

**BY-LAW NO. 1**

A By-law relating generally to the  
transaction of the activities and affairs of

**The Society for Teaching and Learning in Higher Education**  
**la Société pour l'avancement de la pédagogie dans l'enseignement supérieur**

**(the "Society")**

# TABLE OF CONTENTS

	Page
ARTICLE 1 DEFINITIONS AND INTERPRETATION .....	1
1.1    Definitions.....	1
1.2    Interpretation.....	2
ARTICLE 2 BUSINESS OF THE SOCIETY .....	2
2.1    Corporate Seal.....	2
2.2    Registered Office .....	2
2.3    Books and Records .....	2
2.4    Financial Year.....	3
2.5    Execution of Documents.....	3
2.6    Operating Policies.....	3
ARTICLE 3 BOARD OF DIRECTORS .....	3
3.1    Powers of the Board.....	3
3.2    Size of Board.....	4
3.3    Term of Directors.....	4
3.4    Removal of Directors.....	4
3.5    Vacancies .....	4
ARTICLE 4 MEETINGS OF DIRECTORS .....	5
4.1    Meetings of the Board.....	5
4.2    Place of Meetings.....	5
4.3    Meeting by Electronic Means, etc. ....	5
4.4    Calling of Meetings.....	5
4.5    Quorum .....	6
4.6    Votes to Govern .....	6
4.7    Remuneration and Expenses .....	6
4.8    Regular Meetings .....	6
4.9    Resolutions in Writing .....	6
4.10   Minutes .....	6
ARTICLE 5 COMMITTEES.....	7
5.1    Committees of the Board .....	7
5.2    Advisory Bodies.....	7
5.3    Procedure .....	7

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
ARTICLE 6 AFFILIATED GROUPS .....	7
6.1    Affiliated Groups .....	7
6.2    Categories of Affiliated Groups.....	7
6.3    Dissolution of Affiliated Groups .....	8
ARTICLE 7 OFFICERS .....	8
7.1    Appointment .....	8
7.2    President.....	8
7.3    President-Elect .....	9
7.4    Vice-President.....	9
7.5    Secretary .....	9
7.6    Treasurer .....	9
7.7    Agents and Attorneys.....	9
7.8    Term of Office .....	9
7.9    Remuneration.....	10
ARTICLE 8 PUBLIC ACCOUNTANT.....	10
8.1    Public Accountant.....	10
ARTICLE 9 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....	11
9.1    Limitation of Liability.....	11
9.2    Advance of Costs .....	11
9.3    Limitation.....	11
9.4    Derivative Actions .....	11
9.5    No Restriction .....	12
9.6    Insurance.....	12
ARTICLE 10 MEMBERSHIP.....	12
10.1    Membership .....	12
10.2    Termination of Membership .....	12
10.3    Discipline of Members.....	13
ARTICLE 11 MEETINGS OF THE MEMBERS .....	13
11.1    Annual Meetings.....	13
11.2    Special Meetings and Requisition Meetings.....	14
11.3    Place of Meetings.....	14
11.4    Meeting by Electronic Means, etc. ....	14
11.5    Notice of Meetings.....	14
11.6    Waiver of Notice.....	15

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
11.7 Annual Financial Statements .....	15
11.8 Quorum .....	15
11.9 Manner of Voting.....	15
11.10 Resolutions in Writing .....	16
ARTICLE 12 AMENDMENT OF BY-LAW.....	16
12.1 Amendments .....	16
12.2 Amendments Requiring a Special Resolution .....	16
ARTICLE 13 DISPUTE RESOLUTION .....	17
13.1 Dispute Resolution Mechanism .....	17
ARTICLE 14 MISCELLANEOUS .....	18
14.1 Method of Giving Notice .....	18

**ARTICLE 1**  
**DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

In the By-laws of the Society, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- (b) “**Affiliate**” or “**Affiliated Group**” have the meanings set out in Section 6.1;
- (c) “**Articles**” has the meaning given to that term in the Act;
- (d) “**Board**” means the board of Directors of the Society;
- (e) “**By-laws**” means this by-law as amended or restated and all other by-laws of the Society in force and effect;
- (f) “**Director**” or “**Directors**” means any one or more persons, respectively, who from time to time have been duly elected by the Members to serve on the Board;
- (g) “**Individual Members**” means those persons who have been admitted as individual members of the Society in accordance with the By-laws;
- (h) “**Institutional Members**” means those persons who have been admitted as institutional members of the Society in accordance with the By-laws;
- (i) “**Member**” means any one of the Individual Members or Institutional Members;
- (j) “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been appointed as officers of the Society in accordance with the By-laws;
- (k) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (l) “**Operating Policies**” means the operating policies approved by the Board in accordance with Section 2.6;
- (m) “**President**” means the president of the Society;
- (n) “**President-Elect**” means the president-elect of the Society;
- (o) “**Secretary**” means the secretary of the Society;
- (p) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

- (q) “**Treasurer**” means the treasurer of the Society; and
- (r) “**Vice-President**” means the vice-president of the Society.

## **1.2 Interpretation**

- (a) In these By-laws, unless the context otherwise requires:
  - (i) words importing the singular number include the plural and *vice versa* and words importing the masculine gender include the feminine and neuter genders;
  - (ii) the words “includes” or “including” mean includes or including without limitation; and
  - (iii) the word “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- (b) If any of the provisions contained in these By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- (c) If any of the provisions contained in the French version of these By-laws are inconsistent or conflict with any of the provisions contained in the English version of these By-laws, the English version shall prevail.

## **ARTICLE 2 BUSINESS OF THE SOCIETY**

### **2.1 Corporate Seal**

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

### **2.2 Registered Office**

Unless changed in accordance with the Act, the registered office of the Society shall be in the Province of Ontario.

### **2.3 Books and Records**

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

## **2.4 Financial Year**

The Board may, by resolution, fix the financial year end of the Society and may from time to time, by resolution, change the financial year end of the Society.

## **2.5 Execution of Documents**

Contracts, documents or other instruments in writing requiring the signature of the Society, shall be signed by any two (2) Officers or Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Society to sign specific contracts, documents and instruments in writing. The Board may give the Society's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any securities owned by the Society.

## **2.6 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

# **ARTICLE 3 BOARD OF DIRECTORS**

## **3.1 Powers of the Board**

- (a) The Board shall manage or supervise the management of the activities and affairs of the Society in all things. The Board may make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Society is authorized to exercise and do.
- (b) Without limiting the generality of the foregoing, the Board may:
  - (i) borrow money on the credit of the Society;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
  - (iii) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and

- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.

The Board may, by resolution, delegate the powers referred to in this Section 3.1 to a Director, a committee of Directors or an Officer.

### **3.2 Size of Board**

The Board will consist of a minimum of five (5) Directors and maximum of twenty (20) Directors, at least two (2) of whom are not officers or employees of the Society or its affiliates. The number of Directors shall be determined from time to time by resolution of the Board. All Directors shall be Individual Members of the Society.

### **3.3 Term of Directors**

Each Director elected hereunder will have a term of up to three (3) years or until their successor is elected, whichever is later.

### **3.4 Removal of Directors**

- (a) The office of Director shall be automatically vacated:
  - (i) if the Director is less than eighteen (18) years of age;
  - (ii) if the Director is declared incapable by a court in Canada or in another country;
  - (iii) if the Director has the status of a bankrupt;
  - (iv) if the Director resigns his or her office in accordance with Section 3.4(c); or
  - (v) on the Director's death.
- (b) The Members may, by resolution, at a special meeting remove any Director from office for any reason.
- (c) The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Society or at the time specified in the resignation, whichever is later. Notwithstanding the foregoing, a Director will be deemed to have resigned in the event that he or she ceases to be an Individual Member, unless the Board otherwise determines.

### **3.5 Vacancies**

- (a) Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
  - (i) a failure to elect the minimum number of Directors provided for in the Articles; or



- (ii) an increase in the minimum or maximum number of Directors provided for in the Articles.
- (b) Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Section 3.5(a), the Directors then in office will forthwith call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (c) A Director appointed to fill a vacancy will only hold office for the unexpired term of their predecessor.

## **ARTICLE 4 MEETINGS OF DIRECTORS**

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

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Section 14.1 to each Director not less than seven (7) days before the time when the meeting is to be held, but if the President considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephone or electronic means no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

### **4.2 Place of Meetings**

Meetings of the Board may be held at the registered office of the Society or at any other place within Canada, as determined by the Board.

### **4.3 Meeting by Electronic Means, etc.**

If all the Directors consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

### **4.4 Calling of Meetings**

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under Section 4.8, any Officer may, at any time, call a meeting of the Board for the transaction of any business.

#### **4.5 Quorum**

A majority of the number of Directors of the Society in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

#### **4.6 Votes to Govern**

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

#### **4.7 Remuneration and Expenses**

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. Unless otherwise determined by the Board, the Directors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee of the Board.

#### **4.8 Regular Meetings**

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least once per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

#### **4.9 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

#### **4.10 Minutes**

The Board shall see that all minutes of the Society required by the By-laws or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 5 COMMITTEES**

### **5.1 Committees of the Board**

The Board will establish those committees described in its Operating Policies, and may establish other committees on such terms and conditions as the Board deems appropriate. Subject to the Operating Policies, members of committees will hold their offices at the discretion of the Board.

### **5.2 Advisory Bodies**

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Society's Directors or the Members.

### **5.3 Procedure**

Unless otherwise determined by the Board or as set out in the Operating Policies, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

## **ARTICLE 6 AFFILIATED GROUPS**

### **6.1 Affiliated Groups**

Subject to the provisions of this Article 6 and the Operating Policies, the Board may authorize the Members to establish affiliated groups (each, an "**Affiliate**" or an "**Affiliated Group**") from time to time that operate under the supervision and direction of the Board, provided:

- (a) the purposes and activities of the Affiliate do not conflict, as determined by the Board, with the vision, mission, goals, purposes or By-laws of the Society, as amended from time to time;
- (b) the Affiliate is made up of Members;
- (c) the members of the Affiliate cause it to operate in accordance with any relevant Operating Policies; and
- (d) the members of the Affiliate cause it to perform such activities as may be required by the Board from time to time.

### **6.2 Categories of Affiliated Groups**

The Board may establish different categories of Affiliates from time to time. As of the effective date of these By-laws, there are two (2) categories of Affiliates, consisting of:

- (a) **Constituencies** – Constituencies are communities of practice whose mission is to work within the aims and structure of the Society to advance the Society’s purposes. They are responsible for ensuring that their respective initiatives and activities are aligned and consistent with goals and purposes of the Society. Each Constituency shall be entitled to nominate one (1) Director for election to the Board.
- (b) **Special Interest Groups** – Special Interest Groups are groups representing special interests which Members wish to promote. The Member or Members wishing to establish a Special Interest Group must submit an application to the Board setting out the rationale for admitting the group as a Special Interest Group, its purposes, and a petition signed by no fewer than ten (10) Members who are committed maintaining the Special Interest Group’s active, *bona fide* existence. If the Board approves the admission of the group as a Special Interest Group of the Society, official recognition will be issued authorizing the formation of the Special Interest Group.

### **6.3 Dissolution of Affiliated Groups**

The Board may withdraw resources from, recognition of, and cause to be dissolved, any Affiliated Group if, in the view of the Board, it does not demonstrate active progress in the pursuit of its purposes as approved by the Board, fails to comply with the Operating Policies or for any other reason determined by the Board, acting reasonably. Dissolved Affiliates may be reinstated in accordance with the Operating Policies.

## **ARTICLE 7 OFFICERS**

### **7.1 Appointment**

Except as expressly provided herein, the Members have the power to appoint any of the Officers set out in this Article 7. Officers shall be appointed for up to a three (3) year term, except for the President-Elect who shall hold office for a one (1) year term that coincides with the last year in office of the outgoing President. Any two (2) offices, except the President and President-Elect, may be held by the same individual. To the greatest extent possible, Officers shall be Directors of the Society and their term of office shall coincide with their term as Director.

### **7.2 President**

The President shall be chair of the Board and the chief executive officer of the Society, and shall be responsible for implementing the strategic plans and policies of the Society. He/she shall have the general and active management of the affairs of the Society. He/she shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as may be determined by the Board from time to time, including, but not limited to, mentoring the President-Elect during the President’s last year in office.

### **7.3 President-Elect**

The President-Elect shall, during his/her term, which term shall be concurrent with the last year in office of the President, be mentored by the President for the office of President and shall perform such other duties as may be determined by the Board from time to time. At the end of the President-Elect's one (1) year term in office, he/she shall automatically assume the office of President for a three (3) year term, unless the Board determines that the President-Elect should not assume the office of President based upon his or her performance as the President-Elect.

### **7.4 Vice-President**

The Members may appoint a Vice-President who will exercise any powers and perform any duties that the Board may specify. During the absence or disability of the President (if there is no President-Elect), the President's duties will be performed by the Vice-President or by any other Officer who is designated by the Board to exercise those powers. During the absence or disability of the President-Elect, the President-Elect's duties will be performed by the Vice-President or by any other Officer who is designated by the Board to exercise those powers.

### **7.5 Secretary**

The Members may appoint a Secretary who, unless otherwise determined by the Board, will attend and be the secretary of all meetings of the Board, the Members and committees of the Board. The Secretary will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, the Members and committees of the Board, whether or not the Secretary attends those meetings; the Secretary will give or cause to be given, as and when instructed, all notices to the Members, Directors, Officers, the public accountant, members of committees of the Board and any other persons or person designated by the Board; the Secretary will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Society, except when some other Officer has been appointed for that purpose; and the Secretary will have any other powers and duties as the Board may specify.

### **7.6 Treasurer**

The Members may appoint a Treasurer who, unless otherwise determined by the Board, will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Society, and will have any other powers and duties as the Board may specify.

### **7.7 Agents and Attorneys**

The Board will have power to appoint agents or attorneys for the Society in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

### **7.8 Term of Office**

- (a) Each Officer shall hold office until:
  - (i) the Officer's term of appointment expires;
  - (ii) the appointment of a successor;
  - (iii) the Officer's resignation by delivery of a written resignation to the Secretary of the Society;
  - (iv) the Officer's removal by resolution of the Board; or
  - (v) the Officer's death.
- (b) If the office of any Officer of the Society shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term.
- (c) Should any Officer who is a Director be removed from office or should the Board determine that the President-Elect should not assume the office of President, he/she shall be deemed to have submitted his/her resignation as a Director to the Society effective the date of removal as an Officer.

## **7.9 Remuneration**

The Board may determine a reasonable remuneration for all agents, attorneys, Officers and employees of the Society. Unless otherwise determined by the Board, the Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

## **ARTICLE 8 PUBLIC ACCOUNTANT**

### **8.1 Public Accountant**

Subject to the Act, at each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

## **ARTICLE 9 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **9.1 Limitation of Liability**

Subject to the provisions of the Act and to Section 9.4, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society or another individual who acts or acted at the Society's request as a Director or Officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, 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 Society or other entity.

### **9.2 Advance of Costs**

Subject to Section 9.4, the Society shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 9.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 9.3.

### **9.3 Limitation**

The Society may not indemnify an individual under Section 9.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Society, 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 Society'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 their conduct was lawful.

### **9.4 Derivative Actions**

The Society shall, with the approval of a court, indemnify an individual referred to in Section 9.1, or advance moneys under Section 9.2, in respect of an action by or on behalf of the Society or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Society or other entity as described in Section 9.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 9.3.

### **9.5 No Restriction**

The Society will also indemnify the individuals referred to in Section 9.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

### **9.6 Insurance**

The Society shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

## **ARTICLE 10 MEMBERSHIP**

### **10.1 Membership**

- (a) Subject to the Articles, there shall be two (2) classes of Members in the Society consisting of:
  - (i) Individual Members, who shall be entitled to receive notice of and to attend all meetings of the Members of the Society, and each Individual Member shall have one (1) vote at each such meeting except for meetings at which only Members of another class are entitled to vote separately as a class; and
  - (ii) Institutional Members, who, except as provided by the Act, shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Society.
- (b) Membership in the Society shall be available to persons interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the Board or in such other manner as may be determined by the Board.
- (c) The Board shall set the applicable membership dues from time to time, and Members shall be notified in writing of the applicable membership dues at any time payable by them, and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Society unless the Board otherwise determines.

### **10.2 Termination of Membership**

A membership in the Society is terminated when:

- (a) the Member dies, or, in the case of a Member that is a body corporate, the body corporate



is dissolved;

- (b) the Member fails to maintain any qualifications for membership;
- (c) the Member resigns by delivering a written resignation to the Society;
- (d) the Member is expelled or is otherwise terminated in accordance with the Articles or By-laws;
- (e) the Member's term of membership expires; or
- (f) the Society is liquidated or dissolved under the Act.

### **10.3 Discipline of Members**

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

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

If the Board determines that a Member should be expelled or suspended from membership in the Society, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission 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. If no written submission is received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Society. If a written submission is received in accordance with this Section 10.3, the Board shall 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 submission. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **ARTICLE 11 MEETINGS OF THE MEMBERS**

### **11.1 Annual Meetings**

Subject to the Act, the annual meeting of the Members will be held on the date and at the time determined by the Board, but in any case, (i) not more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) not later than six (6) months after the end of the

Society's preceding financial year. At every annual meeting of the Members, in addition to any other business that may be transacted, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant, if any, and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) elect Directors;
- (c) appoint the public accountant; and
- (d) transact any other business that may be properly brought before the Members.

### **11.2 Special Meetings and Requisition Meetings**

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

### **11.3 Place of Meetings**

The annual meeting or any special meeting of the Members shall be held at the registered office of the Society or at any place in Canada as the Board may determine.

### **11.4 Meeting by Electronic Means, etc.**

Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting.

### **11.5 Notice of Meetings**

- (a) Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
  - (i) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - (ii) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on

which the meeting is to be held.

- (b) Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgement on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".
- (c) The President, the President-Elect, the Vice-President, the Treasurer, the Secretary and the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

### **11.6 Waiver of Notice**

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where the Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **11.7 Annual Financial Statements**

The Society 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 Society and that any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **11.8 Quorum**

The holders of five (5%) percent of the votes entitled to vote at a meeting of Members will constitute a quorum at that meeting.

### **11.9 Manner of Voting**

- (a) At all meetings of Members, every question will be determined by Ordinary Resolution, unless otherwise specifically provided by the By-laws or the Act.
- (b) If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Society has made available for the purpose.

### **11.10 Resolutions in Writing**

Subject to the Act, 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 Members. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Member may submit his or her written signature by facsimile, email or other functionally equivalent electronic means of transmission.

## **ARTICLE 12 AMENDMENT OF BY-LAW**

### **12.1 Amendments**

Except for those matters requiring determination by Special Resolution of the Members in accordance with subsection 197(1) of the Act, or, if subsection 199 of the Act applies, by Special Resolution of one or more of the classes of Members, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Society and 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.

### **12.2 Amendments Requiring a Special Resolution**

For illustrative purposes, subsection 197(1) of the Act requires a Special Resolution of the Members to make any amendment to the Articles or the By-laws of the Society to:

- (a) change the Society's name;
- (b) change the province in which the Society's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Society may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;

- (i) increase or decrease the number of or the minimum or maximum number of directors fixed by the Articles;
- (j) change the statement of the purpose of the Society;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Society;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of the Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

## **ARTICLE 13 DISPUTE RESOLUTION**

### **13.1 Dispute Resolution Mechanism**

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

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

law.

- (d) All costs of the mediators appointed in accordance with this Section shall be borne by the parties of the dispute or controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **ARTICLE 14 MISCELLANEOUS**

### **14.1 Method of Giving Notice**

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Society may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Society, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 14.1 to a Member or Director of the Society is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.
- (b) The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.