

**GENERAL BY-LAW No. 1**

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

**CLIMBING ESCALADE CANADA**

**(the “Corporation”)**

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## GENERAL BY-LAW No. 1

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

Climbing Escalade Canada

(the “Corporation”)

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

#### ARTICLE I INTERPRETATION

**1.1 Definitions.** In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations, and any statute that may be substituted therefor, as amended from time to time;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Board**” means the board of directors of the Corporation;

“**By-Law**” 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;

“**Code**” means the Canadian Sports Governance Code, as may be amended from time to time;

“**director**” means an individual elected or appointed to the Board;

“**D&AR Requirements**” means the gender diversity requirements set out in Section 6.5, the athlete representation requirements set out in Section 6.6, and all other applicable Board diversity or athlete representation requirements as may be set out in this By-Law, the Code, the Corporation’s policies, or the Act.

“**Eligible Athlete**” has the meaning given to the term “athlete” or equivalent in the provisions of the Code which address the representation of athletes on the boards of National Sport Organizations;

“**Independent**” has the meaning given to the term “Independent” in the provisions of the Code which address the independence of directors of National Sport Organizations;

“**meeting of Members**” includes an annual meeting of Members and a special meeting of

Members;

“**Member**” means a member of the Corporation, namely the Class A members and the Class B members, provided that where references are made to “Members” in this by-law in respect of meetings of Members and votes by Members, the reference shall be only to that class or classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matters;

“**officer**” means any of the following individuals appointed pursuant to Section 9.1 as officers of the Corporation: (a) the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Corporate Secretary, and (b) any other individual who performs functions for the Corporation similar to those normally performed by an individual listed in clause (a);

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

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

“**special business**” has the meaning set out in Sections 4.2 and 4.3;

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue called to consider special business; and

“**Special Resolution**” means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution and if a class vote is required, shall mean a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution by each class that is entitled to vote.

**1.2 Interpretation.** In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) except where specifically stated otherwise, references to “Articles,” “Sections,”

“Subsections,” or “Paragraphs” shall mean references to the applicable “Article,” “Section,” “Subsection,” or “Paragraph” of this By-Law; and

- (f) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

## **ARTICLE II GENERAL**

**2.1 Corporate Seal.** The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board.

**2.2 Fiscal Year.** The fiscal year of the Corporation shall end on March 31 of each year or as otherwise determined by the Board.

**2.3 Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

**2.4 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 of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

**2.5 Invalidity of any Provisions of this By-Law.** 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.

## **ARTICLE III MEMBERS**

**3.1 Entitlement.** Membership in the Corporation shall be available only to persons interested in furthering the Corporation’s purposes and who have applied for and been accepted as a Member by an ordinary resolution of the Board or in such other manner as may be determined by the Board.

**3.2 Membership Conditions.**

Subject to the Articles, there shall be two (2) classes of Members in the Corporation, namely, the

Class A Members and the Class B Members. The following conditions of membership shall apply:

Class A Members:

1. Each Class A Member shall:
  - (i) be a provincial or territorial sport climbing organization recognized by the Corporation as the sole governing body for the sport of climbing in its respective province or territory;
  - (ii) be the Alpine Club of Canada; or
  - (iii) otherwise meet certain admission criteria which may be set by the Board from time to time.
2. As set out in the Articles, each Class A Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Class A Member shall be entitled to one (1) vote at such meetings.
3. Each Class A Member shall abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations, as may be amended from time to time

Class B Members:

1. Each Class B Member shall meet certain Class B admission criteria which may be set by the Board from time to time. Class B Members shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.
2. Each Class B Member shall abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations, as may be amended from time to time

**3.3 Transferability of Membership.** A membership may only be transferred to the Corporation.

**3.4 Termination of Membership.** The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a corporation, is dissolved;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or the By-Law;
- (c) the Member's term of membership expires; or
- (d) the Corporation is liquidated or dissolved pursuant to the Act.

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. No membership dues



will be returned to a previous Member upon termination of such Member's membership.

**3.5 Resignation.** Any Member may resign as a Member by delivering a written resignation to the Board, in which case such resignation shall be effective from the date specified in the resignation.

**3.6 Membership Dues.** The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution, dues or fees at any time payable by them and, if such contributions, dues or fees, as the cases may be, are not paid within two (2) calendar months of becoming due, the Board may pass a resolution: (i) terminating the defaulting Member's membership in the Corporation; or (ii) to otherwise disciplining the defaulting Member.

## **ARTICLE IV MEETINGS OF MEMBERS**

**4.1 Place of Meetings.** Meetings of the Members may be held:

- (i) virtually;
- (ii) in-person at any place within Canada determined by the Board;
- (iii) in-person within Canada with an option to attend virtually; or,
- (iv) if all of the Members entitled to vote at such meeting so agree, in-person outside Canada.

**4.2 Annual Meetings.** The Board shall call an annual meeting no later than eighteen (18) months after the Corporation came into existence and subsequently, not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing directors;
- (c) appointing, or re-appointing, a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under (d) shall constitute special business.

**4.3 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, which shall constitute special business.

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**4.4 Notice of Meetings.** Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each director; and
- (c) to the public accountant of the Corporation, if any.

A notice shall be provided at least twenty-one (21) days prior to the meeting. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit 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.

**4.5 Waiving Notice.** A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**4.6 Persons Entitled to be Present.** The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

**4.7 Chair of the Meeting.** In the event that the Chair and the Vice-Chair are both absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**4.8 Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, or by proxy or by telephonic and/or other electronic means.

**4.9 Participation at Meetings by Telephone or Electronic Means.** Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means.

**4.10 Meeting Held by Electronic Means.** Meetings of Members may be held entirely by electronic means provided that the persons participating in such meeting are able to communicate

adequately with each other during the meeting.

**4.11 Adjournment.** The chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**4.12 Absentee Voting.** In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
  - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
  - (ii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member in accordance with the process set by the Board from time to time and in compliance with the Act;
  - (iii) the form of a proxy shall be provided by the Corporation in compliance with the Act;
- (b) 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 an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (c) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
- (d) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

**4.13 Votes to Govern.** Other than as otherwise required by the Act or this By-law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the

Members.

**4.14 Resolution in Lieu of Meeting.** Except where a written statement is submitted to the Corporation by a director under subsection 131(1) of the Act or by a public accountant under subsection 187(4) of the Act:

- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

**4.15 Member Voting Matters.** The members of the Corporation shall vote only on the election of directors, the appointment of the auditors, those matters on which members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the members.

## **ARTICLE V FINANCIAL STATEMENTS**

**5.1 Audited Annual Financial Statements.** Annual financial statements must be audited and posted on the Corporation's website within six months of the end of each fiscal year.

**5.2 Review of Financial Statements by Board.** Financial statements of the Corporation are to be reviewed by the Board at a meeting:

- (a) in respect of unaudited quarterly financial statements, within sixty (60) days of the end of each quarter;
- (b) in respect of the audited annual financial statements, within 90 days of the end of each fiscal year

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

## **ARTICLE VI DIRECTORS**

6.1 **Powers.** The Board shall supervise the management of the activities and affairs of the Corporation.

6.2 **Number.** Until changed in accordance with the Act, the Board shall consist of that number of directors specified in the Articles. If the Articles specify a minimum and a maximum number of directors, the Board shall be composed of the fixed number of directors within such range as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Board to determine the number, by resolution of the Board. In any event, the number of directors on the Board shall be in compliance with the Code. No decrease in the number of directors shall shorten the term of an incumbent director.

6.3 **Qualifications.** The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt; and
- (e) a member of the Corporation's management or executive team.

6.4 **Independence.** At least 40% of directors must be Independent. Whether a director is Independent is determined by the Nominating Committee. For the purposes of this By-Law, Eligible Athletes serving as directors while actively competing are not Independent.

6.5 **Gender Diversity.** No more than 60% of directors can be of the same gender. The Board shall create a report annually which sets out its approach and initiatives taken to attract directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful and any additional steps the Board will be making towards this objective.

6.6 **Athlete Voice.** The Board shall have at least two Eligible Athletes serving as directors. If there are fewer than five Eligible Athletes on the Board, no more than 70% of Eligible Athletes serving as directors can be of the same gender. If there are five or more Eligible Athletes on the Board, no more than 60% of Eligible Athletes serving as directors can be of the same gender.

6.7 **Election and Nomination of Directors.** Directors shall be elected by Ordinary Resolution of the Members at each annual meeting.

6.8 **Majority Voting.** For greater certainty, a Director shall not be elected unless a

majority of votes cast are in favour of the individual being elected Director.

6.9 **Nominating Committee.** The Board shall establish and maintain a Nominating Committee by approving and maintaining terms of reference. The Nominating Committee shall nominate a slate of individuals to be voted on by the Members. The Nominating Committee must not include any director up for election and must include appropriate representation from the board (including Independent directors), athletes and other stakeholders with the objective that the committee is respected, credible and representative.

6.10 **Transitional Provision.** Notwithstanding Section 6.9, the Nominating Committee in 2023 may include directors up for election at the 2023 annual meeting.

6.11 **No Nominations Except by Nominating Committee.** No Director may be elected unless first nominated by the Nominating Committee. For greater certainty, nominations from the floor at the annual meeting shall not be permitted.

6.12 **Nominee Acknowledgements and Consents.** To stand for election as a director, an individual nominated by the Nominating Committee must, in writing:

- (a) consent to stand for election as a Director;
- (b) consent to any checks required to ensure eligibility under the Act and the Income Tax Act for serving as a director of a registered charity;
- (c) Consent to any checks required to ensure eligibility under the Articles, By-Laws, or policies of the Corporation;
- (d) acknowledge that the nominee does not hold any elected or employed position with any Member of the Corporation or that, if elected, the nominee will have to resign any elected or employed position that the nominee may hold with any Member of the Corporation;
- (e) acknowledge that the nominee will comply with all policies of the Corporation; and
- (f) acknowledge that the nominee has no conflict of interest which would prevent the nominee from performing the duties of a director.

6.13 **Diversity and Athlete Representation Requirements.** The Nominating Committee shall ensure that if the slate of proposed directors is elected by the Members, the Board will comply with the D&AR Requirements.

6.14 **Term.** Directors shall be elected for two (2) year terms, with the term starting at the end of the Annual General Meeting in which they are elected and expiring at the end of the Annual General Meeting that occurs in their second year of service. A director, if qualified, is eligible for re-election for three (3) additional two (2) year terms following the end of the director's first term.

6.15 **Term Limits May Reset.** A person may be re-elected as a director and begin a new term limit after a minimum consecutive four-year period not serving on the Board.

6.16 **Transitional Provision.** Notwithstanding Section 6.14, half of the directors elected at the 2023 AGM shall be elected for a term of one (1) year. The Nominating Committee of the Board shall provide the members with two distinct slates: one slate of directors to be elected for one (1) year terms and an additional slate of directors to be elected for two (2) year terms.

6.17 **If No Director Elected at Annual Meeting.** Notwithstanding the term limits set out in Section 6.14, if no directors are elected at an annual meeting, incumbent directors with terms which would otherwise expire at the end of the annual meeting shall continue to hold office until an additional meeting of Members is convened and the Members elect directors from an additional slate presented by the Nominating Committee. The additional meeting of Members shall be held as soon as practical but no later than two months after the annual meeting.

6.18 **Vacation of Office.** A director ceases to hold office when the director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as director.

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

6.20 **Removal.** The Members may, by Ordinary Resolution passed at a duly called 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. Notwithstanding the foregoing, a director elected by a class or group of Members that has an exclusive right to elect the director may only be removed by an Ordinary Resolution of those Members.

6.21 **Rectifying Vacancies.** Subject to Section 6.23, if, for any reason, the number of Directors is less than the fixed number of directors determined by the Members pursuant to and in accordance with Section 6.2, the Board may appoint a qualified person to fill the vacancy until the next Annual Meeting. Notwithstanding Section 6.14, if following the next annual meeting, there is a further year remaining in the term of the director whose vacation of office caused the vacancy, an election will be held to fill the remainder of that term. Where the vacancy causes the Board not to comply with the D&AR Requirements, the Board, in appointing a Director to fill the vacancy, shall appoint an appropriate individual such that the D&AR Requirements are satisfied. The Board may not appoint an individual to serve as a Director if that individual was previously placed before the Members for nomination to the Board and failed to receive the support of a majority of Members.

6.22 **Directors May Appoint Additional Directors.** As set out in the Articles, the directors may appoint additional directors to hold office until the next annual meeting of Members, but no more than one-third of the total number of directors elected or appointed by the Members at the previous meeting may be appointed by the directors and the total number of directors shall not exceed eleven (11). The Board may not appoint an individual to serve as a Director if that individual was previously placed before the Members for nomination to the Board and failed to receive the support of a majority of Members.

6.23 **Board Appointed Directors Cannot Exceed One Third.** The number of directors appointed by the Board pursuant to Section 6.21 or Section 6.22 shall not exceed one third of the

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total number of directors on the Board. If there is a vacancy on the Board and the appointment of a director by the Board would cause the number of appointed directors to exceed one third of the total number of directors on the Board, a special meeting of Members shall be convened within one month of the vacancy arising at which meeting the Members shall, by Ordinary Resolution, elect a Director to serve for the remainder of the term of the Director whose vacation of office caused the vacancy.

**6.24 Remuneration and Expenses.** Directors may not receive remuneration for serving as a director. The directors of the Corporation may, by resolution, fix the reasonable remuneration of the officers and employees of the Corporation. Any director, officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a director, officer or employee. In addition, a director or officer may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a director or officer.

**6.25 Borrowing Powers and Other Powers.** The Board of the Corporation may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation;
- (d) 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;
- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation, such authority to such maximum amounts as determined by the Board;
- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation such authority; and
- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

## **ARTICLE VII COMMITTEES**

**7.1 Delegation - Executive Committee.** The Board may appoint from their number a managing director or a committee of directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum



at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

7.2 **Other 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 resolution of the Board. The Board may fix any remuneration for committee members who are not also directors of the Corporation.

## **ARTICLE VIII MEETINGS OF DIRECTORS**

**8.1 Place of Meetings.** Meetings of the Board may be held at any other place within or outside of Canada as the Board may determine.

**8.2 Calling of Meetings.** Meetings of the Board may be called by the Chair, the Vice Chair, or any two (2) directors at any time;

**8.3 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 Article XII of this By-Law to every director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting

**8.4 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 meeting of Members at which such Board is elected.

**8.5 Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person or by teleconference and/or by other electronic means.

**8.6 Resolutions in Writing.** A resolution in writing, signed by all the directors entitled to vote on that resolution shall be as valid as if it had been passed at a meeting of directors or committee of directors.

**8.7 Participation at Meeting by Telephone or Electronic Means.** A director may participate in a meeting of directors or of a committee of directors using telephonic, electronic or another communication 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.

**8.8 Appointment of Chair and Vice-Chair.**

- (a) The Board may pass a resolution appointing an Independent director as Chair of the Board. The Chair, if appointed, shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify. A person shall not serve as Chair for longer than a

cumulative period of six years.

- (b) The Board may pass a resolution appointing a director as Vice-Chair of the Board. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board and of the Members and shall have such other duties and powers as the Board may specify. A person shall not serve as Vice-Chair for longer than a cumulative period of six years.

8.9 **Chair of the Meeting.** In the event that the Chair and the Vice-Chair are both absent, the directors who are present shall choose one of their number to chair the meeting.

8.10 **Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each director shall have one vote. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

## **ARTICLE IX OFFICERS**

9.1 **Appointment.** The Board may designate the offices of the Corporation, appoint individuals as officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be a director. Two or more offices may be held by the same person.

## **ARTICLE X DESCRIPTION OF OFFICES**

10.1 **Description of Offices.** Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) Chief Executive Officer (CEO) – If appointed, the CEO shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The CEO shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (b) Chief Financial Officer (CFO) – If appointed, the CFO shall, subject to the authority of the Board, be responsible for supervising relevant financial matters of the Corporation, the maintenance of proper accounting records as required by the Act, the deposit of all monies received in the Corporation’s bank account, the appropriate disbursement of funds and provision to the Board of an account of financial transactions and financial position of the Corporation.
- (c) Chief Operating Officer (COO) – If appointed, shall have such powers and duties as the Board may specify.

- (d) Corporate Secretary - If appointed, shall have such powers and duties as the Board may specify.

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 Executive Director 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.

**10.2 Remuneration of Officers.** The remuneration of all officers appointed by the Board shall be determined in accordance with Section 6.24.

## **ARTICLE XI CONFLICT OF INTEREST**

**11.1 Conflict of Interest.** The directors and officers shall comply with the conflict of interest provisions of the Act and the Code and the Board shall enact and maintain a detailed Conflict of Interest Policy clearly setting out the obligations of directors, officers, and staff to disclose, avoid, mitigate, or otherwise manage conflicts of interest.

## **ARTICLE XII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**12.1 Standard of Care.** Every director and officer of the Corporation, 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-Law and policies of the Corporation.

**12.2 Limitation of Liability.** Provided that the standard of care required of the director or officer under the Act and the By-Law has been satisfied, no director or officer 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 or the regulations.

**12.3 Indemnification of Directors and Officers.** The Corporation shall indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action

or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

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

12.4 **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 Section 12.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

12.5 **Advances.** With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

## **ARTICLE XIII NOTICES**

13.1 **Method of Giving Notices.** Any notice (which term includes any communication or document) to be given to a Member, director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, other communication facility or 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 at a time it

would be delivered in the ordinary course of mail; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility.

13.2 **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.

13.3 **Waiver of Notice.** Any person entitled to notice 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.

#### **ARTICLE XIV BY-LAW AND EFFECTIVE DATE**

14.1 **By-Law and Effective Date.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such By-Law prior to its repeal. All directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

14.2 **Housekeeping Items** Notwithstanding Section 14.1, the Board may, by resolution, amend this By-Law to deal with housekeeping items including, but not limited to, amendments made as a result of changes to the Act or amendments made to clarify the existing By-Law, and such amendment shall not require further approval of the Shareholders.

#### **ARTICLE XV TRANSPARENCY**

15.1 **Transparency Policy.** The Board shall enact and maintain a transparency policy to ensure that the Corporation publishes on its website and has publicly accessible:

- (a) the Articles;
- (b) the By-Laws;
- (c) annual financial statements;
- (d) minutes of meetings of members;
- (e) the Board mandate;
- (f) terms of reference for all committees;
- (g) the annual report on Board diversity referred to in Section 6.5;
- (h) all policies enacted by the Board; and
- (i) any other document as may be required by this By-Law, the Code, or the Act.

**ARTICLE XVI  
SEVERABILITY AND PRECEDENCE**

16.1 **Severability.** If any provision of this Bylaw is found invalid or unenforceable, this shall not affect the validity or enforceability of the remaining provisions.

16.2 **Precedence.** If any of the provisions contained in the bylaws are inconsistent with those contained in the Articles of Incorporation, the Act or the Code, the relevant provisions contained in the Articles, the Act or the Code, shall prevail.

**ENACTED** by the Board this 26<sup>th</sup> day of September, 2023.



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Joachim Stroink, CEC Chair

**CONFIRMED** by the Members this 26<sup>th</sup> day of September, 2023.



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Joachim Stroink, CEC Chair

## Version Control

Version 2023	September 26, 2023	CEC Chair: Joachim Stroink
Version 2017	October 15, 2017	CEC Chair: Steve Frangos