

# BY-LAWS OF BCNET

*Canada Not-for-Profit Corporations Act*

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## **BY-LAW NO. 2**

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

**BCNET**  
(the "Corporation")

*Canada Not-for-Profit Corporations Act*

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

### **1. SECTION 1 - General**

#### **1.1 Definitions**

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

- (a) "Act" means 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; and
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "College" means a public post-secondary institution in British Columbia that is not classified as a University and Institute;
- (f) "College Member" means any College that has been accepted for membership in the Corporation in accordance with Section 2.2(g);
- (g) "Core Member" means any person that has been accepted for membership in the Corporation in accordance with Section 2.2(c);
- (h) "Founding Member" means any person that has been accepted for membership in the Corporation in accordance with Section 2.2(a);
- (i) "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;

- (j) “Member” means any Founding Member, Core Member, University and Institute Member, College Member or Research and Higher Education Member;
- (k) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) “Research and Higher Education Member” means any person that has been accepted for membership in the Corporation in accordance with Section 2.2(i);
- (n) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (o) “Universities and Institutes” means any person that is a member of the Research Universities Council of British Columbia (RUCBC) or the BC Association of Institutes and Universities (BCAIU), or any successor organizations; and
- (p) “University and Institute Member” means any University or Institute that has been accepted for membership in the Corporation in accordance with Section 2.2(e).

## **1.2 Interpretation**

In the interpretation of this by-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, 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 1.1 above, words and expressions defined in the Act have the same meanings when used in this by-law.

## **1.3 Head Office**

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Vancouver, in the Province of British Columbia.

## **1.4 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.

## **1.5 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by one officer and one other director, and all contracts, documents and instruments in writing so signed shall be

binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

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

### **1.7 Financial Year End**

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

### **1.8 Audit**

The Members shall, at each annual meeting, appoint a public accountant to conduct an audit engagement of the annual financial statements of the Corporation for report to the Members at the next annual meeting. The public accountant shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of public accountant.

The remuneration of the public accountant shall be fixed by the board.

A public accountant may be removed by ordinary resolution of the Members. A public accountant shall be promptly informed in writing of appointment or removal.

### **1.9 Annual Financial Statements**

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

### **1.10 Borrowing Powers**

The directors of the Corporation may, upon approval by the Members by special resolution,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the

Corporation; and

- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

## **2. SECTION 2 - Membership**

### **2.1 Classes of Members**

Subject to the Articles, there shall be five classes of members in the Corporation, namely (a) Founding Members, (b) Core Members, (c) University and Institute Members, (d) College Members and (e) Research and Higher Education Members.

### **2.2 Membership Conditions**

Membership in the Corporation shall be limited to universities, colleges, institutes, or incorporated or unincorporated non-profit organizations that are interested in furthering the purposes of the Corporation. The Members will abide by this by-law and uphold the objects of the Corporation. Without limiting the generality of the foregoing, each Member will, to the greatest extent that is commercially practical, purchase the advanced network services required for its operations from the Corporation.

The board may, by resolution, approve the admission of Members, subject the approval of each such Member by each of the Founding Members and Core Members.

The following conditions of membership shall apply to the Founding Members:

- (a) The Founding Members will be the original Members of the Corporation, namely the University of British Columbia, the University of Victoria and Simon Fraser University;
- (b) As set out in the Articles, each Founding Member will be entitled to receive notice of and attend all Meetings of the Members and each such Founding Member shall be entitled to four (4) votes at such meetings.

The following conditions of membership shall apply to the Core Members:

- (c) Core membership shall be available to Universities and Institutes and Colleges who have invested and/or committed to invest an amount, as set by the Founding Members from time to time, into the Corporation's infrastructure or services, have applied to the Corporation to be a Core Member and have been accepted as a Core Member. Additional criteria may be determined by the Founding Members from time to time; and
- (d) As set out in the Articles, each Core Member will be entitled to receive notice of and attend all Meetings of the Members and each such Core

Member shall be entitled to one (1) vote at such meetings.

The following conditions of membership shall apply to the University and Institute Members:

- (e) University and Institute membership shall be available to Universities and Institutes who have applied to the Corporation to be a University and Institute Member and have been accepted as a University and Institute Member; and
- (f) As set out in the Articles, the University and Institute Members will be entitled to receive notice of and attend all Meetings of the Members and collectively as a class shall be entitled to two (2) votes at such meetings, exercisable by two (2) delegates appointed for such purposes by the University and Institute Members.

The following conditions of membership shall apply to the College Members:

- (g) College membership shall be available to Colleges who have applied to the Corporation to be a College Member and have been accepted as a College Member; and
- (h) As set out in the Articles, the College Members will be entitled to receive notice of and attend all Meetings of the Members and collectively as a class shall be entitled to two (2) votes at such meetings.

The following conditions of membership shall apply to the Research and Higher Education Members:

- (i) Research and Higher Education membership shall be available to Canadian research labs, organizations, consortia and private post-secondary institutions who have applied to the Corporation to be a Research and Higher Education Member and have been accepted as a Research and Higher Education Member. Additional criteria for membership may be determined by the board from time to time; and
- (j) As set out in the Articles, the Research and Higher Education Members will be entitled to receive notice of and attend all Meetings of the Members and collectively as a class shall be entitled to one (1) vote at such meetings.

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

## **2.3 Notice of Meetings of Members**

Notice of Meetings of Members shall specify the place, the day and the hour of such meeting, and, in case of special business, shall contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken.

Notice shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;
- (c) by posting to an electronic notice board where information respecting the Corporation's activities is regularly posted and that is located in a place frequented by the Members, no later than 30 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-law of the Corporation to change the manner of giving notice.

No error or omission in giving notice of any annual or special general meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings at such meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at such meeting.

## **2.4 Absentee Voting**

Members not in attendance at a Meeting of Members either in person or in a manner specified under By-law 4.7, cannot vote.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the Members is required to make any amendment to the by-law of the Corporation to allow voting by Members not in attendance at a Meeting of Members.

# **3. SECTION 3 – Membership Dues and Termination**

## **3.1 Membership Dues**

Annual fees shall be levied for each Member. The amount of such fees and the mode and time of payment shall be determined by the board and Members shall be notified in writing of such amount, mode and timing of payment payable by them prior to the annual period in which such payment is due. The amount of membership fees may vary by class of membership and by service provided to Members by the Corporation.



### **3.2 Termination of Membership**

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

Any Member may be required to resign by a vote of Members holding at least three-quarters (3/4) of the votes held by the Members present at an annual meeting.

## **4. SECTION 4 - Meetings of the Members**

### **4.1 Annual General Meeting**

The first annual general meeting of the Corporation shall be held not more than eighteen (18) months after the incorporation of the Corporation and subsequently once at least in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but not later than six months after the end of the corporation's preceding financial year.

At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

### **4.2 Business Conducted**

The Members may consider and transact any business either special or general at any Meeting of the Members. Special business is:

- (a) all business at a special general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:
  - (i) the adoption of rules of order,
  - (ii) the consideration of the financial statements,
  - (iii) the report of the directors
  - (iv) the report of the auditor,
  - (v) the election of directors,
  - (vi) the appointment of the auditor; and
  - (vii) the other business that, under this by-law, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

### **4.3 Member Representatives**

Each Founding Member and Core Member shall be represented at a Meeting of the

Members by a single individual nominated in writing by each such Member. All University and Institute Members shall be represented at a Meeting of the Members by two (2) individuals nominated in writing by the majority of the University and Institute Members. All College Members shall be represented at a Meeting of the Members by two individuals nominated in writing by the majority of the College Members. All Research and Higher Education Members shall be represented at a Meeting of the Members by a single individual nominated in writing by the majority of the Research and Higher Education Members. Each such representative shall vote at a Meeting of the Members on behalf of and as directed by their respective Member(s). The form and timing of such nominations may be determined by the board from time to time.

#### **4.4 Quorum**

A quorum at any Meeting of the Members (unless a greater number of Members are required to be present by the Act) is each of the Founding Members. No business, other than election of a chair and adjournment or termination of the meeting, shall be conducted at a Meeting of the Members at a time when a quorum is not present.

#### **4.5 Calling a Meeting**

The board shall have the power to call at any time a Meeting of the Members. The board shall call a Meeting of the Members on written requisition of any one Founding Member or Core Member or on written requisition of Members carrying not less than 5% of the voting rights.

#### **4.6 Votes to Govern**

A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Articles or By-Law or by the Act.

#### **4.7 Attending a Meeting**

The Members may hold meetings by means of a telephonic, and electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.8 Chair of the Meeting**

The Chair of the Board or failing him, one of the directors present who was appointed by a Founding Member in accordance with By-law 5.1(b), shall preside as chair of a Meeting of the Members. If at a Meeting of the Members there is no Chair of the Board or director appointed in accordance with By-law 5.1(b) present within 15 minutes after the time appointed for holding the meeting, or the Chair of the Board and all directors appointed in accordance with By-law 5.1(b) present are unwilling to act as chair, the Members present shall choose one of their number to be chair.

The chair of a meeting may move or propose a resolution.

In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.

#### **4.9 Proxy Voting**

Voting by proxy is not permitted.

#### **4.10 Rules of Order**

Unless otherwise stipulated in the By-Law, Meetings of Members will follow Robert's Rules of Order.

### **5. SECTION 5 - Directors**

#### **5.1 Election**

The board will be composed of a maximum of 25 directors, consisting of the following:

- (a) The Corporation's Chief Executive Officer;
- (b) One (1) nominee of each of the Founding Members;
- (c) One (1) nominee of each of the Core Members;
- (d) Four (4) nominees of the University and Institute Members, collectively, as determined by the majority of the University and Institute Members;
- (e) Four (4) nominees of the College Members, collectively, as determined by the majority of the College Members;
- (f) One (1) nominee of the Research and Higher Education Members, collectively, as determined by the majority of the Research and Higher Education Members;
- (g) One (1) to five (5) nominees of the Founding Members, the Core Members, the University and Institute Members and the College Members, collectively, as such number is determined by such Members from time to time, each as determined by the majority of votes held by such Members;
- (h) One (1) or two (2) nominees of all of the Members, collectively, as such number is determined by the Members from time to time, each as determined by the majority of votes held by the Members.

#### **5.2 Qualifications**

Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be Members.

#### **5.3 Transitional Provisions**

Any director or officer of the Corporation prior to the date upon which the Corporation transitions to the Act, will continue to serve as a director or officer of the Corporation

until the close of the first Meeting of the Members after such transition. At the first Meeting of Members after such transition, the Members will elect the directors of the Corporation in accordance with by-law 5.1.

#### **5.4 Term**

A director appointed at an annual general meeting shall hold office for two (2) years and until his successor is appointed or elected.

The term of office of a director shall run from the end of the annual general meeting at which he is appointed or elected to end of the annual general meeting in the year in which the term of the appointment or election ends.

#### **5.5 Re-appointment**

Directors are eligible for re-appointment or re-election.

#### **5.6 Vacancy**

In a case of vacancy in the board:

- (a) if the vacancy is in respect of a director appointed by a Member or a class of Members, such Member or class of Members may appoint another person to fill the vacancy, and such replacement director shall hold office for the remainder of the term for which the predecessor was appointed; and
- (b) if the vacancy is in respect of a director elected by more than one class of Members, the directors may appoint another person to fill the vacancy, and such replacement director shall hold office until the next annual general meeting.

#### **5.7 Removal from office**

A director shall be removed from office and a vacancy created:

- (a) by a special resolution of the Members;
- (b) if the director has resigned his office by delivering a written resignation to the secretary of the Corporation;
- (c) if the director is found by a court to be of unsound mind;
- (d) if the director becomes bankrupt or suspends payment or compounds with his creditors; or
- (e) on death.

#### **5.8 Remuneration**

The directors shall serve as such without remuneration and no director shall directly or

indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

## **5.9 Liability and Indemnification**

The directors shall not be relieved from the duty to act in accordance with the Act and this by-law nor from liability that by virtue of any rule of law would otherwise attach to a director in respect of negligence, default, breach of duty or breach of trust, but the directors are hereby exonerated from any loss which may arise through any bona fide application of the funds, property and assets of the Corporation for the objects of the Corporation as set forth in its Articles.

The Corporation may, subject to the provisions of the Act, indemnify a director or former director of the Corporation and his heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such director acting in his capacity as director, if he acted honestly and in good faith with a view to the best interests of the Corporation and exercised the care, diligence and skill of a reasonably prudent person, and with respect to any criminal or administrative proceedings, he had reasonable grounds for believing that his conduct was lawful. The indemnity authorized by this by-law shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this by-law.

The directors may from time to time, subject to the provisions of the Act, cause the Corporation to enter into a contract to indemnify any director or former director, officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it.

The directors may cause funds to be expended by the Corporation for the purchase and maintenance of insurance for the benefit of any person who is, or was a director, officer, employee or agent of the Corporation or is, or was serving at the request of the directors as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which the Corporation has had an interest, against any liability incurred by such person as such director, employee or agent.

## **6. SECTION 6 – Meetings of Directors**

### **6.1 Calling of Meetings**

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

The board shall meet as often as is necessary to transact the business of the board and in any event no less than once every six months.

## **6.2 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.1 of this by-law to every director of the Corporation at least forty-eight (48) hours in advance of the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

All notices of meetings of directors shall include an agenda identifying the matters to be considered at the meeting. With the consent of the directors, matters may be added to an agenda at a meeting and considered by the directors.

## **6.3 Quorum**

A majority of directors appointed pursuant to By-law 5.1 at least two (2) of whom have been appointed pursuant to By-law 5.1(b), constitute a quorum for the transaction of business.

## **6.4 Attending a Meeting**

The board may hold meetings by means of a telephonic, and electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.

## **6.5 Chair**

The Chair of the Board shall be chair of all meetings of the directors, but if at a meeting the Chair of the Board is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of the directors present to be chair at the meeting.

## **6.6 Voting**

Questions arising at a meeting of the directors shall be decided by a majority of votes. Each director is authorized to exercise one (1) vote. In case of an equality of votes the chair does not have a second or casting vote.

The chair of a meeting may move or propose a resolution.

## **6.7 Rules of Order**

Unless otherwise stipulated in the By-Law, meetings will follow Robert's Rules of Order.

## 7. SECTION 7 - Officers

### 7.1 Description of Offices

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

- (a) **Chair of the Board** - The Chair of the Board is to be chosen from among the directors and shall be appointed by the Members at the first Meeting of the Members, and subsequently at each annual general meeting. The Chair of the Board shall, when present, preside at all Meetings of the Members, of the directors, and of the Executive Committee and supervise the other officers in the execution of their duties. The chair shall have such other duties and powers as the board may specify. The Chair of the Board shall hold office for one year from the date of appointment or election or until his successor is elected or appointed in his stead.
- (b) **Chief Executive Officer/President** - The Chief Executive Officer and president is to be appointed by the Members at the first Meeting of the Members, and subsequently at each annual general meeting. The Chief Executive Officer and president of the Corporation shall have the general and active management of the affairs of the Corporation; and see that all orders and resolutions of the board are carried into effect. The Chief Executive Officer and president shall be subject to removal by special resolution of the Members.
- (c) **Secretary** - The secretary is to be chosen from among the directors and shall be appointed by the Members at the first Meeting of the Members, and subsequently at each annual general meeting. The secretary shall attend and be the secretary of all meetings of the board and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The secretary shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead.
- (d) **Treasurer** - The treasurer is to be chosen from among the directors and shall be appointed by the Members at the first Meeting of the Members, and subsequently at each annual general meeting. The treasurer shall keep such financial records, including books of account, necessary to comply with the Act; render financial statements to the directors, Members and others when required, and be the chair the Finance Committee pursuant to by-law 8.4. The treasurer shall hold office for one year from

the date of appointment or election or until their successors are elected or appointed in their stead.

The Chair of the Board and the secretary must be different persons.

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.

## **7.2 Vacancy in Office**

In the absence of a written agreement to the contrary, excluding the Chief Executive Officer, the Members 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 until the next meeting of the members.

## **8. SECTION 8 - Committees of Directors**

### **8.1 Formation**

The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by this by-law and by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

The members of a committee may meet and adjourn as they think proper.

### **8.2 Chair**

A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.



### **8.3 Executive Committee**

An Executive Committee shall be formed and shall consist of:

- (a) one (1) director appointed by each Founding Member;
- (b) one (1) director appointed by each Core Member;
- (c) one (1) director appointed by the University and Institute Members;
- (d) one (1) director appointed by the College Members;
- (e) one (1) director appointed under By-law 5.1 (g); and
- (f) the officers of the Corporation if not already included in (a) through (e) above.

The Executive Committee shall have the powers of the board in the time between regularly scheduled meetings of the board. Executive Committee members who are officers of the Corporation will be removed upon ceasing to be officers of the Corporation. Executive Committee members appointed by a particular class or classes of Members shall be subject to removal by a resolution of a majority of the Members of that class or those classes. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Subject to the Act, the notice provisions of By-law 6.2 shall apply to meetings of the Executive Committee. The Executive Committee shall be chaired by the Chair of the Board. A quorum for the Executive Committee is a majority of the committee members at least two (2) of whom have been appointed pursuant to By-law 8.3(a).

### **8.4 Finance Committee**

A Finance Committee shall be formed for the purpose of financial management of the Corporation, and shall consist of:

- (a) the treasurer of the Corporation, who shall act as the chair; and
- (b) three (3) additional directors appointed by the board.

The Finance Committee member who is the treasurer of the Corporation will be removed upon ceasing to be treasurer of the Corporation. The other Finance Committee members shall be subject to removal by a resolution of the board. Finance Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

### **8.5 Audit Committee**

An Audit Committee shall be formed for the purpose of providing assistance to the

board in fulfilling its fiduciary responsibilities relating to accounting and reporting practices and shall consist of:

- (a) the chair of the Finance Committee;
- (b) two (2) other directors appointed by the board who are also appointed to the Finance Committee; and
- (c) two (2) additional directors appointed by the board.

Notwithstanding the above, the committee shall be structured such that the majority of committee members are not officers or employees of the Corporation.

The chair of the Audit Committee shall not be the treasurer of the Corporation. The Audit Committee member who is the chair of the Finance Committee will be removed upon ceasing to be chair of the Finance Committee. The other Audit Committee members shall be subject to removal by a resolution of the board. Audit Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

## **8.6 Nominating and Governance Committee**

A Nominating and Governance Committee shall be formed for the purpose of making recommendations to the Members and the board for director appointments pursuant to By-law 5.1 and Committee appointments pursuant to By-law 8.4 and 8.5. This committee will also review governance on a regular basis and shall consist of three (3) directors appointed by the board from among the directors.

## **9. SECTION 9 - Notices**

### **9.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term 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, this by-law 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 personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication

facility at such person's recorded address for that purpose; or

- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

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.

## **9.2 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.

## **9.3 Omissions and Errors**

The accidental omission to give any notice to any Member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **10. SECTION 10 - By-Law**

On being admitted to membership, each Member is entitled to and the Corporation shall give or provide electronic access to such Member, without charge, a copy of the by-law of the Corporation.

The by-law of the Corporation may be repealed or amended by by-law, or a new by-law may be enacted by an affirmative vote of Members holding at least two-thirds (2/3) of the votes held by the Members present at a meeting duly called for the purpose of considering the said by-law.

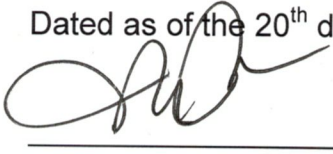
## 11. SECTION 11 – Effective Date

### 11.1 Effective Date

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

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on the 20<sup>th</sup> day of June, 2013 and confirmed by the Members of the Corporation by special resolution on the 20<sup>th</sup> day of June, 2013.

Dated as of the 20<sup>th</sup> day of June, 2013.



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Michael Hrybyk, President & CEO