
**THE CANADIAN AVIATION HISTORICAL
SOCIETY**

GENERAL OPERATING BY-LAW NO. 8

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

THE CANADIAN AVIATION HISTORICAL SOCIETY
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 8

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

THE CANADIAN AVIATION HISTORICAL SOCIETY

(the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the Federal Government of Canada under the *Canada Corporations Act* on the 21st day of January, 1965 under the name “The Canadian Aviation Historical Society”;

AND WHEREAS, in anticipation of incorporation, the current General Operating By-law No. 1 was enacted on the 4th day of May, 1965, but which is deemed to have been adopted as of the date of incorporation of the Corporation;

AND WHEREAS the Corporation adopted borrowing By-laws No. 2 and 3 on the 4th day of May, 1965;

AND WHEREAS General Operating By-law No. 1 was amended by By-law No. 4, which was approved at a meeting of the Directors on the 28th day of April, 1967, and confirmed at a meeting of the Members on the 10th day of June 1967;

AND WHEREAS By-law No. 5, being a general operating by-law, was approved at a meeting of the Directors on the 16th day of April, 1975, and confirmed at a meeting of the Members on the 7th day of June, 1975, which By-law No. 5 also has the effect of repealing By-law No. 1 and By-law No. 4;

AND WHEREAS By-law No. 6, being a general operating by-law, was approved at a meeting of the Directors on the 3rd day of June, 2008, and confirmed at a meeting of the Members on the 4th day of June, 2008, which By-law No. 6 also has the effect of repealing By-law No. 2, 3 and 5;

AND WHEREAS By-law No. 7 being a general operating by-law, was approved at a meeting of the Directors on the 3rd day of June, 2009, and confirmed at a meeting of the Members on the 4th day of June, 2009, which By-law No. 7 also has the effect of repealing By-law No. 6;

AND WHEREAS it is determined necessary to replace By-law No. 7 with General Operating By-law No. 8 herein;

AND WHEREAS the Corporation has applied for a Certificate 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 13.01 as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In this By-law and all other 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 substituted therefore, 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) “Appointed Director” means an appointed director, being a member of the Board, and who is appointed in accordance with section 6.06 of this By-law.
- (d) “Board” means the board of directors of the Corporation, which shall be collectively comprised of Chapter President Directors and Elected Directors in accordance with section 6.02 of this By-law.
- (e) “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.
- (f) “Chapter” means a chapter of the Corporation established in accordance with section 11.01 of this By-law.
- (g) “Chapter By-law” means the by-law of the Chapter as prepared in accordance with section 11.04 of this By-law.
- (h) “Chapter Member” means a chapter member of the Corporation as determined in accordance with section 4.01(b) of this By-law.
- (i) “Chapter President Director” means a director who is a Chapter President, being a member of the Board, and who is elected in accordance with section 6.02 of this By-law.
- (j) “Director” means a member of the Board.
- (k) “Elected Director” means an elected director, being a member of the Board, who is elected in accordance with section 6.02 of this By-law.
- (l) “General Member” means a national member of the Corporation as determined in accordance with section 4.01(a)(i) of this By-law.

- (m) “Honorary Member” means a honorary member of the Corporation as determined in accordance with section 4.01(a)(ii) of this By-law.
- (n) “Internet Member” means an internet member of the Corporation as determined in accordance with section 4.01(a)(v) of this By-law.
- (o) “Life Member” means a life member of the Corporation as determined in accordance with section 4.01(a)(ii) of this By-law.
- (p) “Member” means a National Member, or a Chapter Member, of the Corporation, but where a reference to Member in this By-law involves a right to vote, then Member shall only mean a National Member.
- (q) “Members” or “Membership” means the collective membership of the Corporation.
- (r) “Officer” means an officer of the Corporation in accordance with section 8.02.
- (s) “Operating Policies” means the operating policies approved by the Board in accordance with section 3.07 of this by-law.
- (t) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (u) “Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (v) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (w) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.
- (x) “Sustaining Member” means a sustaining member of the Corporation as determined in accordance with section 4.01(a)(iv) of this By-law.

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 shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated

organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;

- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles of the Corporation, which for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) 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 **OBJECTS OF THE CORPORATION**

2.01 Purposes

The purposes of the Corporation as set out in its Articles are as follows:

- (a) to support and encourage research in to the history of aviation generally and Canadian aeronautical history in particular and to foster the collection and dissemination of knowledge thereof; and
- (b) to stimulate interest in and to further the appreciation and understanding of the influence of aviation on Canada's development and on the world.

SECTION III **FINANCIAL AND OTHER MATTERS**

3.01 Registered Office

The registered office of the Corporation shall be in the Province of Ontario, as specified in the articles. The registered office may be changed to another place within the province by a motion of the Board of Directors. Notice of a change in registered office shall be sent to Industry Canada.

3.02 Fiscal Year

Unless otherwise changed by resolution of the Board, the fiscal year end of the Corporation shall be the 31st day of December in each year.

3.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. 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 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.

3.04 Banking

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 by resolution. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize, provided that all cheques in the amount of \$500 or less may be signed by one of the designated Officers or such other persons as the Board may by resolution from time to time designate.

3.05 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.

3.06 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 and Corporations Canada 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 by prepaid mail or e-mail.

3.07 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.

3.08 By-law Policies

The Board may, from time to time, prescribe, amend or repeal By-law policies which deal with matters that are set out in the Act or other matters that the Members or the Board considers necessary to require the approval of Members. By-law policies may be prescribed, amended or repealed by resolution of the Board, but any such by-law policy, amendment thereto or repeal thereof, shall have force and effect only after it has been confirmed by Special Resolution by the Members present and voting at a meeting called for that purpose.

3.09 Corporate Records

(a) A corporation shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing:

- (i) the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;
- (ii) the minutes of meetings of members and any committee of members;
- (iii) the resolutions of members and any committee of members;
- (iv) a register of directors;
- (v) a register of officers; and
- (vi) a register of members.

(b) A corporation shall prepare and maintain adequate accounting records and records containing minutes of meetings of the directors and any committee of directors as well as resolutions adopted by the directors or any committee of directors. These shall be kept at the registered office of the corporation or at any other place approved by the Board.

3.10 Dissolution

In the event of dissolution or winding-up of the Corporation, the Act shall apply.

SECTION IV
MEMBERS

4.01 Membership

There shall be two (2) classes of members in the Corporation, namely National Members and Chapter Members. An individual may be a National Member as well as a Chapter Member. An individual may also hold membership in more than one chapter. Membership in the Corporation shall be subject to approval by the Board or as may otherwise be provided in the Corporation's Operating Policies. The following conditions of membership shall apply:

(a) **National Members.** National Members are those Members who have fulfilled the membership requirements as detailed below.

(1) The National Members class shall consist of the following categories of Members:

- i General membership shall be available to those individuals who submit a formal written application to the Corporation and pay the appropriate National membership dues on an annual basis.
- ii Life membership was available to those individuals who submit a formal written application to the Corporation and who have paid the requisite one-time life membership dues. No new Life Members shall be admitted by the Corporation.
- iii Honorary membership shall be awarded to individuals who have made a significant contribution to Canada's aviation history as determined in the discretion of the Board of Directors from time to time.
- iv Sustaining membership shall be available to those firms or organizations who submit to the Corporation a written application signed by an officer of the applicant organization and who pay the requisite membership dues as determined by the Board from time to time.
- v Internet membership shall be available to those individuals who submit a written application for membership to the Corporation and pay the requisite membership dues on an annual basis.

(2) Each National Member is entitled to receive notice of, attend and vote at all meetings of Members and each such National Member shall be entitled to one (1) vote at such meetings.

- (3) All National Members shall be eligible to hold office as a Director and/or Officer of the Corporation. In addition, each National Member who is also a Chapter Member shall be eligible to hold office in his or her respective Chapter as an executive committee member and/or officer of the Chapter.
 - (4) Each National Member shall have the right to attend, speak and participate at all meetings of Chapter Members of the Corporation, but if they have not paid the appropriate Chapter membership dues on an annual basis, they will not have the right to receive notice of or vote at any meetings of Chapter Members.
 - (5) National Members shall have no right to vote on the election of Directors representing the Chapter Members.
- (b) **Chapter Members.** Chapter membership shall be available to those individuals who submit a written application for membership to a Chapter of the Corporation and pay the appropriate membership dues set by the Chapter on an annual basis.
- (1) Each Chapter Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Chapter Member shall be entitled to one (1) vote at such meetings.
 - (2) Each individual who is a Chapter Member shall be eligible to hold office as a Director and/or Officer of the Chapter if they are also a National Member.
 - (3) Each Chapter Member shall have the right to attend, speak and participate at all meetings of National Members of the Corporation, but if they have not paid the appropriate National membership dues on an annual basis, they will not have the right to receive notice of or vote at any meetings of National Members.
 - (4) Chapter Members shall have no right to vote on the election of Directors representing the National Members
- (c) **Voting.** The National and Chapter Members shall vote together as a single class on all matters, except those matters requiring a separate class vote in accordance with the Act and this By-law, including:
- (1) amendments to the Articles:
 - (2) matters relating to membership conditions and rights as specified in subsection 199(1) of the Act;
 - (3) amalgamation in accordance with sections 204 or 207 of the Act;
 - (4) continuance in accordance with subsection 212(4) or section 213 of the Act;

(5) an extraordinary sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of its activities in accordance with section 214 of the Act; and

(6) election of Directors pursuant to sections 6.04 (a) and (b).

4.02 Transition of Membership

All General, Life, Honorary, Sustaining and Internet members of the Corporation as at the effective date of continuance of the Corporation under the Act shall continue as National Members in accordance with the Corporation's Operating Policies.

4.03 Withdrawal from or Transfer Between Classes

A Member may withdraw from a class or transfer between classes by submitting written correspondence to that effect. The Member shall be required to pay any outstanding amounts owing due to a transfer in classes.

4.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies or ceases to exist;
- (b) the Member resigns by delivering a written resignation to the President, in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member is removed as a Member of the Corporation in accordance with section 4.06;
- (d) the Member's term of membership expires, if any; or
- (e) the Association 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. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

4.05 Membership Dues

Membership dues or fees shall be established and modified as directed by the Board of Directors or Chapter Directors, as appropriate, from time to time. Members shall be notified in writing of the membership fees, if any, at any time payable by them. If the said dues, if any, are not paid by a Member within one-hundred twenty (120) days of the membership renewal date, then the Member in default shall be deemed to have resigned

their membership. However, where a Member in default pays his requisite dues, then the Member shall be reinstated to membership with the rights and duties associated therewith.

4.06 Discipline of Members

A Member may be suspended or removed as a Member by the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (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 twenty (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 twenty (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 twenty (20) days from the date of receipt of the submissions.

4.07 Privacy of Information

The personal information gathered and stored by the Corporation shall not be disclosed in whole or part to any other organization except where required by law. All such information shall only be used for official Corporation purposes only.

SECTION V **MEETINGS OF MEMBERS**

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and any special meeting of Members.

5.02 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 fifteen (15) months after holding the preceding annual meeting and no later than six (6) 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.

5.03 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 percent (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 twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

5.04 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

5.05 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.

5.06 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 5.06(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 5.06(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 5.18.

5.07 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.

5.08 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 Chapter Members who do not have a right to vote but can otherwise speak and participate at the meeting, the Directors and the public accountant of the Corporation 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.

5.09 Chairperson of the Meeting

The chairperson of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. In the event that both the President and the Vice-President are absent, the Secretary shall chair the meeting. At the discretion of the President, he may designate any other Officer to act as the chairperson of a Members' meeting even though he may be present at the said meeting.

5.10 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be twenty (20) Members of the Corporation. 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 a quorum, a Member may be present in person or by proxy or by telephonic and/or by other electronic means. The number of proxies shall be reported in the minutes.

5.11 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 thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (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.

5.12 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.

5.13 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 enable the votes to be gathered in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

5.14 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, 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

votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

5.15 Votes to Govern

At all meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined on a show of hands by Ordinary Resolution. The chairperson of the Members' meeting shall not vote on any matter in the first instance, provided that in the case of an equality of votes, the chairperson of the meeting shall cast the deciding vote.

5.16 Show of Hands

Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility.

5.17 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

5.18 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.

5.19 Resolution in Lieu of Meeting

A resolution in writing and signed by all of 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.

5.20 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

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.

Subject to the limitations accompanying any gift and the articles or by-laws, the corporation may invest its funds as approved by the Board.

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. At least two of the Directors shall not be Officers of the Corporation or be Officers or employees of the Corporation's affiliates.

6.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a National Member. No person who has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, or who is an "ineligible individual", as defined in the *Income Tax Act*, shall be a Director. A Director must be in full agreement with the governing documents of the Corporation.

6.04 Board Composition

The Board shall be composed as much as possible of the following:

- (a) up to four (4), but not less than three (3), Directors nominated from among and by the Chapter Presidents to represent the Chapters; and
- (b) up to seven (7), but not less than five (5), Directors nominated from among the National Members.

Presidents of Chapters may be elected under 6.04(b) to the Board as Directors; however, they are elected as representatives of National Members and not as Chapter President Directors.

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 in conformity with the requirements as to Board composition set forth in section 6.04.
- (b) The term of office of Directors shall be one (1) year or 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) Directors shall be eligible for re-election without limitation.

6.06 Appointment of Additional Directors

Pursuant to the Articles, following the conclusion of the annual general meeting 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 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person’s election or appointment.

6.08 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 6.10, 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.

6.09 Resignation of Directors

A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when sent to the Corporation or at the time specified in the resignation, whichever is later.

6.10 Removal of Directors

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. A Director is entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose.

6.11 Filling of 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 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.

- (a) Where the resigning Director is a Chapter President the Board may, by resolution of a quorum, appoint a Chapter President to fill the vacancy for the remainder of the term of the Director; and
- (b) Where the resigning Director is a representative of the National Members the Board may, by resolution of a quorum, appoint a representative of the National Members to fill the vacancy for the remainder of the term of the Director.

6.12 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties in accordance with the Corporation's Operating Policies.

6.13 Change of Information of Directors

The Directors shall send to Industry Canada, in the timeline and the form prescribed by Industry Canada, a notice describing any change in directors or any change in the address of a director. Any such change shall be communicated to Industry Canada within two months of the change taking effect. Directors shall advise the Board of any change in their address within one month of the change taking effect.

SECTION VII
MEETINGS OF DIRECTORS

7.01 Place and Number of Meetings

Meetings of the Board may be held at the registered office of the Corporation, in person or by electronic means, or at any other place within or outside of Canada, as the Board may determine. There shall be a minimum of four (4) Board meetings during the term of office of the elected Board.

7.02 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President, Secretary, Treasurer or any two (2) Directors at any time.

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 10.01 of this By-law to every Director of the Corporation not less than five (5) 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-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 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which such Board is elected.

7.05 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.

7.06 Participation of Chapter Presidents at Board Meetings

Chapter Presidents not elected to the Board of Directors may attend and participate in meetings without the right to vote or make motions. Chapter Presidents who are participating in a meeting of the Board of Directors shall not be included when determining quorum except for those Chapter Presidents who are Directors on the Board.

7.07 Quorum

A majority of the number of Directors determined in accordance with section 6.02 constitutes a quorum of any meeting of the Board. 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.

7.08 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.

7.09 Chairperson of the Meeting

The chairperson of Board meetings shall be the President or the Vice-President if the President is absent or unable to act. If the Vice-President is absent or unable to act, then the Secretary shall be the chairperson of the Board meeting. In the event that the President, the Vice-President and Secretary are all absent, the Directors who are present shall choose one of their number to chair the meeting.

7.10 Votes to Govern

At all meetings of the Board, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be decided by Ordinary Resolution. Each Director, with the exception of the chairperson of the meeting, is authorized to exercise one (1) vote on

any question to be decided at a Board meeting. In the event of a tie vote, the chairperson of the Board meeting shall cast the deciding vote.

7.11 Resolution in Lieu of Meeting

A resolution in writing and signed by all of 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.

7.12 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.

7.13 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 such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation. 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 chairman and to otherwise regulate its procedure.

No committee has the power to:

- (a) submit to the members any question or matter requiring the approval of members;
- (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors; approve any financial statements referred to in section 172 of the Act;
- (d) adopt, amend or repeal by-laws; or
- (e) establish contributions to be made, or dues to be paid, by members.

7.14 Executive Committee

There shall be an executive committee composed of the Officers of the Corporation. The executive committee shall exercise such powers of the Board as are delegated by the Board from time to time, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act.. All actions taken by the executive committee between Board meetings shall be disclosed to and are reviewable by the Board.

- (a) Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties in accordance with the applicable Operating Policy of the Corporation in place from time to time.
- (b) Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that five (5) days written notice of such meeting shall be given, other than by mail, to each member of the executive committee. Notice by mail shall be sent at least 14 days prior to the meeting. A majority of the members of the executive committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7.15 Remuneration of Officers, Agents, Employees

The remuneration of Officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by Ordinary Resolution provided that the Board may delegate this function to an Officer or Officers of the Corporation.

7.16 Acting for Absent Directors

No person shall act for an absent director at a meeting of directors in a capacity that allows them to vote, make motions or second motions.

SECTION VIII
OFFICERS

8.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, 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. Directors may only hold one national Officer position.

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, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **President** - The President shall be a National Member and a Director. The President shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members. The President shall be an ex-officio member of all committees and shall have the general powers of management usually vested in the office of President of a corporation. The President shall have such other duties and powers as may be prescribed by the Board or this By-law.
- (b) **Vice-President** - The Vice-President shall be a National Member and a Director. If the President is absent or is unable or refuses to act, the Vice-President, when present, shall preside at all meetings of the Board, committees of Directors, if any, and the Members. In the absence of the President, the Vice-President shall also perform all of the other duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall have such other duties and powers as may be prescribed by the Board or this By-law.
- (c) **Secretary** - The Secretary shall be a National Member, and a Director. The Secretary, when in attendance, shall be the Secretary of all meetings of the Board, Members and committees of the Board and, whether or not the Secretary attends, 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 auditor and members of committees. The Secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation. In the absence of both the President and the Vice-President, the Secretary shall also perform all of the other duties of the President and the Vice-President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President and the Vice-President. The Secretary shall have such other duties and powers as may be prescribed by the Board or this By-law.
- (d) **Treasurer** - The Treasurer shall be a National Member, and a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money and other valuables, the safekeeping of securities and the disbursement of funds of the Corporation. The Treasurer shall prepare and submit a budget for review and approval by the Board

of Directors by January 31st of each year. 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. The Treasurer shall have such other duties and powers as may be prescribed by the Board or this By-law.

- (e) **Membership Secretary** - The Membership Secretary shall be a National Member and a Director. The Membership Secretary shall be responsible for membership recruitment and retention. In addition, the Membership Secretary shall keep or cause to be kept at the head office of the Corporation, a membership register or duplicate register showing the names of the Members and their addresses and shall be responsible for serving the membership generally. Whenever requested, the Membership Secretary shall render a report of all of his or her transactions in relation to membership matters. The Membership Secretary shall have such other duties and powers as may be prescribed by the Board or this By-law. The Membership Secretary shall also be the privacy officer for the Corporation as required by applicable federal and provincial laws.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board 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 shall hold their position for a period of one (1) year, 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 meeting of Members. There is no maximum number of terms of office for an Officer and as such, an Officer will be eligible for re-appointment to an Officer position at the end of his or her term on a consecutive basis thereafter provided that such Officer continues to meet the qualification requirements to hold the said Officer position.

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

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

8.05 Remuneration of Officers

Subject to the Articles, the remuneration of all Officers appointed by the Board shall be determined from time to time by Ordinary Resolution of the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties, subject to any Operating Policy in this regard that may be adopted by the Board from time to time.

8.06 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

8.07 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in section 1.01.

SECTION IX
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 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 Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and Operating Policies of the Corporation.

9.02 Limitation of Liability

No Director or Officer (with "Director(s)" and "Officer(s)" in this section 9.02 to include former Directors and former Officers), shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which

any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

9.03 Indemnity of Directors and Officers

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

9.04 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance..

9.05 Advances

The Corporation 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 Corporation 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 section 9.03.

SECTION X **NOTICES**

10.01 Method of Giving Notices

Subject to sections 5.06 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 the

Corporation, 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.

10.02 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.

10.03 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.

10.04 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.

10.05 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 XI **CHAPTERS**

11.01 Status of Chapters

Chapters may be established from time to time in order to facilitate the work of the Corporation in different geographical regions in Canada. All Chapters are internal operating divisions of the Corporation that do not have legal standing outside of the Corporation and, as such, are accountable to the Board of Directors. The Chapters are the vehicle by which the objectives of the Corporation are carried out in the various regions of Canada. The Chapters are the foundation of the Corporation and the means by which the Corporation creates a regional presence.

11.02 Establishment of Chapters

Upon application by a minimum of ten (10) National Members in a particular geographical location and subject to their written agreement to be subject to the requirements imposed on Chapters in accordance with this By-law, the Corporation may establish new Chapters from time to time. The establishment of Chapters shall be done by a two-thirds (2/3rds) resolution of the Board of Directors. Upon the decision of the Board of Directors to establish a Chapter, all of the applicant National Members shall be immediately deemed to become Chapter Members, subject to each National Members' payment of the requisite dues or fees associated with Chapter membership to the Corporation within thirty (30) days of the date of the Board's decision to establish the said new Chapter.

11.03 Delegation to Chapters

Subject to the Act, the Board may delegate certain of its powers and/or duties in a particular geographic region to the executive committee of the Chapter in that region, provided that such Chapter executive committee remains at all times accountable to the Board in relation to the powers and/or duties that have been so delegated. As of the date of passing this By-law, the powers and/or duties that have been delegated by the Board of Directors to the executive committees of the Chapters are as follows:

- (a) Signing authority for the bank account or accounts of the Chapter, provided that the name on the said bank account(s) is in accordance with Section 11.04(a);
- (b) Conducting programs and activities in furtherance of the Object of the Corporation in the geographic region in which the Chapter is located; and
- (c) Signing authority for any agreements entered into by a Chapter on behalf of the Corporation related to the conducting programs and activities in furtherance of the Object of the Corporation in the geographic region in which the Chapter is located, subject to the Board's review and approval of the said agreements prior to their execution by the Chapter.

11.04 Required Governance Provisions for Chapters

The minimum mandatory governance provisions to be included in the Chapter By-law of each of the Chapters are as follows:

- (a) Subject to the written consent of the Corporation, the Chapter's operating name shall be one of the following: The Canadian Aviation Historical Society - _____ Chapter; or the _____ Chapter of The Canadian Aviation Historical Society. Each Chapter shall clearly indicate on all of their publications and any documentation in the public domain that it is a division of the Corporation.
- (b) The objectives of a Chapter shall be one and the same as the objects of the Corporation as set out in its Letters Patent, and the programs and activities undertaken by the Chapter in furtherance of its objectives must not be contrary to the Letters Patent, By-laws and other policies of the Corporation in place from time to time.
- (c) As much as possible, the Chapter must at all times have a minimum of ten (10) National Members. The Board shall have the right to determine in its sole discretion whether a Chapter's inability to meet this requirement will result in the Chapter's removal as a Chapter by the Board with all of the consequences arising from such removal.
- (d) The Chapter shall hold a minimum of four meetings per year, one of which shall be held for the purpose of electing the executive committee of the Chapter. The

chairperson of any Chapter meeting at which a vote is taken shall only vote at the meeting in the event of a tie.

- (e) The Chapter shall establish an executive committee to be responsible for the day-to-day management of the Chapter, subject to the general oversight of the Board of Directors of the Corporation. The executive committee of a Chapter shall be comprised of a minimum of three (3) to a maximum of eight (8) persons as determined by the membership of the Chapter. All members of the executive committee of a Chapter shall be National Members.
- (f) The term of office of executive committee members of a Chapter shall be one (1) year, calculated from the date of the annual meeting of the Chapter at which their election takes place until the next annual meeting of the Chapter next following or until their successors are appointed. There is no maximum number of terms of office for executive committee members.
- (g) The quorum at executive committee meetings shall be a majority of the executive committee members then in office.
- (h) Each Chapter shall have the following officer positions with the following duties:
 - (i) President – The duties of the President of the Chapter shall be to have general supervision over the day-to-day business of the Chapter subject to the control of the executive committee of the Chapter. The President shall, when present, preside at all meetings of the Chapter as the chairperson and shall be an ex officio member of all Chapter committees. The President of the Chapter shall produce a yearly written report on the Chapter's activities and forward it to the executive committee as well as the members of the Chapter prior to the annual meeting of members each year, with the said report to also be provided to the Secretary of the Corporation for distribution at its annual Meeting of Members. The President of the Chapter shall have such other duties and powers as may be prescribed by the executive committee, the Chapter By-law or this By-law. In his absence, the President shall designate one of the other officers in the Local Chapter to assume his responsibilities as the President during the period of his absence in-so-far as they relate to Chapter duties but not Chapter President Director duties pursuant to Section 7.18 of this Bylaw.
 - (ii) Secretary – The duties of the Secretary of the Chapter shall be to keep, or cause to be kept, a record of minutes of all meetings of the executive committee, all members meetings and those of any committees of the Chapter, and ensure that copies of the said minutes are forwarded to the Secretary of the Corporation. The Secretary of the Chapter shall receive and hold general correspondence to and from the Chapter, write letters in the name of the Chapter and perform other duties normally required of a Secretary as requested by the executive committee. The Secretary shall

keep, or cause to be kept, an accurate record of all members of the Chapter, as well as a list of all members of the Chapter and others who make donations to the Corporation through the Chapter, and ensure that regular reports of the Chapter's membership and/or donor lists are provided to the Secretary of the Corporation at least once per year. The Secretary of the Chapter shall have such other duties as may be prescribed by the executive committee, the Chapter By-law or this By-law.

- (iii) Treasurer – The duties of the Treasurer of the Chapter shall be to ensure that an annual report of the Chapter's financial activities is prepared each year and provided to the executive committee of the Chapter, its members prior to the annual meeting of members each year and the Board of Directors of the Corporation. The Treasurer of the Chapter shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money and other valuables, the safekeeping of securities and the disbursement of funds of the Chapter. Whenever required, the Treasurer of the Chapter shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of that Corporation's division. The Treasurer shall have such other duties and powers as may be prescribed by the executive committee, the Chapter By-law or this By-law.
- (iv) Vice-President – The officer position of Vice-President(s) in a Chapter is permissible, but not mandatory. Where a Vice-President is elected in a Chapter, then his duties shall be including the following: if the President is absent or is unable or refuses to act, the Vice-President, when present, shall preside at all meetings of the executive committee, the members, and any committees of the Chapter. In the absence of the President, the Vice-President shall also perform all of the other duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall have such other duties and powers as may be prescribed by the executive committee, the Chapter By-law or this By-law.
- (i) The executive committee shall establish from time to time all of the other key leadership positions within the Chapter, together with ascertaining the duties associated with the said positions.
- (j) The executive committee of a Chapter shall elect the officers from amongst themselves at the first meeting of the executive committee to take place immediately following the election meeting of the members of the Chapter. All officers of the Chapter shall be required to be National Members.
- (k) If a vacancy occurs in any executive committee member or officer position in the Chapter for any cause, then the executive committee may appoint a person to fill the vacancy for the duration of the unexpired term of such office or alternatively,

the executive committee may call a special meeting of members whereat the members of the Chapter shall fill the vacancy.

- (l) The fiscal year end of each Chapter shall be December 31st in each year.
- (m) All financial information of the Chapter including, but not limited to, an annual financial statement, and an annual budget shall be forwarded to the Treasurer of the Corporation. The Chapter's annual budget shall be forwarded to the Treasurer on or before January 31st, and the Chapter's annual financial statement shall be forwarded to the Treasurer on or before January 31st of each fiscal year. Where a Chapter wishes to incur an expenditure in a particular fiscal year over \$1000 and where the said expenditure was not earlier disclosed and approved in the Chapter's budget for the said fiscal year, the said expenditure must first be reviewed and approved by the Board Treasurer.
- (n) A list of names and addresses of the Chapter members shall be forwarded to the Membership Secretary on an annual basis by January 31st of each year.
- (o) All executive committee members, officers and members of a Chapter shall serve as such without remuneration and no directors, officers or members shall directly or indirectly receive any profit from their position as such. Except where approved by the executive committee of a Chapter, no executive committee members, officers or members shall receive any direct or indirect remuneration from the Chapter, provided that they may be paid reasonable expenses incurred in the performance of such services.
- (p) In the event of dissolution or winding up of the Chapter, any remaining assets in its possession and control, after payments of all of its debts and liabilities, shall be transferred to the control of the head office of the Corporation in accordance with section 11.08(b).

11.05 Additional Governance Provisions and Final Approval by the Board of Directors

- (a) Each Chapter may add additional governance provisions to its constitution as it may determine appropriate, provided that the minimum mandatory governance provisions set out in section 11.04 are in each Chapter's final constitution and further provided that the Chapter's final constitution is not contrary to the Letters Patent, By-laws or other policies of the Corporation.
- (b) The final form of constitution that is adopted by each Chapter, as well as any subsequent amendments made thereto, shall be subject to final approval by the Board of Directors of the Corporation by resolution.

11.06 Dissolution or Winding Up of Chapters

A Chapter may be dissolved or wound up upon the occurrence of any of the following:

- (a) where a Chapter no longer has a minimum of ten (10) National Members and/or ceases to hold meetings;
- (b) a Chapter is declared to be not in good standing and fails to rectify the default or breach which led to such designation in accordance with the not in good standing process established by the Board of Directors of the Corporation, and the Board of Directors of the Corporation determines by majority resolution to dissolve the Chapter, provided that the said Chapter is first offered an opportunity to be heard;
- (c) if at a meeting of the Board of Directors of the Corporation called for that purpose, the Directors determine by a two-third (2/3rds) resolution that a Chapter is to be dissolved for any reason, provided that the said Chapter is first offered an opportunity to be heard; or
- (d) on the voluntary dissolution or winding-up of the Chapter.

11.07 Finality of Decision

The decision of the Board of Directors of the Corporation in relation to the dissolution of a Chapter shall be final and binding. In such event, the said Chapter shall cease to be a Chapter and it shall be deemed to have been dissolved upon the date that the decision of the Board is made or on such other date as determined by the Board.

11.08 Assets and Rights of Chapter on Withdrawal or Termination

(a) Surrender of Rights on Termination

The dissolution or winding up of a Chapter shall result in the loss of rights outlined in section 11.03, and the loss of all of its rights to use the trade names or trade-marks of the Corporation or any reasonable variation thereof in any manner whatsoever.

(b) Assets in Possession of the Chapter on Dissolution or Winding Up

Notwithstanding that a Chapter may have assets in its possession and control at the time of any future dissolution or winding up, those assets are legally owned by the Corporation as a result of the Chapter's status as an internal operating division of the Corporation. As such, the balance of the said assets in the possession and the control of the Chapter at the time of its dissolution or winding up shall, after payment of all of its debts and liabilities, be immediately transferred by the Chapter to the head office location of the Corporation, with the said transfer to be completed prior to the dissolution of the Chapter.

SECTION XII
ARTICLES AND BY-LAWS

12.01 Amendment of Articles

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

12.02 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 Member.

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

Subject to 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 Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

SECTION XIII
EFFECTIVE DATE

13.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

May 20, 2014

ENACTED by the Board of Directors of the Corporation at Regina in the province of Saskatchewan this 4th day of June, 2014.

President
Name:

Secretary
Name:

CONFIRMED by the Members of the Corporation at Regina in the province of Saskatchewan this 5th day of June 2014.

Secretary
Name: