

# By-Law No. 4

a by-law (amending and replacing By-Law Number 3) relating generally to the transaction of the affairs of

## SPONSORSHIP MARKETING COUNCIL CANADA/ CONSEIL CANADIEN SUR LA COMMANDITE

(the “Corporation”)

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

## **SECTION 1 - GENERAL**

### **1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, 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 and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time-to-time, in force and effect;
- e. "meeting of members" includes an annual meeting of members (sometimes referred to as the "annual general meeting of members" and also as "AGM of members") or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time-to-time; and
- i. "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**

1.02.1 In the interpretation of this by-law, words in the singular include the plural and vice-versa; words in one gender include all genders; and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.02.2 Other than as specified in subsection 1.01 of this by-law, words and expressions defined in the Act have the same meanings when used in this by-law.

### **1.03 Corporate Seal**

1.03.1 The Corporation may have a corporate seal in the form approved from time-to-time by the board. If a corporate seal is approved by the board, the Secretary of the Corporation shall be the custodian of the corporate seal.

### **1.04 Purpose**

1.04.1 The purpose (“Purpose”) of the Corporation is to:

- create a body of knowledge that will improve confidence in the power of sponsorship marketing as an accountable marketing communications investment
- encourage the development of measurement tools and metrics to better define sponsorship marketing’s return on investment
- introduce and conduct education programs to support the development and dissemination of best practices
- celebrate the discipline’s best work through dedicated sponsorship awards programs
- organize events that advance the common interests of the Corporation’s members.

### **1.05 Execution of Documents**

1.05.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of the following persons: the Chairperson; the Vice-Chairperson (if any); the President (if any); the Secretary; or the Treasurer (if any).

1.05.2 In addition, the board may from time-to-time, by resolution, direct the manner in which and/or the person or persons by whom a particular document or type of document shall be executed.

1.05.3 Any person authorized to sign any document may affix the corporate seal (if any) to the document.

1.05.4 Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **1.06 Financial Year**

1.06.1 The financial year of the Corporation shall begin on July 1<sup>st</sup> of each year and end June 30<sup>th</sup> of the next following year.

### **1.07 Banking Arrangements**

1.07.1 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 of directors may designate, appoint or authorize from time-to-time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time-to-time designate, direct or authorize.

## **1.08 Borrowing By-law**

- 1.08.1 If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time-to-time:
- a. borrow money on the credit of the Corporation;
  - b. issue, re-issue, sell, pledge or hypothecate debt obligations of the Corporation; and
  - c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 1.08.2 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.
- 1.08.3 Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

## **1.09 Annual Financial Statements**

- 1.09.1 Subsection 172(1) (Annual Financial Statements) of the Act provides that the directors of the Corporation shall place before the members at every AGM of members prescribed comparative annual financial statements that conform to any prescribed requirements.
- 1.09.2 The Corporation may, instead of sending to members copies of the annual financial statements and documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, publish a notice to its members stating that such annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 - MEMBERSHIP**

### **2.01 Membership Conditions**

- 2.01.1 Subject to the articles, and at the sole discretion of the board of directors, there may be up to three (3) different classes of members derived from firms, associations, individuals, or other legal entities that have a significant interest in the Purpose of the Corporation and who have applied for and been accepted into membership of the Corporation by resolution of the board or in such other manner as may be determined by the board, in the categories of:

- a. (i) brand and/or marketing sector; (ii) marketing communications agency; (iii) consultant; or (iv) owner of sponsorship properties;
- b. supplier to any one or more of the entities described in subsection 2.01.1 (a) above; or
- c. an individual or entity not otherwise included or described in subsections 2.01.1 (a) and (b) above.

2.01.2 The decision of the board whether or not to accept an application for membership, and the class or category of membership that will be made available to the applicant will be in the sole discretion of the board and final.

2.01.3 After its membership application is accepted by the board and the applicable membership dues are received by the Corporation, each member shall be entitled to receive notice of, attend and (except in the case of a non-voting classification of membership) vote at all meetings of the members of the Corporation.

2.01.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this subsection 2.01 of the by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m) of the Act.

## **2.02 Notice of Meeting of Members**

2.02.1 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 twenty-one (21) to sixty (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 twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

2.02.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.03 Absentee Voting**

2.03.1 Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

- 2.03.2 Consequently, at each meeting of members every vote of every proxy voting on behalf of an absentee member shall be tallied without identifying the absentee member and aggregated only with all other votes of absentee voters and reported as such when the voting results on each question are declared by the Chairperson of the members meeting without identifying the absentee members who voted by proxy.
- 2.03.3 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **SECTION 3 - DUES, OFFICIAL REPRESENTATIVES, TERMINATION AND DISCIPLINE OF MEMBERS**

### **3.01 Membership Dues**

- 3.01.1 The rights and benefits of membership are available only to those members whose payment of their annual membership dues are not in arrears.
- 3.01.2 The annual membership dues payable by members of the Corporation in each classification of membership shall be those fixed from time-to-time by resolution of board of directors of the Corporation.
- 3.01.3 A member whose annual membership dues remain unpaid for more than ninety (90) days after its due date shall be deemed to be in arrears, whereafter the board of directors, at its discretion, may declare that such membership is terminated and upon such termination all benefits and services accruing to members of the Corporation shall cease to be provided to such former member.
- 3.01.4 Payment of the annual membership dues by no later than its due date is a condition precedent to the entitlement of members to participate in the affairs of the Corporation and to vote at any meeting of members held during the period of one (1) year from date the membership dues are paid.

### **3.02 Official Representatives**

- 3.02.1 Each member, immediately after becoming a member, shall appoint in writing a qualified, individual person to be the member's official representative to the Corporation and shall forward such name to the President of the Corporation. Among the qualifications of a member's official representative is that he/she is employed by, or be a member in good standing of, the member of the Corporation.
- 3.02.2 Such representative will be entitled, on behalf of such member, to attend all meetings of members of the Corporation that may be convened or held from time-to-time and shall be entitled to vote and otherwise act for and on behalf of and in the name of such member in respect of all matters that may come before the meeting in the same manner, to the same extent, and with the same power as, such member could do.
- 3.02.3 Such representative shall remain as representative of such member until the member so appointing him/her shall appoint and confirm in writing addressed to the President of the Corporation another qualified individual person as the member's official representative in lieu of such first-named representative.

3.02.4 The board may, by resolution, require that a member replace its official representative.

### **3.03 Termination of Membership**

3.03.1 A membership in the Corporation is terminated when:

- a. in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described under subsection 2.01 of this by-law;
- c. the member resigns by so notifying the Chairperson of the board or the President of the Corporation in which case such resignation shall be effective on the date specified in such notice;
- d. the member is expelled in accordance with subsection 3.06 of this by-law, or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires and is not renewed by that member;  
or
- f. the Corporation is liquidated or dissolved under the Act.

### **3.04 Effect of Termination of Membership**

3.04.1 Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.04.2 Upon the termination of, or withdrawal from, membership for any reason:

- a. there will be no refund or proration to the member of membership dues previously paid by the member; and
- b. such member shall remain liable to the Corporation for all outstanding obligations to the Corporation of such member as at the time of such termination or withdrawal.

### **3.05 Membership Transferability**

3.05.1 A membership may only be transferred to the Corporation. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this subsection 3.05.1 of the by-law.

### **3.06 Discipline of Members**

3.06.1 The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;

- b. carrying out any conduct which may be detrimental to the Corporation, its reputation or Purpose, as determined by the board in its sole discretion; and
  - c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the Purpose of the Corporation.
- 3.06.2 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
- 3.06.3 The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.
- 3.06.4 In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.
- 3.06.5 If written submissions are received in accordance with the provisions of subsection 3.06 of the by-law, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- 3.06.6 The board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.01 Persons Entitled to be Present**

- 4.01.1 Members, directors, the Corporation's public accountant, and, at the invitation of the Chairperson or the President, non-members of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at such meeting of members.

### **4.02 Chairperson of the Meeting**

- 4.02.1 In the event that the Chairperson of the board is absent, the members who are present and entitled to vote at the meeting of members shall choose one (1) of their number to be Chairperson the meeting of members.

### **4.03 Quorum**

- 4.03.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20% of the members entitled to vote at the meeting.

4.03.2 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.

#### **4.04 Annual Meeting of Members (AGM of Members)**

4.04.1 There shall be an AGM of members of the Corporation which shall be held at a time, date and place in Canada that the board of directors determine.

#### **4.05 Members Calling a Meeting of Members**

4.05.1 The board of directors shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights.

4.05.2 If the directors do not call a meeting of members within twenty-one (21) days of receiving the requisition referred to in subsection 4.05.1 of this by-law, any member who signed the requisition may call the meeting.

#### **4.06 Votes to Govern**

4.06.1 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question.

4.06.2 In case of an equality of votes at a meeting of members either on a show of hands or on a ballot or on the results of electronic voting, the Chairperson of the meeting in addition to an original vote shall not have a second or casting vote.

#### **4.07 Participation by Electronic Means at Meetings of Members**

4.07.1 If the Corporation 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 means of such telephonic, electronic or other communication facility in the manner provided by the Act.

4.07.2 A person participating in a meeting by such means is deemed to be present at the meeting of members.

4.07.3 Notwithstanding any other provision of this by-law, any person who participates in a meeting of members pursuant to subsection 4.07 of this by-law and who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### **4.08 Meeting of Members Held Entirely by Electronic Means**

4.08.1 Subject to the requirements of the Act and Regulations, meetings of members may be held entirely by telephonic, electronic or other communication facility.

#### **4.09 Proposals at AGM by Members Nominating Directors**

4.09.1 Subject to the Regulations, any proposal by one (1) or more members may include nominations for the election of directors if the proposal is signed by not less than 25% of members entitled to vote at the meeting at which the proposal is to be presented.

### **SECTION 5 - DIRECTORS**

#### **5.01 Election and Term**

5.01.1 Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

5.01.2 No person who has served on the board of directors for two (2) consecutive terms of up to three (3) years per each term shall be eligible for re-election at the next following AGM of members of the Corporation at which the board of directors is elected.

#### **5.02 Qualifications of Directors**

5.02.1 The following persons are disqualified from being a director of the Corporation:

- a. anyone who is less than eighteen (18) years of age;
- b. anyone who has been declared incapable by a Court in Canada or in any other country;
- c. a person who is not an individual; and
- d. a person who has the status of a bankrupt.

5.02.2 The office of director shall be automatically vacated:

- a. if the director shall resign the office by delivering a written resignation to the Chair or to the Secretary of the Corporation; or
- b. by ordinary resolution of the members in accordance with section 130 of the Act; or
- c. on the death of the director.

5.02.3 A director of the Corporation is required to be a member of the Corporation.

5.02.4 No person shall act for an absent director at a meeting of directors.

#### **5.03 Responsibilities of Directors**

5.03.1 The board of directors of the Corporation shall manage the affairs, activities and property of the Corporation and shall have the authority and responsibility for establishing overall

direction and general operating policies of the Corporation with respect to matters of general interest to all members. Without limiting the generality of the foregoing, this includes:

- a. taking title to real and personal property in the name of the Corporation;
- b. borrowing money on behalf of the Corporation;
- c. making or causing to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into;
- d. appointing a President of the Corporation;
- e. directing the Corporation's officers to do all things necessary to carry out the policies, functions and activities of the Corporation;
- f. establishing a fiscal year for the Corporation;
- g. approving the Corporation's annual budget;
- h. approving (or not) applications for membership;
- i. prescribing services available to members;
- j. determining dues for membership; and
- k. delegating such of its powers as it may legally do, and which it may deem advisable, to the Executive Committee and any other committees established by the board of directors.

#### **5.04 Number of Directors**

5.04.1 The board of directors shall consist of not fewer than five (5) and not more than twenty (20) directors, each of whom represents a member of the Corporation in good standing.

#### **5.05 Composition of Board**

5.05.1 Not fewer than one-third (1/3) of the board of directors shall be drawn from the roster of the members of the Corporation in good standing in the "brand and/or marketing sector", as that term is commonly understood in the advertising industry.

### **SECTION 6 - MEETINGS OF DIRECTORS**

#### **6.01 Calling Meetings of Directors**

6.01.1 Meetings of the board may be called at any time by the Chairperson of the board or any two (2) directors.

## **6.02 Notice of Meetings**

6.02.1 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in subsection 9.01.1 of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. 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-laws otherwise provide, 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) (Limits on Authority) of the Act that is to be dealt with at the meeting.

## **6.03 Time, Place and Notice of Meetings**

6.03.1 Unless the articles or by-laws of the Corporation otherwise provide, the directors may meet at any place and on any notice that the by-laws require.

## **6.04 Waiver of Notice**

6.04.1 A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **6.05 Adjournment**

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

## **6.06 Attendance by Director at Members' Meetings**

6.06.1 A director is entitled to attend and be heard at every meeting of members.

## **6.07 Quorum of Directors' Meetings**

6.07.1 Subject to the articles or by-laws of the Corporation, a majority of the minimum number of directors required by the articles constitutes a quorum at any meeting of directors. Provided, however, that if there are not fewer than ten (10) directors nor more than seventeen (17) directors, then a quorum of directors at any meeting of directors shall be six (6). Despite any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

## **6.08 Participation at Directors' Meetings**

6.08.1 Subject to the by-laws of the Corporation, directors may, in accordance with the Act and the Regulations, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

## **6.09 Votes to Govern**

6.09.1 At all meetings of the board, each director is authorized to exercise one (1) vote and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairperson of the meeting shall have an original vote but shall not have a second or casting vote.

## **6.10 Number of Meetings of the Board of Directors**

6.10.1 The board of directors shall meet not less than three (3) times during each fiscal year.

## **6.11 Committees of the Board of Directors**

6.11.1 Executive Committee:

- a. the board of directors shall appoint an Executive Committee composed of not fewer than three (3) directors;
- b. of the three (3) directors on the Executive Committee there will be the Chairperson of the board of directors; the Vice-Chairperson (if any) of the board of directors; and, in addition, there may be such other directors as may be appointed to the Executive Committee by the board of directors annually;
- c. each member of the Executive Committee shall be a voting member except the Secretary if he/she is not a director of the board; and
- d. a quorum of the Executive Committee shall be not less than a majority of the then-members of the Executive Committee.

6.11.2 The Executive Committee shall have the power and authority to:

- a. make financial commitments and expenditures up to a maximum of Ten Thousand (\$10,000) Dollars in the aggregate for any one transaction without requiring the prior approval and authorization of the board of directors;
- b. make financial commitments and expenditures in excess of Ten Thousand (\$10,000) Dollars in the aggregate for any one transaction after receiving the approval and authorization of the board of directors;
- c. make financial commitments and expenditures in excess of Ten Thousand (\$10,000) Dollars in the aggregate for any one transaction without requiring the prior approval and authorization of the board of directors if the stated purpose of such commitment and expenditure relates to a situation that the Executive Committee has declared to be of an extremely confidential nature and/or time sensitive and if the board of directors' approval of such commitment and expenditure is subsequently affirmed by resolution of the board of directors;

- d. exercise such other powers and authority as the board of directors deems appropriate and may specify; and
  - e. at its option present policy recommendations, proposals and long-term goals and priorities for consideration by the board of directors in respect of any matter relating to the Corporation that may arise from time-to-time.
- 6.11.3 The Executive Committee shall not, unless authorized by resolution of the board of directors, have responsibility for, nor authority to, conduct routine business on behalf of the board of directors.
- 6.11.4 The Executive Committee shall submit to the board of directors of the Corporation, in a reasonably timely fashion, minutes of each formal meeting of the Executive Committee since the last proceedings of the board of directors.

6.11.5 **Other Committees:**

In addition to the Executive Committee, the board of directors may from time-to-time appoint any other committee or advisory body as the board deems necessary or appropriate for such purposes and, subject to the Act, vest in such committees or advisory bodies such powers as the board shall see fit. Any such committee or advisory body may formulate its own rules of procedure, subject to such regulations or directions, including, without limitation, directions from the board concerning membership in such committees and advisory bodies, and regulations or directions, as the board may from time-to-time make.

6.11.6 **Removal of Committee Members:**

Any member of any committee or other advisory body may be removed by resolution of the board of directors.

## **SECTION 7 - INDEMNIFICATION**

### **7.01 Persons Entitled to Indemnification**

- 7.01.1 Every director or officer of the Corporation and every other person or legal entity who has undertaken or is about to undertake any liability on behalf of the Corporation, or who is deemed, adjudicated or otherwise declared by some competent authority or tribunal to be liable for the actions, or the failure to act appropriately, or for the debts, of the Corporation or any corporation or entity controlled by the Corporation, and their heirs, executors and administrators, estate and effects, respectively, shall from time-to-time and at all times, be indemnified and saved harmless by the Corporation, out of the funds of the Corporation, from and against:
- a. all costs, charges and expenses which such director, officer or other person or entity sustains or incurs in or about any action, suit or proceedings which is/are brought, commenced or prosecuted against him, or her, or it, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her or it, in or about the execution of the duties of his or her or its office, or in respect of any such liability; and

- b. all other costs, charges and expenses which he or she or it sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her or its own willful neglect or default.

## 7.02 Insurance

7.02.1 The Corporation shall purchase or maintain insurance for the benefit of any person referred to in subsection 7.01.1 of this by-law. Any action from time-to-time taken by the directors under subsections 7.01.1 and 7.02.1 of this by-law shall not require confirmation by the membership of the Corporation.

## SECTION 8 - OFFICERS

### 8.01 Description of Offices

8.01.1 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, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chairperson of the Board** - The Chairperson of the board, if one is appointed, shall be a director. The Chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Chairperson shall have such other duties and powers as the board may specify. The Chairperson shall be the Chief Executive Officer of the Corporation if no President is appointed pursuant to sub-sub paragraph (c) below.
- b. **Vice-Chairperson of the Board** – the Vice-Chairperson of the board, if one is appointed, shall be a director. The Vice-Chairperson of the board, if any, shall, when present and in the absence for any reason of the Chairperson of the board, preside at the meetings of the board of directors and of the members. The Vice-Chairperson shall have such other duties and powers as the board may specify.
- c. **President** – If appointed, the President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. **Secretary** – If appointed, the Secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. 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. The Secretary need not be a director of the Corporation and, if not a director, may not, as Secretary, vote on matters before (i) the board of directors, or (ii) the Executive Committee, or (iii) a committee of the board, as

the case may be.

- e. **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the board may specify.

8.01.2 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or 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.

8.01.3 Any two (2) offices of the Corporation may be held by the same person, with the exception of the Chairperson of the Board.

## 8.02 Vacancy in Office

8.02.1 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 being a director is a necessary qualification of appointment) or
- d. such officer's death.

8.02.2 If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## SECTION 9 - NOTICES

### 9.01 Method of Giving Notices

9.01.1 Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), shall, unless otherwise provided by the articles or by-laws or by the Act, 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 sent by the Corporation in accordance with Sections 128 (Notice of directors) or 134 (Notice of change of directors); 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 Part 17 of the Act.

9.01.2 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.

9.01.3 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.

9.01.4 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 Invalidity of any Provisions of this By-law**

9.02.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **9.03 Omissions and Errors**

9.03.1 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-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 10 - EFFECTIVE DATE**

### **10.01 Effective Date**

10.01. Subject to matters requiring a special resolution, this by-law shall be effective on the date that it is approved by the directors of the Corporation.

CERTIFIED to be By-Law No. 4 of the Corporation, as enacted by the directors of the Corporation by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 2020 and confirmed by the members of the Corporation by special resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
[Indicate name of director/officer]