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 regular meetings of the Board shall be sent to each director immediately after being passed, but no other notice shall be required for any regular meeting except if the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.6 Quorum. A majority of the number of directors at the time constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if

authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting of the Board.

7.7 Resolutions in Writing. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors. A copy of each resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

7.8 Participation at Meeting by Telephone or Electronic Means. A director may, if all directors are in agreement and have provided their consent, participate in a meeting of directors or of a committee of directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by that means shall be deemed for the purposes of the Act to have been present at that meeting.

7.9 Director Meeting Held by Electronic Means. If a meeting of the Board is called, the Board may determine by a simple majority that the meeting will be held entirely or partly by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. For greater certainty, there is no obligation on the Corporation to provide or to assist any director in purchasing or otherwise obtaining any telephonic, electronic or other communication facility for this or any other purpose. In addition, if the meeting is to be held using a video conference facility, and at least two of the participants have a video conferencing facility, the meeting will be validly held if all participants are able to hear the audio portion of the meeting notwithstanding that not all participants have a video conferencing facility.

7.10 Chair of the Meeting. In the event that the Chair and the Vice-Chair are absent, the directors who are present shall choose one of their number to chair the meeting.

7.11 Votes to Govern. At all meetings of the Board, every motion shall be decided by a majority of the votes cast on the motion. Each director shall have one vote. In case of an equality of votes, the Chair shall not have a second or casting vote. Directors may not appoint an individual to attend meetings in their stead and no individual shall act for an absent director at a meeting of directors.

ARTICLE VIII OFFICERS

8.1 Appointment. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and delegate to those officers the power to manage the affairs of the Corporation, subject to the directions that the Board may provide from time to time. A director may be appointed to any office of the Corporation. 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.

ARTICLE IX DESCRIPTION OF OFFICES

9.1 Description of Offices. Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board** – The Chair of the Board, if one is appointed, shall be a director. The Chair, if any, shall, when present, preside as chair at all meetings of the Board and of the Members. The Chair shall have all other duties and powers as the Board may specify from time to time. The term of office of the Chair shall be two years.
- (b) **Vice-Chair of the Board** – The Vice-Chair of the Board, if one is appointed, shall be a director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall,

when present, preside as chair at all meetings of the Board and of the Members and shall have all other duties and powers as the Board may specify from time to time. The term of office of the Vice-Chair shall be two years. Once the term of office of the Vice-Chair has concluded, the Vice-Chair shall automatically become the Chair, provided that the individual accepts that position and that the individual continues to meet the qualifications set out in this By-Law.

- (c) **Executive Director** – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (d) **Secretary/Treasurer** - If appointed, the Secretary/Treasurer shall:
 - (i) attend and be the secretary of all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at those meetings. The Secretary/Treasurer shall also give, or cause to be given, as and when instructed, notices to Members, directors, the public accountant and Members of committees and shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and
 - (ii) cause true accounts to be kept all money received and expended by the Corporation and the matter in respect of which all receipts and expenditures take place, of all sales and purchase of property by the Corporation and of the assets and liabilities of the Corporation. At any meeting of the Board, or whenever the Board may require it, the Secretary/Treasurer shall render to the Board an accounting of all the transactions and a statement of the financial position of the Corporation.

The Board may, if it wishes, appoint one individual as Secretary who will have the duties and powers in (i) above and another individual as Treasurer who will have the duties and powers in (ii) above.

The powers and duties of all other officers of the Corporation shall be those that the terms of their engagement call for or that the Board or Executive Director requires of them from time to time. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

9.2 Vacancy in Office. Subject to the terms of any written agreement, the Board may remove at any time, whether for cause or without cause, any officer of the Corporation by a two-thirds majority of the votes cast by the Board. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor is appointed;
- (b) the officer's resignation;
- (c) the officer ceases to be a director (if that was a qualification of appointment); or
- (d) the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill the vacancy.

9.3 Remuneration and Expenses. With the exception of the Executive Director, the officers of the Corporation shall serve without remuneration and no officer shall directly or indirectly receive any profit from their position as an officer. Any officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their capacity as an officer or employee. In addition, an officer may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as an officer.

ARTICLE X PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 Standard of Care. Every director and officer of the Corporation, in exercising his or her powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, the Articles and this By-Law.

10.2 Conflict of Interest. Any director or officer of the Corporation who:

- (a) is a party to a material contract or material transaction, whether made or proposed, with the Corporation, or
- (b) is a director or officer or an individual acting in a similar capacity, of a party to a material contract or material transaction, whether made or proposed, with the Corporation; or
- (c) has a material interest in a party to a material contract or material transaction, whether made or proposed, with the Corporation,

shall, in accordance with the Act, disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of the director's or officer's interest in the actual or proposed material contract or material transaction with the Corporation.

10.3 Limitation of Liability. Provided that the standard of care required of the director or officer under the Act and this By-Law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of that person's duties of office, unless they are occasioned by the director's or officer's own wilful neglect or default or otherwise result from that director's or officer's failure to act in accordance with the Act or its regulations.

10.4 Indemnification of Directors and Officers. The Corporation shall indemnify a director, an officer of the Corporation, a former director or former officer of the Corporation, or any other individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including all amounts paid to settle an action or satisfy a judgment, reasonably incurred by that individual in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the individual 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, the individual had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify that individual in all other matters, actions, proceedings and circumstances that are permitted by the Act or the law. Nothing in this By-Law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

10.5 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any individual entitled to be indemnified by the Corporation pursuant to Section 10.4 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

10.6 Advances. With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the director or officer or other individual the funds reasonably necessary for the defence of any claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of any claims, actions, suits or proceedings and requesting that advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of the Act.

ARTICLE XI NOTICES

11.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given to a Member, director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, facsimile or by an electronic or other communication facility. 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 that 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.

11.2 Date Notice Deemed Received. If a notice is sent by mail, postage prepaid, to the recorded address of any Member, director, officer, public accountant or member of a committee of the Board, that notice is deemed to have been received on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. If a notice is sent by fax, e-mail or any other manner of transmitting visually recorded messages, that notice is deemed to have been received on the next business day following the date on which it is sent.

11.3 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 person where the Corporation has provided notice in accordance with this 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.

11.4 Waiver of Notice. Any person entitled to notice may waive or abridge the time for any notice required to be given to that person, and any waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of that notice, as the case may be. Any waiver or abridgement shall be in writing.

**ARTICLE XII
BY-LAW AND EFFECTIVE DATE**

12.1 By-Law and Effective Date. Subject to the Articles, and unless otherwise required by the Act, the Board may by resolution, at any time and from time to time, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If this 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 amendment that requires a Special Resolution because those By-Law amendments are only effective when confirmed by Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. That repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any By-Law prior to its repeal. All directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

EFFECTIVE this 11th day of October, 2013.

Signed: J.Bengtson

Chair

CONFIRMED by the Members this 27th day of September, 2013.