
KIN CANADA

GENERAL OPERATING BY-LAW NO. 2

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

KIN CANADA **(a Federal Corporation)**

hereinafter referred to as the “Association”.

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GENERAL OPERATING BY-LAW NO. 2

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

KIN CANADA
(a Federal Corporation)
hereinafter referred to as the “Association”

WHEREAS the Association has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Association to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

SECTION I **DEFINITIONS AND INTERPRETATION**

1.01 Definitions

In this By-law, and in all other By-laws, Policies and Procedures and resolutions, unless the context otherwise requires, the following definitions shall apply:

“Accredited Delegate” means an accredited delegate who is appointed and accredited to represent and vote on behalf of a Club, in person, at a Meeting of Members in accordance with this By-law and any applicable Policies and Procedures.

“Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.

“Active Member of a Club” or **“Active Member”** means a Person who is an active member in Good Standing of a Club and has the rights and duties associated therewith.

“Alternate Accredited Delegate” means an alternate accredited delegate who is appointed and, if and as necessary, accredited to represent and vote on behalf of a Club, in person, at a Meeting of Members in accordance with this By-law and any applicable Policies and Procedures.

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association.

“Association” means Kin Canada, a federal non-share capital corporation, and any successor to such corporation, through which its Directors, Members, employees, volunteers and agents may associate and collectively work together in the fulfillment of the Purposes.

"Board" or **"Board of Directors"** shall mean the Board of Directors of the Association.

"By-law" or **"By-laws"** means this By-law and all other By-laws of the Association from time to time in force and effect, including the General Operating By-law herein.

"Club" or **"Clubs"** means a club or clubs of the Association in Good Standing that has fulfilled the conditions to be and has been admitted as a Member in accordance with this By-law.

"Convention" means the annual convention of the Association during which the annual Meeting of Members takes place.

"Director" means a member of the Board of Directors, including an Elected Director and an Officer-Director.

"District" means a district of the Association.

"Elected Director" means an elected director of the Association,

"Executive Director" means the executive director of the Association.

"Good Standing" means material compliance with the duties and requirements of a particular position in accordance with the requirements of this By-law and the other Governing Documents in place from time to time as verified by the national Membership roster records maintained by the Association.

"Governing Documents" means the Articles (including the Purposes), this By-law, all other By-law and all Policies and Procedures, as adopted or amended from time to time.

"Meeting of Members" includes any annual meeting or special meeting of Members.

"Member" or **"Club"** means a member of the Association.

"Members", "Membership" or "Clubs" means the collective membership of the Association.

"Membership Date" means, in relation to an annual Meeting of Members, June 30th immediately prior to the start of the annual Meeting of Members and, in relation to a special Meeting of Members, the month end date that is more than thirty-five (35) days prior to the start of a special Meeting of Members.

"National Past President" means the national past president of the Association.

"National President" means the national president of the Association.

"National Secretary" means the national secretary of the Association.

"National Vice-President" means the national vice-president of the Association.

“Not in Good Standing” means material non-compliance with the duties and requirements of a particular position in accordance with the requirements of this By-law and the other Governing Documents in place from time to time as determined by the Executive Director or the Board of Directors, as applicable, with the resulting loss of rights associated therewith.

"Officer" means an officer of the Association.

“Officer-Director” means an officer-director of the Association.

“Official Membership” means the total number of Active Members registered by a Club on the national Membership roster as of the Membership Date to be utilized for the purposes of voting at Meetings of Members of the Association.

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.

"Person" means an individual in his personal capacity.

“Policies and Procedures” means any policies and procedures of the Association established by the Board from time to time in its sole discretion, including any agreements and/or licences provided for therein that a Club or Clubs may be required to enter into from time to time.

“Purposes” means the purposes of the Association set out in the Articles.

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

“Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.

“Zone” means a zone of the Association.

1.02 Interpretation

- (a) In this By-law, all other By-laws and all resolutions adopted by the Association, unless the context otherwise requires, the following interpretations shall apply: (i) except where specifically defined herein (ii) all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act; (iii) words importing the singular number include the plural and vice versa; and (iv) words importing the masculine gender include the feminine and neuter genders and vice versa.
- (b) The interpretation of the Governing Documents of the Association and whether there has been material compliance with its provisions shall be determined in the sole discretion of the Board of Directors. Any decision by the Board of Directors in relation to interpretation of the Governing Documents shall continue to have force and effect until amended, repealed, or replaced by a subsequent Ordinary Resolution of the Members, which

Members' resolution, if applicable, shall take priority over any conflicting resolution of the Board of Directors.

1.03 Rules of Order

The Association's Rules of Order, outlining the procedural rules applicable to any meetings of the Members, the Board or committees, shall be set out in the Policies and Procedures established by the Board from time to time in its sole discretion.

SECTION II **MEMBERSHIP**

2.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Association consisting of Clubs. Membership in the Association shall consist only of those Clubs recorded as Members as of the date of passing this By-law. Membership in the Association shall thereafter only be available to those prospective Clubs which meet the following conditions and have been accepted into Membership by the Board: (i) are not-for-profit corporations located in Canada whose corporate documents reflect the Association's requirements as set out in the applicable Policies and Procedures; (ii) agree to further the Purposes of the Association as contained in the Articles; (iii) agree with the provisions in the Governing Documents of the Association; (iv) have entered into and are in compliance with all required agreements with the Association in accordance with applicable Policies and Procedures; and (v) satisfy any other applicable conditions as prescribed by the Board from time to time or as set out in Policies and Procedures. Where appropriate in certain circumstances, the Board may, in its sole discretion, exempt a prospective Club from fulfilling the condition set out in sub-section (i) herein.

2.02 Admission to Membership

Applications for Membership in the Association shall be made in such form, in such manner, and according to such procedures as the Board may, from time to time and in its sole discretion, establish in the applicable Policies and Procedures. If the Board is satisfied that the applicant satisfies all of the conditions of Membership set out in Section 2.01, the Board may, in its sole discretion, admit the applicant to be a Member. The Board may, from time to time, delegate the application review and acceptance duties to senior management of the Association to accept applications on a temporary basis, subject to ratification by the Board. All decisions by the Board shall be final and binding without the need to give any reasons for the acceptance or rejection of any application.

2.03 Member in Good Standing

A Club that meets all of the following requirements is a Member in Good Standing: (i) furthers the Purposes of the Association as contained in the Articles; (ii) respects and submits to the Governing Documents of the Association; (iii) continues to meet all of the conditions for Membership set out in Section 2.01; (iv) pays in full and is not in arrears of Membership fees

determined by the Board from time to time and set out in Policies and Procedures; and (v) meets any additional requirements set out in any applicable Policies and Procedures.

2.04 Duties and Rights

Each Club shall have the following duties and rights: (i) the duty to further the Purposes of the Association; (ii) the duty to respect and submit to the provisions and procedures of the Association set out in its Governing Documents; (iii) the right to receive notice of, attend, speak and participate at all Meetings of Members through its Accredited Delegate; (iv) the right to vote at all Meetings of Members through its Accredited Delegate; (v) the right to represent itself to the public as a Member of the Association and to display the Association's crest, flag, motto and any other intellectual property, including any license or charter agreements required to be entered into by the Member, in the manner determined by the Board from time to time in its sole discretion and set out in the applicable Policies and Procedures; and (vi) to have such additional rights and privileges as determined by the Board from time to time.

2.05 Discipline of Members and Termination of Membership

- (a) The interest of a Club in the Association is non-transferable.
- (b) The suspension of any Club from Membership in the Association, including the delegation of certain aspects of the suspension process to senior management of the Association, shall occur upon such grounds and in such manner as determined by the Board from time to time in its sole discretion and set out in the Not in Good Standing Policy.
- (c) A Club's removal from Membership shall automatically occur upon the happening of any of the following, but such removal from Membership shall not relieve the Club from the obligation to pay any Membership or other fees then due or accruing due: (i) the Club resigns; (ii) the Club fails to maintain all of the conditions for Membership set out in Section 2.01; (iii) the Club fails to pay Membership fees in accordance with the applicable Policies and Procedures; (iv) the Club is removed from Membership by the Board in accordance with the Not in Good Standing Policy referenced in 2.05(b); (v) the Club is liquidated or dissolved under applicable legislation; or (vi) the Association is liquidated or dissolved under the Act.
- (d) Subject to the Articles, upon any termination of Membership, all rights of the Club automatically cease to exist and any agreements entered into between the Club and the Association shall automatically terminate. The Member shall be required to return all regalia of the Association and any other articles in its possession bearing the name, emblems or crests of the Association in accordance with the applicable Policies and Procedures established by the Board from time to time in its sole discretion.
- (e) The process by which a terminated Club may apply for reinstatement of its Membership in the Association shall be set out in the applicable Policies and Procedures established by the Board from time to time.

2.06 Accredited Delegates at Meetings of Members

- (a) Each Club in Good Standing may designate in writing one (1) Accredited Delegate and up to three (3) Alternate Accredited Delegates of that Club ranked in order of priority to act on behalf of the Club at Meetings of Members. Each Club will advise the Association in writing of the names of its Accredited Delegate and Alternate Accredited Delegates and, if applicable, any change(s) in its appointment of these Persons immediately upon the change(s). An Accredited Delegate or, if applicable, an Alternate Accredited Delegate, may cast one (1) vote at Meetings of Members on behalf of the Club in Good Standing that he/she represents.
- (b) Each Accredited Delegate and Alternative Accredited Delegate must be an Active Member of the Club which he/she represents, or is otherwise approved by the Board of the Association to be the Club's representative.
- (c) Only one of the Accredited Delegate or the Alternate Accredited Delegates appointed by a Club is entitled to attend and to vote at Meetings of Members on its behalf. The Association shall not be required to recognize any other Person on behalf of the Club at any meeting, provided that, any Active Member of a Club shall be entitled to attend a Meeting of Members and fully participate during such Meeting of Members but shall not be entitled to vote thereat.
- (d) The appointing Club may instruct the Accredited Delegate or Alternate Accredited Delegate in relation to the manner and the extent to which he/she may vote or act on behalf of the Club at Meetings of Members. Lacking such specific instructions, the Accredited Delegate or Alternate Accredited Delegate may act and vote in his/her discretion with respect to any and all matters which may properly come before the Meetings of Members or any adjournments thereof.
- (e) The Association may, by Policies and Procedures established by the Board from time to time in its sole discretion, set out other matters in relation to Accredited Delegates and Alternate Accredited Delegates, including, but not limited to, the following: the qualification requirements to be appointed to each position; how such Persons may be appointed by the Club or have their appointments revoked or revised, including the form of documentation required to be used for such purposes; how votes may be cast by such Persons on behalf of a Club; and how such Persons are to be certified by the Club with the Association.

SECTION III **DISTRICTS AND ZONES**

3.01 Purpose

For the better administration of the Association and in order to facilitate the furthering of its Purposes, the territory of the Association shall be divided into Districts and, as necessary, further sub-divided into Zones. All Districts and Zones are internal operating divisions of the Association

that do not have legal standing outside of the Association and, as such, are accountable to the Board of Directors. The Board may, in its sole discretion from time to time, adopt additional Policies and Procedures to address the boundaries of such Districts and Zones. Each Club situated within the boundaries of a District and, as applicable, a Zone shall be a member of such District and/or Zone. Each District and Zone shall prepare and adopt governing documents in accordance with the requirements set out in applicable Policies and Procedures. The Board may also, in its sole discretion from time to time, adopt additional Policies and Procedures to address the purposes, rights, privileges, duties, fee payments, termination of status and any other matters related to Districts and Zones.

SECTION IV

MEETING OF MEMBERS

4.01 Annual Meeting at Annual Convention

The annual Meeting of Members shall be held at the annual Convention that is to take place between August 1st to September 15th in each year, as determined by the Board of Directors, provided that the annual Meeting of Members shall be held fifteen (15) months from the holding of the last annual Meeting of Members and not more than six (6) months after the end of the Association's fiscal year end. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall also call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty (21) days from the date of the deposit of the requisition.

4.03 Place of Meeting

Subject to the Act, Meetings of Members may be held at any place within Canada as the Board may determine.

4.04 Notice of Meetings

(a) Methods of Notice

Notice of any Meeting of Members shall be provided as follows:

- (i) by mail, courier or personal delivery to each Club entitled to vote at the meeting, 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 Club entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or
 - (iii) at least once in a publication of the Association that is sent to all its Clubs, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.
- (b) Additional Provisions
- (i) Notice of a Meeting of Members shall also be given to each Director and to the public accountant of the Association during a period of twenty (21) to sixty (60) days before the day on which the meeting is to be held.
 - (ii) 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 a Member to form a reasoned judgment on the business, and state the text of any Special Resolution to be submitted to the meeting.

4.05 Waiver of Notice

A Club and any other Person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such Club or Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Club or Person attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.

4.06 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, the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association to be present at the meeting. Any other Person may be admitted to a Meeting of Members in accordance with the applicable Policies and Procedures established by the Board from time to time in its sole discretion.

4.07 Quorum

A quorum for any Meeting of Members shall be constituted by the presence of a majority of Accredited Delegates (or, as applicable, Alternate Accredited Delegates) who have been duly appointed by their respective Clubs, are entitled to vote at the meeting on behalf of their Clubs and have registered for such Meeting of Members in accordance with the Association's Policies and Procedures, except where otherwise provided for in the Act or the Governing Documents of the

Association. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if a quorum is not present throughout the Meeting of Members.

4.08 Chair of Members Meetings

The chair of Member Meetings shall be: (i) the National President; (ii) if the National President is absent or unable to act, then the National Vice-President; and (iii) if the National President and the National Vice-President are absent or unable to act, then a Director appointed by the Members by Ordinary Resolution.

4.09 Voting

- (a) Each Member shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members, which vote shall be given in person. Subject to the Act, any question at a meeting of Members shall be decided by a show of hands unless a poll vote or ballot is required in accordance with the applicable Policies and Procedures established by the Board from time to time in its sole discretion.
- (b) Where a poll vote or ballot is required at a Meeting of Members, then the number of votes to be cast by an Accredited Delegate on behalf of his/her Club shall be equal to its Official Membership.

4.10 Votes to Govern

At any Meeting of Members, unless otherwise provided for by the Act or this By-law every question shall be determined by Ordinary Resolution. With the exception of the election of Officer-Directors, the chair shall only vote at a Meeting of Members if he is an Accredited Delegate and only in the event of a tie in relation to any question that can be determined in the affirmative or negative. If, in the event of a tie in such situation, the chair declines to vote, then the question shall be determined in the negative. In the event of a tie vote in relation to the election of Officer-Directors, because he, as an Accredited Delegate, will have already voted, the chair shall not cast a second and deciding vote and instead a further secret ballot vote of the Members will be required.

4.11 Participation at Meetings by Electronic Means

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

4.12 Meeting Held Entirely by Electronic Means

Notwithstanding Section 4.11, if the Directors or Members of the Association call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.13 Meeting Policies and Procedures

The Board may establish Policies and Procedures from time to time in its sole discretion to address any other matters related to Meetings of Members.

SECTION V DIRECTORS

5.01 Powers

Subject to the Act and the Articles, the Board of Directors shall manage or supervise the management of the activities and affairs of the Association. The Board may establish Policies and Procedures from time to time in its sole discretion to address the Board's specific duties and responsibilities.

5.02 Number of Directors

The Articles provide for the minimum and maximum number of directors. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board. The initial number of Directors shall be eleven (11).

5.03 Composition and Qualification Requirements

The Board shall be composed of two types of Directors: Elected Directors and Officer-Directors. The Board may establish Policies and Procedures from time to time in its sole discretion to address the general and specific qualification requirements for the two types of Directors.

5.04 Election

The Board of Directors shall be elected in accordance with the Association's Policies and Procedures as established by the Board from time to time in its sole discretion.

5.05 Term

The term of office for Elected Directors shall be three (3) years, which shall be calculated from the date of the annual Meeting of Members at which they are elected until the close of the third (3rd) annual Meeting of Members next following or until their successors are elected. The term of office for Officer-Directors shall be one (1) year, which shall be calculated from the date of the

annual Meeting at which they are elected until the close of the annual Meeting of Members next following or until their successors are elected. Following their election as Officer-Directors, each of the Officer-Directors shall be deemed to be automatically appointed to the Officer position which corresponds to their particular Director position.

5.06 Appointed Directors

As contemplated in the Articles, the Board may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next annual general Meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual general Meeting of Members.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Association a written statement pursuant to section 131 of the Act.

5.08 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 such vacancy may be filled by the Board. A Director may also be removed if he/she no longer fulfils all of the qualifications to be a Director in accordance with Section 5.03 as determined by the Board. A Director who is being removed or has been removed may not submit to the Association a written statement pursuant to section 131 of the Act.

5.09 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum or maximum number of Directors as stipulated in the Articles, or from a failure of the Members to elect the said minimum number of Directors required to be elected at any meeting of Members. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.10 Conflict of Interest, Confidentiality and Remuneration

Subject to the Act and the Articles, the Board may establish Policies and Procedures from time to time in its sole discretion to address conflict of interest, confidentiality and remuneration in relation to its Directors and Officers.

5.11 Delegation to Committees

- (a) Subject to the Act, 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 which may not be delegated by the Board pursuant to subsection 138(2) of the Act.
- (b) The Board may, from time to time and in its sole discretion, also appoint any Board committee, as it deems necessary or appropriate, with such purposes and, subject to the Act, such powers as the Board shall set out in the Policies and Procedures. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The Board may fix, by Ordinary Resolution, the remuneration to be paid to any committee member.

5.12 Board of Directors Meetings

(a) Regular and Special Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by the National President or approved by the Board, but not less than three (3) times a year. Special meetings of the Board may be called by the National President, or by the National Secretary on advice of the National President, or upon written request of a majority of the Directors to the National President or the National Secretary who shall then give notice of a special meeting of the Board to each Director.

(b) Notice of Meetings

All regular or special meetings of the Board shall be called with not less than a minimum of 24 hours' written, telephone or electronic, including facsimile transfer or email, notice to each Director before the Board meeting is to take place. Where the Board has appointed designated dates for regular meetings of the Board at an hour to be named, no notice needs to be given for such meetings. A Board meeting may be held without notice immediately before or following the annual Meeting of Members, provided that a quorum of Directors is present. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose of or the business to be transacted at the meeting, save and except for those matters referred to in subsection 138(2) of the Act.

(c) Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting

for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(d) Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 5.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

(e) Voting Rights

All Directors shall have one (1) vote on every question put to the meeting, with the exception of the Officer-Director who is also the National President who will only vote in the event of a tie. All questions arising at any meeting of Directors shall be decided by an Ordinary Resolution of the Directors present and voting, unless the Act or the By-laws otherwise provide. A Director shall be considered to be present at a meeting of Directors if such Director attends the meeting of Directors either in person or, if authorized under this By-law, by teleconference and/or by other electronic means. In the case of an equality of votes, reference shall be made to the procedures contained in the Rules of Order of the Association set out in its Policies and Procedures.

(f) Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

(g) Meeting Policies and Procedures

The Board may establish Policies and Procedures from time to time in its sole discretion to address any other matters related to Board meetings.

5.13 Policies and Procedures

As it deems appropriate from time to time, the Board may adopt, amend, or repeal by Ordinary Resolution such Policies and Procedures that are not inconsistent with the Articles and/or By-laws relating to the Association's management and operation and may include the delegation of certain responsibilities to senior management and other employees of the Association. Any Policies and

Procedures adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION VI **OFFICERS**

6.01 Officer Positions

The Association shall have the following mandatory Officers: (i) the National President; (ii) the National Vice-President; (iii) the National Past President; (iv) the National Secretary; and (v) the Executive Director. The Board may appoint such other Officers as the Board determines is appropriate and the duties of such Officers shall be determined in the discretion of the Board and set out in the Policies and Procedures.

6.02 Description of Officers

(a) National President

The National President shall preside at all Meetings of Members and of the Board, shall have the general and active management of the affairs of the Board and shall see that all orders and resolutions of the Board are carried into effect. He shall also perform such other duties as may from time to time be determined by the Board and set out in the Policies and Procedures.

(b) National Vice-President

In the event that the National President is absent or otherwise not able to function in such position, then the National President may be temporarily replaced by the National Vice-President, who shall exercise all the authority and comply with all the obligations of the National President. He shall also perform such other duties as may from time to time be determined by the Board and set out in the Policies and Procedures.

(c) National Past President

The National Past President shall be empowered to provide advice to the National President on matters affecting the Association, and shall perform such other duties as may be prescribed by the Board and set out in the Policies and Procedures.

(d) National Secretary

The National Secretary may be empowered by the Board, upon resolution of the Board, to carry out the affairs of the Association generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all Meetings of Members and of the Board, and shall perform such

other duties as may be prescribed by the Board and set out in the Policies and Procedures, or the National President, under whose supervision he shall be.

(e) Executive Director

The Executive Director shall be the chief executive officer of the Association, responsible to the Board for the organization, management and day-to-day activities of the Association through the national staff of the Association, in accordance with the Act, the By-laws, Resolutions, Policies and Procedures, and any other regulations and guidelines established by the Board from time to time. He shall be the custodian of the seal of the Association, which the Executive Director shall deliver only when authorized by resolution of the Board to do so and to such Person or Persons as have been named in the said resolution, and shall perform such other duties as may from time to time be determined by the Board and set out in the Policies and Procedures.

6.03 Qualification Requirements

The qualification requirements for the Officers shall be set out in the Association's Policies and Procedures.

6.04 Election and Appointment

The Officers shall be elected or appointed in accordance with the Association's Policies and Procedures.

6.05 Multiple Offices

A Person may hold more than one Officer position with the exception of the Executive Director.

6.06 Term of Officers

With the exception of the Executive Director, the term of office of all Officers is one (1) year that expires at the conclusion of the annual Meeting of Members in the year immediately following the year in which such Officer was elected or appointed. The Executive Director shall have no set term of office and shall hold office at the discretion of the Board of Directors.

6.07 Filling Vacancy of Officers

If the office of the National President, the National Vice-President or the National Past President shall be or become vacant by reason of death, resignation, removal, or otherwise, the Board by Ordinary Resolution may appoint a Person to fill such vacancy for the unexpired term of such Officer position. If the office of the National Secretary becomes vacant, the National President may appoint a Person to fill such vacancy from among the Directors.

6.08 Duties of Directors and Officers

Every Director and Officer in exercising such Person's powers and discharging such Person's duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the Regulations and the Governing Documents of the Association.

SECTION VII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Indemnity of Directors and Officers

Subject to the Act, the Association may indemnify a Director or Officer of the Association, a former Director or Officer of the Association or another individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, and such Person's 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 such Person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Association or other entity if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Association 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 Association'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 his or her conduct was lawful.

The Association may indemnify such Person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

7.02 Insurance

Subject to the Act, the Association may purchase and maintain insurance for the benefit of any Person entitled to be indemnified by the Association pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual: (i) in the Person's capacity as a Director or an Officer of the Association; or (ii) in the Person's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the Person acts or acted in that capacity at the Association's request.

7.03 Advances

The Association may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Association pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Sections 7.01 and 7.02.

**SECTION VIII
FINANCIAL MATTERS**

8.01 Financial Year End

Unless otherwise determined by the Board, the fiscal year end of the Association shall be the 30th day of June in each year.

8.02 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Association and/or other Persons as the Board may from time to time designate, direct or authorize.

8.03 Financial Statements and Annual Budget

Financial statements shall be approved by both the Board and the Members. The financial statements shall be forwarded to the Board for approval prior to them being made available to Members for the annual Meeting of Members. After being approved by the Board, the financial statements, together with an annual budget for the upcoming fiscal year, shall be presented at the annual Meeting of Members for approval by the Members by Ordinary Resolution. The Association shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members prior to the annual Meeting of Members in accordance with the notice provisions set out in Section 4.04(a)(i), unless a Member declines to receive them. Alternatively, the Association may publish a notice to the Members in accordance with any of the notice provisions set out in Section 4.04(a) stating that such documents are available at the registered office of the Association and any Member may request a copy free of charge at the registered office or by prepaid mail.

8.04 Public Accountant and Financial Review

The Association shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act. The public accountant, if one is appointed, must meet the qualifications in the Act, including being independent of the Association and its affiliates, as well as the Directors and Officers of the Association and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the

next following 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.

SECTION IX **GENERAL PROVISIONS**

9.01 Corporate Seal

The Association 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 Executive Director of the Association shall be the custodian of the corporate seal.

9.02 Registered Office

The registered office of the Association shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

9.03 Execution of Documents and Cheques

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed in accordance with the applicable Policies and Procedures. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

9.04 Books and Records

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

9.05 Method of Giving Notices

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the board, or the public accountant shall be sufficiently given: (i) if delivered personally to the Person to whom it is to be given or if delivered to such Person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Association in accordance with the Act and received by Corporations Canada; or (ii) if mailed to such Person at such Person's recorded address by prepaid ordinary or air mail; or (iii) if sent to such Person by telephonic, electronic or other communication

facility at such Person's recorded address for that purpose; or (iv) if provided in the form of an electronic document in accordance with the Act.

- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.06 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such Person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION X AMENDMENT OF ARTICLES AND BY-LAWS

10.01 Amendment of Articles

The Articles of the Association may only be amended if the amendment is sanctioned by a Special Resolution of the Members at a Meeting of Members duly called for the purpose of considering the said amendment. Any amendment to the Articles is effective on the date shown in the certificate of amendment. The process by which any amendments to the Articles may be initiated and the notice requirements for a Meeting of Members at which such amendments are to be presented shall be set out in Policies and Procedures.

10.02 Amendment of By-laws

Subject to the Act, the Board may, from time to time, enact By-laws relating in any way to the Association or to the conduct of its affairs and may, from time to time, by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by an Ordinary Resolution of the Members. This Section shall not apply to a By-law pertaining to fundamental changes, including a change in the Association's name or the province in which its registered office is situated, a change to the minimum or maximum number of directors fixed by the Articles, or such other amendments made pursuant to subsection 197(1) of the Act, which By-law shall not

be effective until sanctioned by a Special Resolution of the Members. The process by which any amendments to the By-laws may be initiated and the notice requirements for a Meeting of Members at which such amendments are to be presented shall be set out in Policies and Procedures.

SECTION XI
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

11.01 Repeal of Former General Operating By-law

- (a) General Operating By-law No. 1, as amended, is hereby repealed and replaced by General Operating By-law herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of By-law No. 1, as amended, shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and Persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Association this _____ day of _____, 20____.

National President

National Secretary

CONFIRMED by the Members of the Association this 16th day of August, 2014.

Secretary