

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

## **Becoming Architects Canada / Devenir Architecte Canada (BAC/DAC)**

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

## **SECTION 1 - GENERAL**

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### **1.01 Definitions<sup>1</sup>**

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

- a. The “**Corporation**” means **Becoming Architects Canada / Devenir Architecte Canada**.
- b. “**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;
- c. “**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. “**board**” means the board of directors of the Corporation and “**director**” means a member of the board;
- e. “**by-law**” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f. “**meeting of members**” includes an annual meeting of members or a special meeting of members; “**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g. “**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. “**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

- i. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. **"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, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

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

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.05 Financial Year End**

The financial year end of the Corporation shall be determined by the board of directors.

## **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize. For instance, cheques shall be signed by one officer designated by the board of directors as having signing authority.

## **1.07 Annual Financial Statements<sup>2</sup>**

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, provide an electronic notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available for viewing online and any member may, on request, obtain a PDFcopy of the statement via email.

## SECTION 2 - MEMBERSHIP

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### 2.01 Classes of Members and Qualifications<sup>3</sup>

Subject to the articles, there shall be two classes of members in the Corporation, namely **Members** and **Advisory Members**. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

#### Members

- a. Voting membership shall be available to the following persons who have applied and have been accepted for voting membership in the Corporation:
  - i. Those registered with a Canadian provincial/territorial architectural regulator as an **intern architect/architectural intern** or;
  - ii. Those enrolled and engaged in completion of the RAIC Syllabus Program or;
  - iii. **Foreign-licensed architects** pursuing licensure in Canada (enrolled in the Broadly Experienced Foreign Architect Program, IAP or other such programs geared towards obtaining licensure in Canada) or;
  - iv. **“Recently licensed architects”** - architects who have been registered with a Canadian provincial/territorial regulator for a maximum of 10 years.
- b. The term of membership of a “Member” (voting member) shall be annual, subject to renewal in accordance with the membership policies of the Corporation.
- c. As set out in the articles, each Member (voting member) is entitled to receive notice of, attend and vote at all general meetings of members and shall be entitled to one (1) vote at such meetings.

#### Advisory Members

- d. Advisory non-voting membership shall be available to persons who do not fall under the category of Members and who have been invited and/or applied and been accepted for Advisory non-voting membership in the Corporation. Advisory members shall be primarily composed of architects registered in Canada; registered/licensed members of allied/relevant professions such as engineering, accounting, law, etc.; and representatives of the construction industry who the Board agree shall be able to provide valuable insight and input.
- e. The term of membership of an Advisory non-voting member shall be annual, subject to renewal in accordance with the membership renewal policies of the Corporation.

- f. Subject to the Act and the articles, an Advisory non-voting member shall not be entitled to receive notice of, attend, or vote at meetings of the members of the Corporation, although the Board may request that they attend meetings to provide input.

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

## **2.02 Transferring Membership**

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

## **2.03 Membership Dues**

Members shall be notified in writing (via the corporation's email) of membership dues, which if unpaid within one (1) calendar month of the renewal date, shall result in termination of membership.

## **2.04 Membership Renewal Policies**

Members must :

- a. Be in good standing with the Corporation, and
- b. Maintain status as a/an:
  - i. intern architect/architectural intern registered with a Canadian provincial/territorial architectural regulator, or
  - ii. RAIC Syllabus student, currently enrolled in the RAIC Syllabus Program, or
  - iii. BEFA - Broadly Experienced Foreign Architect Program - candidate (or have an active application with this program), or
  - iv. Registered Architect status with a Canadian provincial/territorial regulator without exceeding the 10th year of licensure.

Advisory members must:

- a. Be in good standing with the Corporation.

## **2.05 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies or resigns; or
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws (See Appendix A); or
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under 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.

## **SECTION 3 - MEMBERS' MEETING**

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### **3.01 Persons Entitled to be Present**

The persons entitled to be present at a meeting of Members include Members, Advisory Members; Directors and Officers; the public accountant of the Corporation; and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. Any other person (such as Advisory Members) may be admitted by invitation of the Board of Directors, but shall not be entitled to vote.

### **3.02 Quorum<sup>4</sup>**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, those present may proceed with the business of the meeting even if quorum is not maintained throughout the meeting.

### **3.03 Notice of Meeting of Members<sup>5, 6</sup>**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by email, to each member entitled to vote at the meeting, during a period of 14 days before the day on which the meeting is to be held; and

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

### **3.04 Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition by members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving such requisition, any signatory to the requisition may call the meeting.

### **3.05 Place of Members' Meeting**

Due to the National breadth of the Membership, Directors and Officers, meetings shall be held on a digital platform that shall allow for quorum, and be recorded as taking place at the location of the Chair of the meeting. If an in-person meeting is requested/required, the meeting may be held 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.

### **3.06 Chair of the Meeting**

The meeting shall be chaired by the President; if absent, the Vice president can assume the role of chair for the meeting. In the event that the President and Vice-President of the board are both absent, the board members present shall choose one of their number present to chair the meeting.

### **3.07 Voting at a Members' Meeting<sup>7, 8</sup>**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting - who shall not exercise a vote except to break a tie - shall then cast the tie-breaking vote.<sup>7</sup>

### **3.08 Absentee Voting by Electronic Mail Ballot<sup>9</sup>**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by electronic mailed-in ballot if the Corporation has a system that:

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

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **SECTION 4 - DIRECTORS**

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### **4.01 Number of Directors**

The board shall consist of nine (9) Directors, each director's seat representing one of nine of the various regions of Canada. Minimum number of Directors to be five (5).

The geographic representational seats of the nine (9) directors are as follows :

1. The Territories (Yukon, Northwest Territories and Nunavut)
2. British Columbia

3. Alberta
4. Saskatchewan
5. Manitoba
6. Ontario
7. Québec
8. Atlantic Canada (Newfoundland, Nova Scotia, New Brunswick, PEI)
9. Open Seat\*

\*The intent for the open seat is to provide flexibility in terms of providing diversity of representation across the country. For example, this may be filled by someone from one of the Atlantic provinces or Territories which currently have no representation.

#### **4.02 Composition of the Board**

The ideal composition of the board is to have seats filled by directors from the regions outlined above, with the intention of providing the board with geographic representation across Canada. In the event that no representative from a specific region is found, an interested applicant from another region in Canada may fill that seat. Following the election of the nine (9) Directors, the board shall vote into office the four (4) Officer positions as described in Section 6.

The board values diversity in its composition with the goals of geographic representation, diversity, gender parity, as well as having at least one fully bilingual (French-English) Director. In the event that there are no applicants who meet all of the stated requirements, the board may, at its discretion, select a director(s) among other interested parties that it deems qualified or select no one for the position(s).

#### **4.03 Election and Term<sup>10, 11</sup>**

Subject to the articles, at the corporation's first meeting of members, directors shall be elected and shall hold office for a three-year term, expiring not later than the close of the third annual meeting of members following the election.

Applicants for the first board of directors must submit a CV evidencing interest and a minimum of two years' previous involvement in endeavours aligning with the vision and mission of the Corporation. All subsequent directors shall be elected to hold office for a two-year term, expiring not later than the close of the second annual meeting of members following the election.

At the close of the second year, and each succeeding annual meeting at which an election of directors is required, up to one-third 1/3 of the initial board of directors may elect to step down, and the members shall elect replacements from a list of pre-qualified applicants.

To qualify, each applicant must submit a CV evidencing interest, previous involvement in endeavours aligning with the vision and mission of the corporation, and have had a minimum of 1 year's experience serving on at least two of the corporation's committees. Directors may apply for further term(s) upon expiry of their first term, but are limited to a maximum of 6 years of service to the corporation.<sup>11</sup>

## **SECTION 5 - DIRECTORS' MEETING**

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### **5.01 Calling of Meetings<sup>12</sup>**

Meetings of the board may be called by the President of the board, the Vice-President of the board or any two (2) Directors at any time; however, the Corporation's first meeting following incorporation may be called by any director or incorporator.<sup>10</sup>

If the Corporation has only one director, that director may call and constitute a meeting.

### **5.02 Notice of Meeting<sup>13</sup>**

Notice of the time and place for the holding of a meeting of the board shall be provided to every director of the Corporation not less than 7 days before the time when the meeting is to be held via an electronic document in accordance with Part 17 of the Act.

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 and recorded in the minutes at the original meeting.

### **5.03 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be electronically provided to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. Additional meetings may be scheduled as necessary in accordance with the general consensus of the board.

### **5.04 Votes to Govern<sup>14</sup>**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting - who shall not exercise a vote except to break a tie - shall then cast the tie-breaking vote.<sup>13</sup>

### **5.05 Committees**

The board may from time to time appoint any 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. The board shall decide on the composition of each committee, which shall include directors and members as required, and shall be headed by one Director - to act as "Chair" of the Committee". 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 may be dissolved by resolution of the board of directors.

Any committee member may be removed by resolution of the board of directors for any of the following reasons:

1. Any of the reasons listed under item 9.01 of the bylaws (regarding termination of membership) or;
2. Missing more than 2 meetings without notice or;
3. Hindering the progress of the committee's work, deliverables and/or schedule due to not completing assigned tasks on time or;
4. Displaying discriminatory behavior or any form of harassment - see Appendix A..

## SECTION 6 - OFFICERS

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### 6.01 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer must be a director. If necessary, two offices may be held by the same person as an interim measure until the next election/a special election is held.

### 6.02 Description of Officers<sup>15</sup>

Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation shall have the following duties and powers associated with their positions:

- a. **President** - Shall be the chief executive officer of the Corporation, its primary representative (representing it at meetings with other organizations, etc.), and responsible for implementing the strategic plans and policies of the Corporation. The president shall also act as chair of the board and shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

The President shall be the main point of contact for the Corporation, as well as the individual responsible for reaching out to other groups/individuals on behalf of the Corporation. The President shall work closely with the Vice President regarding Outreach.

The President shall work closely with the Treasurer to prepare the Corporation's Annual Plan, and be the secondary contact relating to the Corporation's bank account with signing authority.

After completing the term(s) of President, the board has the power to offer a non-voting position.

The Office of President is limited to two terms, but may apply for further term(s) as a director and may hold other Office(s) during such terms..

- b. **Vice-President** - Shall aid with the responsibilities of the President and, when the President is absent or otherwise unable to be present at meetings or events, shall represent the Corporation on their behalf and Chair meetings. The Vice-President shall have such other duties and powers as the board may specify, including the creation of an annual outreach plan in coordination with the President. The goal of this plan shall be to connect with various groups and individuals whom the Corporation serves/may benefit from/collaborate with..

The Vice-President shall be the third contact relating to the Corporations bank account and have signing authority.

- c. **Secretary** - Shall prepare the agendas, set up meeting invites and reminders, minute all meetings of the board, and be responsible for their distribution afterwards.

The Secretary shall be the custodian of all books, papers, records, calendars, documents and other instruments belonging to the Corporation (in virtual or hard copy format) .

- d. **Treasurer** - Shall keep records of all expenditures and assets / income, and prepare budgets projecting expenses / revenue for the upcoming year. The Treasurer shall participate in preparing a financial statement at the end of each fiscal year for distribution to members and submission to CRA in order to maintain non-profit status. The statement must include a statement of the assets and liabilities of the corporation in the form of a balance sheet and a statement of revenues and expenditures.

The Treasurer shall also be responsible for working with the President to prepare the Corporation's Annual Work Plan.

The treasurer shall be the primary contact and holder of the Corporations bank account and all things related to the account. She/He shall have signing authority and be responsible for saving the Corporation's monthly bank statements in digital format so as to be available to the board before the following month's statement is posted.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### 6.03 Responsibilities of Officers

The general responsibilities of all Officers are the following:

1. Attend all scheduled board meetings (notice for meetings to be provided per item 6.02 of the Bylaws), except if notice is given prior to the meeting that they shall not be able to attend;
2. Carry out assigned tasks in time allotted. If additional help and/or time is needed to complete assign tasks, notify the other Officers to adjust the schedule and/or provide support as needed;
3. Represent the Corporation in a positive and professional manner;
4. Work collaboratively and treat other Officers, Committee Members and Members with respect.

### **6.03 Vacancy in Office**

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

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director or,
- d. such officer's death.

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

## **SECTION 7 - NOTICES**

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### **7.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered via email 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 email address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); and
- b. mailed to such person at such person's recorded address by prepaid ordinary or air mail.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched

or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **7.02 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.

### **7.03 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-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 8 - DISPUTE RESOLUTION**

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Any dispute among Directors//Officers and/or committee members shall be dealt with in a respectful and expedient manner. The process for resolving disputes shall be as follows:

1. The Director(s) with the grievance shall each outline the concerns related to the dispute via an email sent to all members of the board with a request that the topic be added to the agenda of the following meeting.
2. The Secretary shall add this item to the agenda of the next meeting of Directors for discussion
3. The President shall be responsible for mediating the dispute resolution.
4. In the event that the President is involved in the dispute, the Vice President shall be responsible to mediate the dispute resolution.
5. Under special circumstances, if the President (or) Director responsible for mediation finds the dispute of significant importance, they may call a special meeting to specifically address the dispute in question. The following conditions must be respected in order to validate the special meeting:
  - a. The notice of the special meeting shall be sent 72 Hours before the meeting.

- b. A quorum of seven (7) Directors / Officers shall be present in order to validate the special meeting.
  - c. The Directors / Officers involved with the dispute must be present at the meeting to explain their perspectives and be heard by the board. If the involved Directors / Officers fail to respond to the special meeting invite and attend, their presence at the following monthly meeting shall be mandatory in order to address the dispute. If the Directors / Officers in question fail to attend the monthly meeting following the special meeting convened, the board may discuss the dispute in the absence of the individuals involved and on the basis of the information available at that time.
6. If possible, the dispute shall be resolved during the meeting with the board passing to a vote the procedures for dispute resolution. Once this happens, all directors shall respect the decisions reached. If the dispute cannot be resolved at the board meeting, a resolution process shall be agreed upon at the meeting and the President shall follow up with the Directors involved via email and if required, phone call, to resolve the issue.
7. If no special meeting is called, and the Directors / Officers in question fail to attend the monthly meeting following the email notifying the board of the dispute, the board may discuss the dispute in the absence of the individuals involved on the basis of the information available at that time. Every effort shall be made to resolve the issue promptly.

If this is a personal issue between Directors (i.e.. conflict of personalities), the parties involved shall make every effort to discuss the matter outside of board meetings. If personal conflicts start to affect the Corporation's initiatives (i.e. work not getting done and/or not getting done on time; quality of work diminishing, etc.), Directors may bring such conflicts to the attention of the Board (follow steps above).

## **SECTION 9 - DISCIPLINE AND TERMINATION**

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### **9.01 Termination of Membership<sup>16</sup>**

Membership in the Corporation is terminated when:

- a. The member fails to maintain qualifications for membership described in Section 2.01 of these by-laws;
- b. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws (see Appendix A);
- d. the member's term of membership expires;

- e. the member dies; or
- f. the Corporation is liquidated or dissolved under the Act.

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

### **9.02 Discipline of Members<sup>17, 18</sup>**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds (see Appendix A):

- a. Violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. Acting in a manner that is disrespectful and/or discriminatory to any member or attendee ;
- c. Harassing any member or attendee ;
- d. Acting in a manner that is detrimental to the Corporation and its interests (i.e. slandering any member of the Corporation or spreading negative or untrue statements about the Corporation).

In the event that the board determines that a member shall be expelled or suspended , the president or such other officer as may be designated by the board shall provide twenty (20) calendar days' written notice and include reasons for the suspension or expulsion. In response, the member may then provide a written submission to the president or such other officer as may be designated by the board within a twenty (20) calendar day period. In the event that no written submission is received, the president or such other officer as may be designated by the board may then proceed to notify the member that she/he is formally suspended or expelled from the Corporation. If a written submission is received in accordance with this section, the board shall consider such submission in arriving at a final decision and notify the member of the decision in writing within twenty (20) calendar days from the date of receipt of the submission. The above referenced notice periods shall be consecutive, not concurrent. The board's decision shall be final and binding without any further right of appeal.

During the notice and decision making period, the member shall cease all activities relating to or carried out on behalf of the Corporation.

Refer to **Appendix A** for disciplinary measures due to discriminatory behaviour and/or harassment.

### **9.03 Removal of Officers & Directors**

Officers and/or Directors may be removed from the Corporation if they are found in breach of any of the "Responsibilities of Officers" listed under item **6.04**. As such, Officers/Directors may be removed by the Board if they:

1. Miss two (2) meetings without giving notice, and/or miss three (3) meetings with or without notice. Note that consideration shall be given to extenuating circumstances.
2. Have not completed tasks assigned to them in a reasonable and/or allocated time; in particular when there is a deadline set for a task and this deadline is being missed.

3. Have not represented the Corporation in a positive, professional manner (i.e. speaking to members or the public about the Corporation - or its Officers or Members, in a negative or defamatory way).
4. Have refused to provide updates or share progress on assigned tasks, have not communicated respectfully with teammates on a given project/task, or have spoken to/treated fellow Officers, Directors, Committee Members or Members in a disrespectful or antagonistic manner.

If any of the above concerns are brought forth to the Board regarding an Officer and/or Director, a warning shall be issued to the individual in question\*. If the concerns persist after a warning has been issued, the Board of Directors shall discuss and decide whether a vote is required to remove this individual from the Corporation. A special meeting shall be held, at which the attendance of the individual facing disciplinary action shall not be required, and the Board shall vote as to the removal of said individual. If the majority vote in favour of removal, the individual shall be given 20 calendar days notice.

If concerns are raised in regard to a specific committee/task/initiative that an Officer/Director is involved in, the Board may choose to immediately remove the Officer/Director from such committee/task/initiative for the duration of the period of the disciplinary review - particularly if they are hindering the completion of an initiative or causing mental anguish amongst their peers.

\*Note: An Officer and/or Director may be removed without warning if the indiscretion is deemed serious (i.e. harassment or violent behaviour - see Appendix A).

## SECTION 10 - EFFECTIVE DATE

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### 10.01 Effective Date<sup>19</sup>

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 8th day of March, 2021 and confirmed by the members of the Corporation by special resolution on the 20th day of March, 2021.

Dated as of the 20th day of March, 2021.

Ksenia Eic, Patrick Lefebvre, Graeme Haunholter, Afsaneh Asayesh and Erin Kirkland -  
Directors

## FOOTNOTES

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### Footnote 1

**Other Definitions** – Depending on the particular structure of the corporation, other definitions may be included. [Return to footnote 1 referrer](#)

### Footnote 2

**Annual Financial Statements** – Subsection 172(2) of the Act allows the by-laws to include this provision, which is optional. [Return to footnote 2 referrer](#)

### Footnote 3

**Membership Conditions** – Subsection 7(1)(c) requires the articles to set out the classes, or regional or other groups, of members that the corporation is authorized to establish and, if there are two or more classes or groups, any voting rights attaching to each of those classes or groups. Subsection 154(1) requires the by-laws to set out the conditions required for being a member, including whether a corporation or other entity may be a member. The examples in the precedent are for (1) a single class of members and (2) two classes of membership. [Return to footnote 3 referrer](#)

### Footnote 4

**Quorum** – Section 164(1) of the Act allows the by-laws to establish the quorum for members' meetings as long as it complies with the Regulations which require the quorum to be a fixed number, a percentage or a determinable formula. If not set out in the by-laws, Subsection 164(2) of the Act provides that the default is a majority of the members entitled to vote. Note that



Section 164(3) specifically allows the by-laws not to allow an opening quorum to be sufficient if there is a loss of quorum later in the meeting. [Return to footnote 9 referrer](#)

#### **Footnote 5**

**Notice of Meeting and Record Date** – The notice periods referred to in this section are prescribed notice periods under Subsection 63(1)(a) and (b) of the Regulations. Subsection 63(1)(c) of the Regulations also permits the corporation to affix the notice of meeting, no later than 30 days before the day on which the meeting is to be held, to a notice board where information respecting the corporation's activities is regularly posted and that is located in a place frequented by the members. Subsection 63(1)(d) permits a corporation with over 250 members to publish the notice of meeting (i) at least once in each of the 3 weeks immediately before the date of the meeting in one or more newspapers where the majority of the members of the corporation resides or (ii) at least once in a publication of the Corporation that is sent to all members, during the period of 21 to 60 days before the meeting. The corporation may want to include either of these options in the by-laws, if desired. It should also be noted that under Subsection 161(1) of the Act, the corporation may fix a record date in accordance with the Regulations for determining the members entitled to receive notice of a meeting of members and to vote at such meeting. [Return to footnote 4 referrer](#)

#### **Footnote 6**

**Electronic means of giving notice** – Under Subsection 63(2) of the Regulations, if the by-laws provide for an electronic means of giving notice, the by-laws must also provide for a non-electronic means of giving notice

#### **Footnote 7**

**Voting** – Subsection 137(1) of the Act permits the by-laws to specify that the members may make decisions by consensus, with certain exceptions. However, consensus decision-making is generally only an appropriate means of making decisions at members meetings when the size of membership is small. If consensus decision making is desired for members, the following may be used:

"Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus shall be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus shall not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members." [Return to footnote 10 referrer](#)

#### **Footnote 8**

**Tie-Vote** – Where there is a tie vote, the example provided in the precedent gives the chair a second or casting vote to break a tie. There are other variations possible, such as stating that the chair shall not exercise a vote except to break a tie. [Return to footnote 17 referrer](#)

## Footnote 9

**Absentee Voting** – Subsection 171(1) of the Act provides that the by-laws may set out any prescribed methods of voting by members not in attendance at a meeting of members. The methods of voting prescribed by Section 74 of the Regulations are: (a) voting by proxy, (b) voting by mailed-in ballot, and (c) voting by means of telephonic, electronic or other communication facility in accordance with the Regulations. If the by-laws prescribe any method of absentee voting they are also required to set out procedures for collecting, counting and reporting the results of any vote. [Return to footnote 6 referrer](#)

## Footnote 10

**Election of Directors** – Subsection 128(3) provides that directors are to be elected by the members by ordinary resolution at an annual meeting for a term expiring within the prescribed period set out in the Regulations (4 years). Subsection 128(4) of the Act allows directors to be elected for staggered terms. The by-laws may specifically provide for staggered terms or the by-laws may be left silent so that the staggered terms are provided by resolution. [Return to footnote 12 referrer](#)

## Footnote 11

**Appointment by Directors** – Subsection 128(8) of the Act states that if the articles provide, the directors may appoint directors to the board but the total number may not exceed 1/3 of the number of directors elected at the previous annual meeting of members. If appointment by directors is desired, the articles could provide:

"The board of directors may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed 1/3 of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members." [Return to footnote 13 referrer](#)

## Footnote 12

**First Organizational Meeting Following Incorporation** – The phrase "provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator" is not required unless the corporation is being created (i.e. it is not needed on continuance). [Return to footnote 14 referrer](#)

## Footnote 13

**Notice of Board of Directors' Meeting** – Subsection 136(1) allows the by-laws to provide for any notice of a meeting of directors. The example provided by the precedent gives the board flexibility to establish a greater number of days notice for regular board meetings while being able to call a board meeting on short notice where pressing matters require an urgent meeting. [Return to footnote 15 referrer](#)

## Footnote 14

**Voting** – Subsection 137(1) of the Act permits the by-laws to specify that the directors shall make decisions by consensus, with certain exceptions. If consensus decision making is desired, the following may be used:

"Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the board shall be decided by a consensus of the directors present at the meeting. A consensus shall be considered to have been reached when no director objects to the question on the floor before the meeting . Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus shall not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the directors. In that event, each director is authorized to exercise one vote". [Return to footnote 16 referrer](#)

#### **Footnote 15**

**Officers** – Section 142 of the Act allows the board to appoint the officers of the corporation and any offices may be specified in the by-laws. If appointment by members or in some other manner is preferred, it must be set out in the articles, by-laws or, if applicable, a unanimous member agreement. [Return to footnote 18 referrer](#)

#### **Footnote 16**

**Retention of rights on Termination** – Section 157 of the Act provides that the articles or by-laws may specify retention of rights by members, for example, for a particular period of time. [Return to footnote 7 referrer](#)

#### **Footnote 17**

**Discipline** – Subsection 158 allows the articles or by-laws to provide that the directors, members or a committee of directors or members has the power to discipline a member or to terminate their membership. If they do, they must also set out the circumstances and the manner in which the power may be exercised. The above section is an example. [Return to footnote 8 referrer](#)

#### **Footnote 18**

Per the Canadian Human Rights Commission, harassment is a form of discrimination. It includes any unwanted physical or verbal behaviour that offends or humiliates you. Generally, harassment is a behaviour that persists over time. Serious one-time incidents can also sometimes be considered harassment.

Harassment occurs when someone

- makes unwelcome remarks or jokes about your race, religion, sex, age, disability or any other of the grounds of discrimination;
- threatens or intimidates you because of your race, religion, sex, age, disability or any other of the grounds of discrimination;

- makes unwelcome physical contact with you, such as touching, patting, or pinching.

#### **Footnote 19**

Transition is a special case for the effective date of the by-laws. The new by-laws typically take effect on the date that the corporation continues under the NFP Act. This is the effective date of the Certificate of Continuance.