

**BY-LAW NO. 1**

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

**FORUM OF CANADIAN OMBUDSMAN –  
FORUM CANADIEN DES OMBUDSMANS**

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## BY-LAW NO. 1

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

### FORUM OF CANADIAN OMBUDSMAN – FORUM CANADIEN DES OMBUDSMANS

(the “Corporation”)

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

#### ARTICLE 1 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 the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-laws**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**Director**” means a member of the Board;
- (f) “**Event**” means educational, training, promotional, publicity and other similar events approved by the Board or the Corporation;
- (g) “**Meeting of Members**” includes an annual meeting of members and a Special Meeting of Members;
- (h) “**Members**” means the members of the Corporation as described in Section 3.01;
- (i) “**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (j) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

- (k) “**Special Business**” has the meaning set out in Subparagraph 5.02(b)(iii) of this By-law;
- (l) “**Special Meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members; and
- (m) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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

- (a) except where specifically defined in the 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; and
- (d) 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 of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **ARTICLE 2** **GENERAL**

**2.01 Registered Office:** The registered office of the Corporation shall be situated in the City of Ottawa, in the province of Ontario, or, subject to the Act, such other place as the Board may determine by Ordinary Resolution from time to time.

**2.02 Auditor and Fiscal Year:**

- (a) The Members shall appoint the auditor yearly in accordance with Subparagraph 5.02(b)(iii) of this By-law.
- (b) The Board shall fix the remuneration of the auditor.
- (c) The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each year or on such other day in each year as the Board shall from time to time determine by Ordinary Resolution.

**2.03 Corporate Seal:** The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

## **2.04 Official Languages**

- (a) The official languages of the Corporation shall be English and French. Languages of aboriginal peoples will be included as appropriate.
- (b) All Meetings of Members shall be conducted in English and French.
- (c) Meetings of the Board may be conducted in French or English, or both.
- (d) Events of the Corporation may be in any language approved by the Board.

## **2.05 Execution of Documents**

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) officers of the Corporation.
- (b) The Board may also 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 to the document.

**2.06 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 from time to time designate, direct or authorize.

**2.07 Annual Financial Statements:** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Subsection 172(1) of the Act to the Members, give notice in the manner referred to in Section 5.04 of this By-law to its Members stating that the annual financial statements and documents referred to in Subsection 172(1) are available at the registered office of the Corporation and that any Member may, on request, obtain a copy free of charge at the registered office or by e-mail, or by prepaid mail.

**2.08 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 3** **MEMBERS**

**3.01 Membership Classes:** There shall be one (1) class of Members in the Corporation.

### **3.02 Eligibility and Admission**

- (a) Membership in the Corporation shall be available to:
  - (i) Legislative Ombudsmen, being persons who may or may not hold the title Ombudsman, who have been appointed in a Canadian jurisdiction pursuant to an enactment of Parliament, a legislative assembly, or other elected public body, to investigate or otherwise deal with, upon complaint or by own initiative, matters related to the administration of one or more governmental or public sector organizations, and their appointees and staff;
  - (ii) Public Sector Ombudsman, being persons who may or may not hold the title Ombudsman, who are appointed in a Canadian jurisdiction by government or the public sector to investigate otherwise deal with, upon complaint or by own initiative, complaints by the public which relate to matters of public sector administration or complaints by the public which relate to matters regulated by the government or public sector administrator, and their appointees and staff;
  - (iii) Private Sector Ombudsman, being persons who may or may not hold the title Ombudsman, who are appointed in a Canadian jurisdiction by a public or private Corporation to investigate or otherwise deal with, upon complaint or by own initiative, complaints which relate to matters of the administration of the Corporation or matters which relate to the administration of entities in a defined industry or endeavour, and their appointees and staff;
  - (iv) Colleges or University Ombudsman, being persons who may or may not hold the title Ombudsman, who are appointed in a Canadian jurisdiction by a public or private educational institution to investigate or otherwise deal with, upon complaint or by own initiative, complaints which relate to matters of the administration of the educational institution, and their appointees and staff; and
  - (v) any individuals or organizations not represented at Subparagraphs 3.02(a)(i) to 3.02(a)(iv) who are interested in furthering the purposes of the Corporation.
- (b) A person described in Subsection 3.02(a) above that applies for membership in the Corporation shall become a Member upon such application being accepted by Ordinary Resolution of the Board or in such other manner as may be determined by the Board.

### **3.03 Rights of Members**

- (a) Each Member shall be entitled to receive notice of, attend and vote at all Meetings of Members and each Member shall be entitled to one (1) vote.



- (b) Each Member shall be entitled to receive communications prepared by the Corporation and that are intended for the Members, and be invited to attend all conferences sponsored by the Corporation.

### **3.04 Membership Dues**

- (a) The Board, in its sole discretion:
  - (i) may require Members to make an annual contribution or pay annual dues, which amounts thereof may differ for Members who are individuals and Members who are institutions;
  - (ii) shall determine any fees associated with attendance at conferences and for publications; and
  - (iii) may determine the manner in which the contribution is to be made or the fees or dues are to be paid.
- (b) In the event that membership dues are levied, Members shall be notified in writing of the membership dues at any time payable by them and, unless the Board has in its discretion granted an exemption based on exceptional financial difficulties, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation.

**3.05 Transferability of Membership:** The interest of a Member in the Corporation is not transferable.

**3.06 Termination of Membership:** Subject to the Articles and Section 3.08 of this By-law, the rights of a Member lapse and cease to exist when the Member's membership terminates for any of the following reasons:

- (a) the Member dies or, in the case of a corporation, is dissolved;
- (b) the Member withdraws or resigns from the Corporation in accordance with Section 3.07;
- (c) the Member is removed in accordance with Section 3.08 below or the Member's membership is otherwise terminated in accordance with the By-laws;
- (d) the Member's term of membership, if any, expires; or
- (e) the Corporation is liquidated or dissolved pursuant to the Act.

### **3.07 Withdrawal**

- (a) Any Member may withdraw from the Corporation by delivering a written resignation to the Corporation and lodging a copy of the same with the Secretary.

- (b) A withdrawal shall be effective at the time specified in the resignation, or, if no time is specified, at the time it is accepted by the Board, provided that the withdrawing Member shall remain liable for the obligations set out in Section 3.09 below.

### **3.08 Discipline of Members**

- (a) The Board shall have the authority to terminate the membership of any Member for any one or more of the following grounds:
  - (i) violating any provision of the Articles, By-laws, or written policies of the Corporation;
  - (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion;
- (b) In the event that the Board determines that a Member should be removed from membership in the Corporation, the President shall provide thirty (30) days' notice of the proposed removal to the Member and shall provide reasons for the proposed removal.
- (c) The Member may make written submissions to the President as may be designated by the Board, in response to the notice received within such thirty (30) day period.
- (d) In the event that no written submissions are received by the President, the President may proceed to notify the Member that the Member is terminated from membership in the Corporation. If 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.
- (e) The Board's decision shall be final and binding on the Member, without any further right of appeal.

### **3.09 Effect of Termination:** A Member whose membership has been or will be terminated for any reason set out in Section 3.06:

- (a) shall pay to the Corporation, on or before the date on which the termination takes effect, all dues payable to the Corporation levied up to the effective date of the termination; and
- (b) shall not be entitled to vote at any meeting of the Members that takes place on or after the date on which the termination takes effect.

**ARTICLE 4**  
**INTERNATIONAL ASSOCIATES**

- 4.01 Entitlement:** The Corporation may accept as International Associates ombudsman, individuals on the staff of ombudsman or persons who have an interest in furthering the purposes of the Corporation and who are not citizens or residents of Canada.
- 4.02 Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become an International Associate.
- 4.03 Rights and Services:** International Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. International Associates shall have the right to receive notice of and attend Meetings of Members, but shall not have the right to vote thereat.
- 4.04 Termination of Status.** International Associate status may be withdrawn at the discretion of the Board.
- 4.05 Dues:** The annual dues, if any, payable to the Corporation by International Associates shall be determined by the Board and levied in accordance with such terms and conditions as shall be determined by the Board.

**ARTICLE 5**  
**MEETINGS OF MEMBERS**

- 5.01 Place of Meetings:** Meetings of Members may be held at the registered office of the Corporation or at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.
- 5.02 Annual Meetings**
- (a) The Board shall call an annual meeting no 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.
  - (b) The Board shall call an annual meeting of Members for the purpose of:
    - (i) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
    - (ii) electing Directors;
    - (iii) appointing an auditor; and
    - (iv) conducting other business ("**Special Business**"), if any, provided that the requirements of Subsection 5.04(c) have been complied with.

### **5.03 Special Meetings**

- (a) The President, a Vice-President, or the Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five per cent (5%) of the voting rights.
- (b) If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition referred to in Subsection 5.03(a), any Member who signed the requisition may call the meeting.

### **5.04 Notice of Meetings**

- (a) Notice of the time and place of a Meeting of Members shall be sent to the following:
  - (i) to each Member entitled to attend the meeting;
  - (ii) to the auditor of the Corporation;
  - (iii) to International Associates; and
  - (iv) to such other persons that are entitled to attend a Meeting of Members.
- (b) Notice of the time and place of a Meeting of Members shall be given to each of the persons set out in Subsection 5.04(a) by the following means:
  - (i) 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
  - (ii) 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.
- (c) Notice of a Meeting of Members at which Special Business is to be transacted shall:
  - (i) state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business to be transacted;
  - (ii) provide the text of any Special Resolution or By-law to be submitted to the meeting; and
  - (iii) remind the Member that the Member has the right to vote by proxy.

- (d) Pursuant to Subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

**5.05 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.

**5.06 Persons Entitled to be Present:** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, the officers, the International Associates, the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act or By-laws of the Corporation to be present at the meeting. Any other person may be admitted with the consent of the Corporation.

**5.07 Chair of the Meeting:** In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose another Director to chair the meeting, and if no Director is present or if all the Directors present decline to chair the meeting, then the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**5.08 Quorum:**

- (a) A quorum at any Meeting of the Members shall be five (5) Members entitled to vote at the meeting, who are present in person or deemed to be present in person in accordance with Subsection 5.09(b) below. For the purpose of determining quorum, a Member may be present by a duly appointed proxy holder in accordance with Subsection 5.12 of this By-law.
- (b) 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. If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

**5.09 Participation at Meetings by Telephone or Electronic Means:**

- (a) 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, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility.
- (b) A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

- (c) A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can 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 a particular Member or group of Members voted.

**5.10 Meeting Held by Electronic Means:** If the Directors or Members call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of teleconference or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**5.11 Adjournment:** The chair 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 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.

**5.12 Absentee Voting:** Subject to compliance with the Act, 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 a proxyholder or one or more alternate proxyholders, who shall be Members, 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 delegate
    - (A) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
    - (B) with the President on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
  - (iii) 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;

- (iv) the form of proxy shall be in the form created by the Corporation, provided that it shall comply with the requirements of the Act and the Regulations; and
  - (v) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect;
- (b) 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
  - (c) 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.

**5.13 Votes to Govern:** Subject to the Act and the By-laws, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to the vote to which the chair may be otherwise entitled.

**5.14 Show of Hands:** Subject to the Act and Section 5.15, except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, and 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.

**5.15 Ballots:** For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

**5.16 Resolution in Lieu of Meeting:**

- (a) Subject to Section 166 of the Act:
  - (i) 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

- (ii) 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.
- (b) A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

## **ARTICLE 6** **DIRECTORS**

**6.01 Duty to Supervise Management:** Subject to the Act and the Articles, the Board shall supervise the management of the activities and affairs of the Corporation.

**6.02 Number:** The Board shall be comprised of a minimum of five (5) and a maximum of nine (9) Directors. The precise number of Directors shall be determined from time to time by Ordinary Resolution of the Board, provided that the Members have delegated such power to the Board.

**6.03 Board Composition:** The Board shall consist of at least one head of an ombudsman organization from each of the following categories:

- (a) Legislative Ombudsman;
- (b) Public Sector Ombudsman;
- (c) Private Sector Ombudsman;
- (d) Colleges and University Ombudsman.

**6.04 Qualifications:** The following individuals are disqualified from being a Director:

- (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) anyone who is not a Member;
- (e) anyone who does not have the power under law to contract; and
- (f) anyone who has the status of bankrupt.

**6.05 Election and Term:**

- (a) Subject to the Act and the provisions of this By-law, the Directors shall be elected by the Members at each annual meeting at which an election of Directors is



required from among the list of nominees put forward by the Nominating Committee or in accordance with any nominations policy of the Board.

- (b) A Director's term of office shall be from the date of the meeting at which the Director is elected until the second annual meeting next following (e.g. 2 years) or until that Director's successor is elected. There is no limit on the number of consecutive terms that can be served by a Director.

**6.06 Consent:** A Director who is elected or appointed must consent to hold office as a Director by any of the following means:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
  - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after the day on which the election or appointment took place; or
  - (ii) by acting as a Director after such person's election or appointment.

**6.07 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.

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

**6.09 Removal:** The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

**6.10 Director's Statement:** 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 of Members is called for that purpose. If a Director submits such a statement, the Corporation shall comply with Section 131 of the Act.

### **6.11 Filling Vacancies**

- (a) Subject to the Act and to Section 6.09 of this By-law, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Board.
- (b) Notwithstanding Subsection 6.11(a) of this By-law, if there is not a quorum of Directors or if a vacancy results from either (i) a change to the minimum or

maximum number of Directors provided in the Articles or (ii) a failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

**6.12 Remuneration and Expenses:** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such. The Board may, by Ordinary Resolution, fix the reasonable remuneration of the officers of the Corporation, if any, except that no officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Director or officer of the Corporation may receive reimbursement for reasonable expenses incurred on behalf of the Corporation in their respective capacities as a Director or officer.

**6.13 Borrowing Powers:** The Board 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 of the Corporation to secure performance of an obligation of any person; and
- (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.

**6.14 Delegation of Borrowing Powers.** Subject to the Articles and By-laws, the Directors may, by resolution, delegate the powers referred to in Section 6.13 to a Director, a committee of Directors or an officer.

## **ARTICLE 7** **COMMITTEES**

**7.01 Executive Committee:**

- (a) The Board may establish an Executive Committee comprised of the President, Vice-President, Secretary and Treasurer, and delegate to such committee any of the powers of the Board except those which may not be delegated by the Board pursuant to Subsection 138(2) of the Act.
- (b) Subject to the By-Laws and any resolution of the Board, the Executive Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (c) Members of the Executive Committee shall be subject to removal by Ordinary Resolution of the Board.

- (d) Members of the Executive Committee shall serve as such without remuneration, but may be reimbursed for reasonable expenses incurred in performing their duties.

### **7.02 Nominating Committee.**

- (a) The Board shall establish a Nominating Committee and the terms of references for such committee (the “NomCom Terms of Reference”). The NomCom Terms of Reference shall, subject to subsections 7.02(a) to 7.02(e) of this By-law, delineate the role and responsibilities of the Nominating Committee as well as any other rules applicable thereto.
- (b) The Nominating Committee shall strive to ensure that the Board’s composition reflects the diversity of the community served by the Corporation with respect to demographics, culture, language, economic status, geographic location, gender and ethnicity.
- (c) The Board shall appoint the members of the Nominating Committee. Members of the Nominating Committee shall be subject to removal by Ordinary Resolution of the Board.
- (d) The Nominating Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (e) Members of the Nominating Committee shall serve as such without remuneration, but may be reimbursed for reasonable expenses incurred in performing their duties.

**7.03 Other Committees:** The Board may from time to time appoint any other committee or 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. Committee members shall serve as such without remuneration, but may be reimbursed for reasonable expenses incurred in performing their duties.

## **ARTICLE 8**

### **MEETINGS OF DIRECTORS**

**8.01 Place of Meetings:** Meetings of the Board may be held at any time and place within or outside of Canada as the Board may determine.

**8.02 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, provided that the Board shall meet at least one (1) time per financial year. 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 immediately after being passed, but no other notice shall be required for any

such regular meeting except if Subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

**8.03 Calling of Meetings:** Meetings of the Board may be called by the President, the Vice-President, or any two (2) Directors at any time.

**8.04 Notice of Meeting:**

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12.01 to every Director not less than forty-eight (48) hours before the time when the meeting is to be held.
- (b) Notice of a meeting of the Board 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.
- (c) Notice of a meeting of the Board is not required to set out the purpose of the meeting or the business to be transacted unless it relates to a matter specified in Subsection 138(2) of the Act.

**8.05 Waiver of Notice:** A Director may waive notice of the meeting, and attendance of a Director at the meeting is a waiver of notice of the meeting, except if the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**8.06 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.

**8.07 Quorum:** A majority of the number of incumbent Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 8.10, by teleconference and/or by other electronic means.

**8.08 No Alternate Directors:** No person shall act for an absent Director at a meeting of the Board.

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

**8.10 Participation at Meeting by Telephone or Electronic Means:** A Director may, if all Directors are in agreement and have provided their consent, 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. The Board shall be responsible for ensuring that the means of communication being used is sufficiently secure given the matters under consideration, determining that a quorum is present and establishing how votes are to be recorded.

- 8.11 Chair of the Meeting:** In the event that the President and the Vice-President are absent, the Directors who are present shall choose one of their number to chair the meeting.
- 8.12 Votes to Govern:** At all meetings of the Board, each Director shall have one (1) vote and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 8.13 Communication with Members:** The Board shall, from time to time, communicate to the Members by way of the Corporation's newsletter, or by any other means as the Board may determine, a summary of issues discussed at meetings of the Board relating to the affairs of the Corporation that are relevant to the Members, as determined by the Board in its sole discretion.

## **ARTICLE 9** **OFFICERS**

### **9.01 Officers:**

(a) The officers of the Corporation shall include:

- (i) a President;
- (ii) a Vice-President;
- (iii) a Past-President;
- (iv) a Secretary; and
- (v) a Treasurer,

and may include such other officers as the Board may appoint in accordance with Subsection 9.02(c) of this By-law.

(b) With the exception of the Past-President, who shall not be a Director, the officers must be Directors of the Corporation.

### **9.02 Election and Appointment:**

- (a) Officers, other than the Past-President, shall be elected by the Members at the annual meeting of the Members from among the Directors who are elected at that meeting.
- (b) The Past-President shall be an ex-officio officer and shall serve at the pleasure of the Board.
- (c) The Board may from time to time by Ordinary Resolution appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

### **9.03 Term & Removal:**

- (a) Officers shall hold office for a term of two (2) years from the date of their election or until their successors are elected.
- (b) Officers may be removed by Ordinary Resolution of the Board at any time.

### **9.04 Powers and Duties:**

- (a) All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.
- (b) The duties of the officers shall include:
  - (i) President. The President shall, when present, preside at all meetings of the Board, meetings of the committees of Directors, and Meetings of Members. The President shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
  - (ii) Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
  - (iii) Past-President. The Past-President shall have such duties and exercise such powers as from time to time may be assigned to such office by the Board. The Past-President shall be entitled to receive notice of and attend all meetings of the Board, but shall not be entitled to vote thereat.
  - (iv) Secretary. The Secretary shall attend all meetings of the Board, Members and committees of the Board and 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, notices to Members, Directors, the auditor, members of committees and any other person

entitled to receive such notices. The Secretary shall be the custodian of the corporate seal, which he or she shall deliver only when authorized by Ordinary Resolution of the Board to do so and to such person(s) as may be named in the resolution. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

- (v) Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such banks or banks as may be designated from time to time by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board, receiving proper vouchers thereof and render to the Board at its regular meetings or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

**9.05 Vacancy in Office:**

- (a) Unless removed in accordance with Section 9.03, an officer shall hold office until the earlier of:
  - (i) the officer's successor being elected;
  - (ii) the officer's resignation;
  - (iii) the officer ceasing to be a Director (if a necessary qualification of appointment); or
  - (iv) such officer's death.
- (b) 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.

**9.06 Remuneration of Officers:** The remuneration of any officer appointed by the Board shall be determined in accordance with Section 6.12.

**9.07 Delegation of Duties of Officers:** In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, and subject to the Act, the Board may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

**ARTICLE 10**  
**CONFLICT OF INTEREST**

**10.01 Disclosure of Interest:** A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer

- (a) is a party to the contract or transaction;
- (b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

**10.02 Time of Disclosure for Director:** The disclosure required by Section 10.01 shall be made, in the case of a Director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting referred to in Subsection 10.02(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

**10.03 Time of Disclosure for Officer:** The disclosure required by Section 10.01 shall be made, in the case of an officer who is not a Director,

- (a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

**10.04 Time of Disclosure for Director or Officer:** If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an officer shall, immediately after they become aware of the contract or



transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

**10.05 Voting:** A Director required to make a disclosure under Section 10.01 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction

- (a) relates primarily to the Director's remuneration as a Director, an officer, an employee, an agent or other legal representative of the Corporation or an affiliate;
- (b) is for indemnity or insurance under Section 151 of the Act; or
- (c) is with an affiliate.

**10.06 Continuing Disclosure Section:** For the purposes of this Article 10, a general notice to the Directors declaring that a Director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or officer is a Director or an officer, or acting in a similar capacity, of a party referred to in Subsection 10.01(b) or 10.01(c);
- (b) the Director or officer has a material interest in the party; or
- (c) there has been a material change in the nature of the Director's or the officer's interest in the party.

**10.07 Access to Disclosures:** The Members of the Corporation may examine the portions of any minutes of meetings of Directors or of committees of Directors that contain disclosures under this Article 10, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

**10.08 Avoidance Standards:** A contract or transaction for which disclosure is required under Section 10.01 is not invalid, and the Director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if

- (a) disclosure of the interest was made in accordance with this Article 10;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

**10.09 Confirmation by Members:** Even if the conditions of Section 10.08 are not met, a Director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which disclosure is required under Section 10.01, and the contract or transaction is not invalid by reason only of the interest of the Director or officer in the contract or transaction, if

- (a) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
- (b) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

**10.10 Application to Court:** If a Director or an officer of the Corporation fails to comply with this Article 10, a court may, on the application of the Corporation or any of its Members, set aside or annul the contract or transaction on any terms that it thinks fit, require the Director or officer to account to the Corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.

## **ARTICLE 11**

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

**11.01 Indemnification of Directors and Officers:**

- (a) The Corporation may 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:
  - (i) 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
  - (ii) 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.
- (b) 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.

**11.02 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 11.01 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.

## **ARTICLE 12**

### **NOTICES**

#### **12.01 Method of Giving Notices:**

- (a) Subject to Section 5.04, any notice (which term includes any communication or document) to be given pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, officer, member of a committee of the Board, the auditor or any other person entitled to receive notice in accordance with the By-law shall be sufficiently given:
  - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation to Industry Canada in accordance with Section 128 or 134; or
  - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
  - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any 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.
- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor, member of a committee of the Board or any other person entitled to receive notice in accordance with the By-law, 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.

**12.02 Omissions and Errors:** The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board, auditor or any other person entitled to receive notice in accordance with the By-laws, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**12.03 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 13** **SPECIAL RESOLUTIONS**

**13.01 Special Resolutions:** For greater certainty, a Special Resolution of the Members is required to make any amendment to this By-law or to the Articles for the purpose of:

- (a) changing the name of the Corporation;
- (b) changing the province in which the Corporation's registered office is situated;
- (c) adding, changing or removing any restriction on the activities that the Corporation may carry on;
- (d) creating a new class or group of Members;
- (e) changing a condition required for being a Member;
- (f) changing the designation of any class or group of Members or adding, changing or removing any rights and conditions of any such class or group;
- (g) dividing any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) adding, changing or removing a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increasing or decreasing the minimum and maximum number of Directors fixed by the Articles;

- (j) changing the statement of the purpose of the Corporation;
- (k) changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
- (m) changing the method of voting by Members not in attendance at a Meeting of Members; or
- (n) adding, changing or removing any other provision that is permitted by the Act to be set out in the Articles.

**ARTICLE 14**  
**BY-LAWS AND RULES**

**14.01 By-laws and Effective Date:**

- (a) Subject to Sections 13.01 and 14.01(c) of this By-law, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.
- (b) 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.
- (c) Notwithstanding Subsection 14.01(a), this By-law shall be effective from the date that the Corporation continues under the Act.

**14.02 Rules and Regulations:** The Board may prescribe from time to time such rules and regulations not inconsistent with this By-Law relating to the management and operation of the Corporation and other matters provided for in this By-Law as it may deem expedient.

**ENACTED** by the Board on the \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members on the \_\_\_\_ day of \_\_\_\_\_, 2014 and to be effective on the date that the Corporation continues under the Act.