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**WORLD ASSOCIATION FOR CHRISTIAN  
COMMUNICATION**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**WORLD ASSOCIATION FOR CHRISTIAN COMMUNICATION**  
(the “Corporation”)

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## **GENERAL OPERATING BY-LAW NO. 1**

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

### **WORLD ASSOCIATION FOR CHRISTIAN COMMUNICATION (the “Corporation”)**

**WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 5<sup>th</sup> day of September, 2006;

**AND WHEREAS** those Letters Patent were amended by Supplementary Letters Patent dated the 7<sup>th</sup> day of April, 2008;

**AND WHEREAS** the Corporation has applied for Articles of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

**NOW THEREFORE BE IT ENACTED** as a General Operating By-law of the Corporation to take effect in accordance with section 11.01 as follows:

### **SECTION I** **INTERPRETATION**

#### **1.01 Definitions**

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “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.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the board of directors of the Corporation.
- (d) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Effective Date” means the effective date of the certificate of continuance continuing the Corporation under the Act, which shall also be the date these By-laws become effective;

- (g) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.
- (h) “Officer” means an officer of the Corporation.
- (i) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (l) “Regional Association(s)” means an organization or association existing in a particular region of the world for the purpose of advancing the purposes of the Corporation.
- (m) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (n) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the 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.

**SECTION II**  
**FINANCIAL AND OTHER MATTERS**

**2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31<sup>st</sup> day of December in each year.

**2.02 Banking Arrangements**

The banking business of the Corporation 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 of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

**2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, 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 (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

**2.04 Public Accountant and Level of Financial Review**

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

**2.05 Annual Financial Statements**

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

**2.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation 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.

### **SECTION III** **MEMBERS**

#### **3.01 Classes and Conditions of Membership**

Pursuant to the Articles, there shall be two classes of Members in the Corporation: Corporate Members and Individual Members. The Board may, by resolution, approve the admission of the Members to the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by Operating Policies.

The following conditions and rights of membership shall apply:

#### **Corporate Members**

- (a) Corporate membership shall be available only to corporations, institutions and other groupings interested in furthering the purposes of the Corporation and who have applied for and have been accepted for Corporate membership in the Corporation.
- (b) Corporate Members shall pay the Membership fee set out in the Operating Policies and shall be entitled to receive notice of, attend, speak, participate and vote at all meetings of Members.
- (c) The term of membership of Corporate Members shall be annual, subject to renewal in accordance with the Operating Policies of the Corporation. Corporate membership is not transferable.
- (d) Each Corporate Member shall notify the Corporation in writing of the name of the individual designated by the Corporate Member to act as its representative and/or alternate representative and to vote on its behalf. A Corporate Member may change its representative and/or alternate representative by written notice to the Corporation.

#### **Individual Members**

- (a) Individual membership shall be available to individuals interested in furthering the purposes of the Corporation and who have applied for and have been accepted for Individual membership in the Corporation. Individual Members may be organized into regional or other groupings which would be eligible for Corporate membership in accordance with the Operating Policies of the Corporation.

- (b) Individual Members are entitled to receive notice of, attend, speak, and participate at meetings of Members but may vote at such meetings only in respect of matters that they are entitled by the Act to vote on .
- (c) The term of membership of an Individual Member shall be annual, subject to renewal in accordance with the Operating Policies of the Corporation. Individual membership is not transferable.

### **3.02 Termination of Membership**

Membership in the Corporation is terminated when:

- (a) the Individual Member dies;
- (b) the Corporate Member is dissolved or otherwise ceases to exist;
- (c) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (d) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective at the time the written resignation is sent to the President or at the time specified in the resignation, whichever is later.
- (e) the Member is in default on their membership dues in accordance with section 3.03;
- (f) the Member is removed as a Member of the Corporation in accordance with section 3.04;
- (g) the Member's term of membership expires; or
- (h) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

### **3.03 Membership Dues**

The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within 12 calendar months of the membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation.

### **3.04 Discipline of Members**

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/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 Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Corporation, the President shall provide 20 days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such 20 day period. In the event that no written submissions are received by the President, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submissions. The termination shall be effective as of the date on which the final notification is sent to the Member.

## **SECTION IV MEETINGS OF MEMBERS**

### **4.01 Annual Meetings**

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than six months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation 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. On written requisition by Members carrying not less than five per cent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of

Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.03 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine or, subject to the Articles, at any place outside Canada as the Board may determine.

#### **4.04 Special Business**

All business transacted at a special meeting of Members and all business transacted at an 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.

#### **4.05 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.15.

#### **4.06 Waiving Notice**

A Member 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 person at a meeting of Members is a waiver of notice of the meeting, except where such person 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.

#### **4.07 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 Officers and the public accountant of the Corporation, non-voting Individual Members, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

#### **4.08 Chair of the Meeting**

The chair of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose an Individual Member to chair the meeting.

#### **4.09 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be 10 Members or three per cent of the Members, whichever is higher. Only those Members entitled to vote at the meeting shall be considered for the purpose of constituting a quorum. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member (as represented by its designated representative if a Corporate Member) may be present in person, or by proxy, or by telephonic and/or by other electronic means.

#### **4.10 Adjournment**

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than 31 days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **4.11 Meetings Held by Electronic Means**

A Members' meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such 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 and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation 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.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### **4.12 Absentee Voting by Mailed-In Ballot or Electronic Ballot**

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### **4.13 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.14 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

#### **4.15 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

#### **4.16 Resolution in Lieu of Meeting**

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

**SECTION V**  
**REGIONAL ASSOCIATIONS**

**5.01 Establishment of Regional Associations**

The Board may from time to time, by resolution, approve the establishment of Regional Associations for the purpose of carrying out the purposes of the Corporation in a particular region. As of the date of continuance of the Corporation under the Act, the Corporation has the following Regional Associations:

WACC Asia, WACC Africa, WACC Caribbean, WACC Europe, WACC Latin America, WACC Middle East, WACC North America, and WACC Pacific.

**5.02 Legal Form of Regional Associations**

A Regional Association may, but need not be, incorporated. The constitution, By-laws, letters patent or Articles of Incorporation, or other governing documents of each Regional Association shall be subject to the approval of the Board. Such documents shall contain any provisions deemed necessary by the Board in Operating Policies having regard to the role of Regional Associations as extensions of the Corporation within their respective geographical areas, including but not limited to provisions dealing with:

- (a) the purposes of Regional Associations;
- (b) dissolution of Regional Associations;
- (c) suspension of the operations of Regional Associations by the Corporation; and
- (d) a restriction on any amendment or repeal of the constitution or letters patent and By-laws or other governing documents of Regional Associations without the approval of the Board of Directors.

A Regional Association shall comply with any direction of the Board or Executive Committee prior to amending, repealing, enacting or varying its constitution or other incorporating or governing documents (including By-laws).

**5.03 Affiliation Agreement**

Regional Associations shall enter into an “Affiliation Agreement” with the Corporation in the form required by the Corporation.

**5.04 Regional Association Responsibilities**

Each Regional Association shall conform with the By-laws and Articles of the Corporation, any Operating Policies of the Board relevant to Regional Associations, its

“Affiliation Agreement”, any strategic plan of the Corporation in effect from time to time, and any Trade-Mark policies established by the Corporation from time to time.

#### **5.05 Regional Operating Policies**

The Board may approve such Operating Policies relating to the membership, organization, function and method of operation of Regional Associations as well as services available from the Corporation as it may deem to be appropriate for the purpose of ensuring compliance with all applicable laws, the Articles, these By-laws, and the Corporation’s Operating Policies. The Board shall ensure that each Regional Association receives a copy of the Regional Operating Policies.

### **SECTION VI** **DIRECTORS**

#### **6.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

#### **6.02 Number of Directors**

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. 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 Directors, by resolution of the Board. Directors shall not be employees of the Corporation and at least two of the Directors shall not be Officers of the Corporation or its affiliates.

#### **6.03 Qualifications**

Each Director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt, shall be a Director.

#### **6.04 Board Composition**

Pursuant to section 6.05, the nominating committee, if one is established, shall present a report at each annual meeting of Members with a slate of candidates eligible for election to the Board. Eligible candidates for election to the Board may also be eligible to serve as Officers of the Corporation, and the nominating committee may make recommendations for Officer appointments. The nominating committee shall consider and may recommend, to the fullest extent possible, at least one individual from each of the Regional Associations.

#### **6.05 Election of Directors and Term**

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required. Every election of Directors shall be carried out with reference to the report of the nominating committee and shall be in conformity with the requirements as to Board composition set forth in section 6.04.
- (b) The terms of office of Directors shall be no longer than four years, as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) A Director may serve no more than two consecutive terms and then shall be eligible for re-election after a one year absence from the Board.
- (e) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

#### **6.06 Appointed Directors**

Pursuant to the Articles, between the annual meetings of Members each year, the Board may appoint Directors (the “appointed Directors”) to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

#### **6.07 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 6.09, or no longer fulfils all of the qualifications to be a Director set out in section 6.03, as determined in the sole discretion of the Board.

#### **6.08 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

#### **6.09 Removal**

The Members may, by Ordinary Resolution, passed at a 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.

#### **6.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

#### **6.11 Delegation**

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. Unless otherwise determined by the Board, such 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.

#### **6.12 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. 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.

#### **6.13 Conflict of Interest**

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in the Conflict of Interest Policy of the Corporation and in section 141 of the Act.

#### **6.14 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

#### **6.15 Indemnification**

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

### **SECTION VII** **MEETINGS OF DIRECTORS**

#### **7.01 Calling of Meetings**

Meetings of the Board may be called by the President, the Vice-President or any two Directors at any time.

#### **7.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

#### **7.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of a meeting shall not be necessary if the meeting of the Board is held immediately following the annual meeting of Members. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

#### **7.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

**7.05 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.

**7.06 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 6.02. For the purpose of determining quorum, a Director may be present in person, or by teleconference and/or by other electronic means.

**7.07 Votes to Govern**

Each Director may exercise one vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**7.08 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

**SECTION VIII  
OFFICERS**

**8.01 Appointment**

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. With the exception of the office of the General Secretary described in section 8.02(e), an Officer shall be a Director..

## 8.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director and the Chair of the Board. The President shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-President** - The Vice-President, if one is to be appointed, shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - The Secretary shall be a Director and be the Secretary of all meetings of the Board, Members and committees. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** - The Treasurer shall be a Director and responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.
- (e) **General Secretary** - The General Secretary, if one is appointed, shall be the Chief Executive Officer of the Corporation. The General Secretary shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the General Secretary the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The General Secretary shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation. The General Secretary shall be entitled to receive notice of, attend and participate at meetings of the Board, unless specifically excluded by a resolution of the Board. The General Secretary of the Corporation shall be an ex-officio member on all committees of the Board, except the Nominations Committee, but shall not be a Director and shall have no voting rights.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from

time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **8.03 Term of Office**

Officers, except the General Secretary, shall hold their position for a period of four years, for a maximum of two consecutive terms, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **8.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

## **SECTION IX NOTICES**

### **9.01 Method of Giving Notices**

Subject to sections 4.05 and 7.03, any notice to be given (which term includes sent, delivered or served) 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:

- (a) 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 Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with the Act.

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 means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **9.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### **9.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

#### **9.04 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 Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **9.05 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION X**  
**ARTICLES AND BY-LAWS**

**10.01 Previous By-laws**

All previous By-laws of the Corporation are repealed as and from the Effective Date. Such repeal shall not affect the previous operation of such repealed By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

**10.02 Amendment of Articles**

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**10.03 By-law Confirmation**

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

**10.04 Effective Date of Board Initiated By-law, Amendment or Repeal**

Subject to the Articles and the Act, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. 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 Special 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.

**SECTION XI**  
**EFFECTIVE DATE**

**11.01 Effective Date**

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the Act and approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Directors of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**APPROVED** by the Members of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Secretary