

BY-LAW NO. 1

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

ICOM-MUSEUMS-MUSÉES-CANADA

(the “Corporation”)

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ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

- 1.1.1 “**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;
- 1.1.2 “**Articles**” has the meaning given to that term in the Act;
- 1.1.3 “**Board**” means the board of Directors of the Corporation;
- 1.1.4 “**By-laws**” means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- 1.1.5 “**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;
- 1.1.6 “**Member**” or “**Members**” means a member of the Corporation;
- 1.1.7 “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- 1.1.8 “**President**” means the president of the Corporation;
- 1.1.9 “**Secretary**” means the secretary of the Corporation;
- 1.1.10 “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 1.1.11 “**Treasurer**” means the treasurer of the Corporation; and
- 1.1.12 “**Vice-President**” means a vice-president of the Corporation.

1.2 Interpretation

- 1.2.1 In the By-laws, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.
- 1.2.2 The words “includes” or “including” as used in the By-laws mean includes or including without limitation.

- 1.2.3 The word “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 1.2.4 The division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Corporate Seal

The Corporation 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 Corporation shall be the custodian of the corporate seal.

2.2 Registered Office

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

2.3 Books and Records

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

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be December 31st.

2.5 Execution of Documents

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

ARTICLE 3 BOARD OF DIRECTORS

3.1 Powers of the Board

3.1.1 The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

3.1.2 Without limiting the generality of the foregoing, the Board may, without the authorization of the Members:

3.1.2.1 borrow money on the credit of the Corporation;

3.1.2.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

3.1.2.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

3.1.2.4 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.

The Board may, by resolution, delegate the powers referred to in this Section 3.1.2 to a Director, a committee of Directors or an Officer.

3.2 Board of Directors

The Board will consist of a minimum of seven (7) Directors and maximum of nine (9) Directors. The number of Directors shall be determined from time to time by resolution of the Board.

3.3 Term of Directors

Each Director elected hereunder will have a term of three (3) years or until their successor is elected, whichever is later. Following their initial term, each Director will be eligible for re-election as a Director.

3.4 Removal of Directors

3.4.1 The office of Director shall be automatically vacated:

3.4.1.1 if the Director is less than 18 years of age;

3.4.1.2 if the Director is declared incapable by a court in Canada or in another country;

- 3.4.1.3 if the Director has the status of a bankrupt;
 - 3.4.1.4 if the Director resigns his or her office by delivering a written resignation to the Secretary of the Corporation; or
 - 3.4.1.5 on the Director's death.
- 3.4.2 The Members may, by resolution, at a special meeting remove any Director from office for any reason.
- 3.4.3 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 Corporation or at the time specified in the resignation, whichever is later.
- 3.5 Vacancies**
- 3.5.1 Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
- 3.5.1.1 a failure to elect the number or minimum number of Directors provided for in the Articles; or
 - 3.5.1.2 an increase in the number or the minimum or maximum number of Directors provided for in the Articles.
- 3.5.2 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 3.5.1, 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.
- 3.5.3 A Director appointed to fill a vacancy, other than a vacancy arising in the circumstances referred to in Sections 3.5.1.1 and 3.5.1.2, 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 12.1 to each Director not less than 48 hours 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 four (4) 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. Except where there may be a conflict of interest any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Board, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

4.2 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the Board.

4.3 Meeting by Electronic Means, etc.

If all the Directors of the Corporation 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 with each other simultaneously and instantaneously, 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 4.9, the President or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

4.5 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

4.6 Quorum

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

4.7 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board of Directors. 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 be entitled to a second or casting vote.

4.8 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. 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.

4.9 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 (1 time) 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.

4.10 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.

4.11 Minutes

The Board shall see that all minutes of the Corporation 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 of Directors may establish, by resolution, committees on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

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 Corporation's Directors or the Members.

5.3 Procedure

Unless otherwise determined by the Board, 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 OFFICERS

6.1 Appointment

The Board, in its discretion, may appoint any of the Officers named in this Article 6, as well any other officers as the Board may determine. Any two (2) offices may be held by the same individual. Officers need not be Directors. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws.

6.2 President

The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.

6.3 Vice-President

The Board may appoint from among one or more Vice-Presidents who will exercise any powers and perform any duties that the Board may specify and who, if appointed, will hold office from the date of appointment or until their successor is appointed. During the absence or disability of the President, 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.

6.4 Secretary

The Board may appoint a Secretary who, if appointed, will hold office from the date of appointment until his/her successor is appointed. Unless otherwise determined by the Board, the Secretary 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 Corporation, 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.

6.5 Treasurer

The Board may appoint a Treasurer who, if appointed, will hold office from the date of appointment until his/her successor is appointed. Unless otherwise determined by the Board, the Treasurer 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 Corporation, and will have any other powers and duties as the Board may specify.

6.6 Agents and Attorneys

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

6.7 Term of Office

6.7.1 Each Officer shall hold office for a term of three (3) years or until:

6.7.1.1 the election or appointment of a successor;

6.7.1.2 the Officer's resignation by delivery of a written resignation to the Secretary of the Corporation;

6.7.1.3 the Officer's removal by resolution of the Board; and

6.7.1.4 the Officer's death.

6.7.2 If the office of any Officer of the Corporation 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 or until their successor is appointed.

6.8 Remuneration

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

ARTICLE 7 PUBLIC ACCOUNTANT

7.1 Public Accountant

The Members shall, by ordinary resolution at each annual meeting, appoint a public accountant to hold office until the next annual meeting in accordance with the Act unless the Corporation

meets the requirements for a “designated corporation” under the Act¹ and the Members unanimously resolve not to appoint a public accountant at that annual meeting. The remuneration of the public accountant may be fixed by ordinary resolution of the Members, or if not so fixed, shall be fixed by the Board.

7.2 Review of Financial Statements

If the Corporation meets the requirements for a “designated corporation” under the Act and if a public accountant is appointed by the Members, the public accountant must either conduct a review engagement of the Corporation’s financial statements in the manner set out in the Regulations or if the Members by an ordinary resolution, require it, an audit.

If the Corporation does not meet the requirements for a “designated corporation” under the Act, the public accountant must conduct an audit of the Corporation’s financial statements.

7.3 Vacancy in the Office of Public Accountant

The Board may fill any casual vacancy in the office of public accountant, but while the vacancy continues the last appointed public accountant, if any, may act.

7.4 Removal of Public Accountant

The Members, by Special Resolution of which notice specifying the intention to pass such resolution was given, may remove any public accountant before the expiration of the term of office of the public accountant, and shall by ordinary resolution appoint another public accountant for the remainder of the term.

ARTICLE 8 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability

Except as provided in the Act, no person referred to in Section 8.2.1 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

¹ If it is a soliciting Corporation, by having \$50,000 or less in gross annual revenues for its last completed financial year. If it is a non-soliciting Corporation, by having \$1,000,000 or less in gross annual revenues for its last completed financial year. A soliciting corporation is a corporation who receives during a financial year income in excess of \$10,000 in the form of (i) donations or gifts from a person who is not a member, director, officer or employee (or a family member of a member, director, officer or employee), (ii) grants or similar financial assistance received from a provincial, municipal or federal government or agency, or (iii) donations or gifts from a soliciting corporation.

8.2 Indemnity

8.2.1 Subject to the Act, the Corporation will indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer, 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 judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation if:

8.2.1.1 he or she acted honestly and in good faith with a view to the best interests of the Corporation; and

8.2.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

8.2.2 The right to indemnity provided in this Section 8.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 8.2.1, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 8.2.1. The Corporation will also indemnify the persons listed in Section 8.2.1 in any other circumstances that the Act permits or requires.

8.3 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 8.2.1 against any liabilities and in any amounts as the Board may determine and as are permitted by the Act.

ARTICLE 9 MEMBERSHIP

9.1 Membership

9.1.1 Subject to the Articles, there shall be five (5) classes of Members in the Corporation, as follows:

9.1.1.1 **Individual Member** is an individual who is or has been employed by or associated with a museum. An Individual Member shall be entitled to notice of and to attend meetings of Members and shall have the right to one (1) vote at meetings of Members.

9.1.1.2 **Institutional Member** is a museum or related heritage institution created in the public interest. An Institutional Member shall be entitled to notice of and to attend meetings of Members and shall have the right to one (1) vote at meetings of Members.

9.1.1.3 **Honorary Member** is an individual who has given long service or exceptional contribution to the museum community and who has been nominated by at least three (3) Members of the Corporation entitled to vote. Subject to the Act, an Honorary Member shall be entitled to notice of and to attend meetings of Members but shall not have the right to vote.

9.1.1.4 **Supporting Member** is a person not directly involved in the work of the museum community who supports the Corporation through donations. Subject to the Act, a Supporting Member shall be entitled to notice of and to attend meetings of Members but shall not have the right to vote.

9.1.1.5 **Student Member** is an individual who is enrolled full-time in a post secondary educational institution. Subject to the Act, a Student Member shall be entitled to notice of and to attend meetings of Members but shall not have the right to vote.

9.1.2 The Board shall fix the annual dues for Members.

9.1.3 Membership in the Corporation commences upon acceptance by the Board of a membership application and payment of dues, and is for a period of twelve (12) months (or such other pro-rated time period). Dues are payable within ninety (90) days after January 1st. New Members may join throughout the year upon payment of pro-rata dues.

9.2 Removal of Member

9.2.1 Any Member who:

9.2.1.1 fails to pay his, her or its dues to the Corporation;

9.2.1.2 fails to abide by the By-laws, rules or regulations of the Corporation; or

9.2.1.3 does anything or makes an omission which is deemed by a majority of the Directors to be detrimental to the interests of the Corporation,

may have his, her or its membership suspended or cancelled by the Board under such terms and conditions as it may see fit.

9.2.2 A membership in the Corporation is terminated when the Corporation is liquidated or dissolved under the Act.

ARTICLE 10 MEETINGS OF THE MEMBERS

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

- 10.1.1 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;
- 10.1.2 elect Directors;
- 10.1.3 if applicable, appoint the public accountant; and
- 10.1.4 transact any other business that may be properly brought before the Members.

10.2 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 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

10.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

10.4 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 Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of this Act to be present at the meeting.

10.5 Notice of Meetings

- 10.5.1 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:
 - 10.5.1.1 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

10.5.1.2 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.

10.5.2 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 judgment 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". The 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.

10.6 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. Attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that 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.

10.7 Annual Financial Statements

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

10.8 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, the President, the Treasurer, the Secretary and the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members.

10.9 Quorum

The holders of a majority of the votes entitled to vote at a meeting of Members will constitute a quorum at that meeting.

10.10 Manner of Voting

- 10.10.1 Each Member is entitled to one (1) vote at a meeting of Members.
- 10.10.2 At all meetings of Members, every question will be determined by a majority vote, unless otherwise specifically provided by the By-laws or the Act.
- 10.10.3 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 Corporation has made available for the purpose. Any vote at a meeting of Members may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.

10.11 Adjournments

Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:

- 10.11.1 for less than 31 days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or
- 10.11.2 by one or more adjournments for an aggregate of more than 30 days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

10.12 Resolution in lieu of Meeting

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 11 AMENDMENT OF BY-LAW

11.1 Amendments

The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Subject to Section 11.2, 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.

11.2 Amendments Requiring a Special Resolution

The following amendments require a Special Resolution of the Members according to subsection 197(1) of the Act, namely, any amendment to the Articles or the By-laws of the Corporation to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation 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 Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (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.

Such amendments are only effective when confirmed by the Members.

**ARTICLE 12
MISCELLANEOUS**

12.1 Method of Giving Notice

12.1.1 A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation 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 Corporation, 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 12.1 to a Member or Director of the Corporation 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.

12.1.2 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.

ENACTED BY THE DIRECTORS AS A BY-LAW OF THE CORPORATION THIS _____ DAY OF _____, 2015.

President

Secretary

CONFIRMED BY THE MEMBERS IN ACCORDANCE WITH THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT* ON THE _____ DAY OF _____, 2015.

President

Secretary