

The Canadian Space Commerce Association By-Law No. 2

**BY-LAW NO. 2.1**

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

**The Canadian Space Commerce Association**

(the "Corporation")

Ratified by the Membership May 4, 2017

## **TABLE OF CONTENTS**

1. Section One – General
  - 1.1. Definition
  - 1.2. Interpretation
  - 1.3. Corporate Seal
  - 1.4. Execution of Documents
  - 1.5. Financial Year
  - 1.6. Banking Arrangements
  - 1.7. Borrowing Powers
  - 1.8. Annual Financial Statements
2. Section Two – Membership – Matters Requiring Special Resolution
  - 2.1. Annual Financial Statements
  - 2.2. Membership Transferability
  - 2.3. Notice of members’ Meetings
  - 2.4. Members Calling Members’ Meetings
  - 2.5. Absentee Voting at Members’ Meetings
3. Section Three – Membership Dues, Termination and Discipline
  - 3.1. Membership Dues
  - 3.2. Termination of Membership
  - 3.3. Effect of Termination of Membership
  - 3.4. Discipline of Members
4. Section Four – Meeting of Members
  - 4.1. Proposals Nominating Directors at Annual Members’ Meetings

The Canadian Space Commerce Association By-Law No. 2

- 4.2. Cost of Publishing Proposals for Annual Members' Meetings
  - 4.3. Place of Members' Meetings
  - 4.4. Persons Entitled to be Present at Members' Meetings
  - 4.5. Chair of Members' Meetings
  - 4.6. Quorum at Members' Meetings
  - 4.7. votes to Govern at Members' Meetings
  - 4.8. Participation by Electronic Means of Members' Meetings
  - 4.9. Members' Meetings Held entirely by Electronic Means
5. Section Five – Directors
- 5.1. Powers of Directors
  - 5.2. Number of Directors
  - 5.3. Election of Directors
  - 5.4. Term of Office of Directors
  - 5.5. Good Standing of Directors
  - 5.6. Removal of Directors
  - 5.7. Filling Vacancy of Directors
  - 5.8. Indemnification
6. Section Six – Meetings of Directors
- 6.1. Calling of Meeting of Board of Directors
  - 6.2. Notice of Meeting of Board of Directors
  - 6.3. Notice For Emergency and Special meetings
  - 6.4. Regular Meeting of Board of Directors
  - 6.5. Quorum
  - 6.6. Votes To Govern Meetings of Board of Directors

The Canadian Space Commerce Association By-Law No. 2

- 6.7. Committees of The Board of Directors
- 7. Section Seven – Board Committees
  - 7.1. Executive Committee
  - 7.2. Other Committees
- 8. Section Eight – Officers
  - 8.1. Appointment of Officers
  - 8.2. Description of Officers
  - 8.3. Vacancy in Office
- 9. Section Nine – Notices
  - 9.1. Invalidity of any Provisions of this By-Law
  - 9.2. Omissions and Errors
- 10. Section Ten – Effective Date
  - 10.1. By-Laws and Effective Date

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

1. SECTION ONE – GENERAL

1.1. DEFINITION

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

**"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

**"board"** means the board of directors of the Corporation and "director" means a member of the board;

**"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;

**"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;

**"members in good standing"** means a member who has been accepted by the Board of Directors as a member, had paid all membership dues, whose membership has not expired or been terminated, and has not been the subject of any disciplinary action under section 3.4.

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

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

**"Resident Members"** means persons, corporate bodies or unincorporated entities that are Canadian as defined in the Income Tax Folio S5-F1-C1.

**"Non-resident Members"** means persons, corporate bodies or unincorporated entities that are not Canadians as captured in the Income Tax Folio S5-F1-C1. and/or are resident internationally; and

**"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2. 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3. 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 chair or secretary of the Corporation shall be the custodian of the corporate seal.

1.4. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other material instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors, of which one must be the Chief of Staff. 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.

1.5. FINANCIAL YEAR

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

1.6. 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 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. BORROWING POWERS

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
- iv. 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.

#### 1.8. ANNUAL FINANCIAL STATEMENTS

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## 2. SECTION TWO – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

#### 2.1. MEMBERSHIP CONDITIONS

Subject to the articles, there shall be one class of members in the Corporation. Membership shall be available and comprised of persons, corporate bodies and unincorporated entities residing in Canada ("Resident Members") or outside of Canada ("Non-Resident Members")



so long as the overall percentage of Non-Resident Members does not exceed 35%. Members must be interested in furthering the Corporation's purposes and must have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. The term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of the Corporation. Members in good standing shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each member shall have one (1) vote on every matter voted upon at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

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).

## 2.2. MEMBERSHIP TRANSFERABILITY

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.

## 2.3. NOTICE OF MEMBERS' MEETINGS

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

(a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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.

#### 2.4. MEMBERS CALLING MEMBERS' MEETINGS

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of 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 the requisition, any member who signed the requisition may call the meeting.

#### 2.5. ABSENTEE VOTING AT MEMBERS' MEETINGS

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of an electronic or other communication facility 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.

### 3. SECTION THREE – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

#### 3.1. MEMBERSHIP DUES

- a) All Classes of members shall be notified in writing of the membership dues payable by them and, if any are not paid within one (1) calendar month of the membership renewal date as determined by the Board of Directors from time to time, the members in default shall automatically cease to be members of the Corporation. Such membership dues shall be set by the Board of Directors from time to time.

- b) The dues payable by members of the Corporation shall be determined annually by the Board of Directors. Dues may be established at rates differing between resident and non-resident members, or differing between members who are individuals and those who are organizations.

### 3.2. TERMINATION OF MEMBERSHIP

A membership in the Corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires and is not renewed; or
- d) the Corporation is liquidated and dissolved under the Act.

### 3.3. EFFECT OF TERMINATION OF MEMBERSHIP

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.

### 3.4. DISCIPLINE OF MEMBERS

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

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having in regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or

expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled 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. The board's decision shall be final and binding on the member, without any further right of appeal.

#### 4. SECTION FOUR – MEETING OF MEMBERS

##### 4.1. PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEMBERS' MEETINGS

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented

##### 4.2. COST OF PUBLISHING PROPOSALS FOR ANNUAL MEMBERS' MEETINGS

A member who submitted the proposal pursuant to section 4.1 shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

##### 4.3. PLACE OF MEMBERS' MEETINGS

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members 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.

##### 4.4. PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS

In addition to members of the Corporation, the directors and the public accountant of the Corporation and such other persons who are required

under any provision of the Act, articles or by-laws of the Corporation to be present at the members' meeting shall be entitled to be present. Any other person may be admitted to a meeting of the members only on the invitation of the Board of Directors or by resolution of the members entitled to vote at such a meeting.

4.5. CHAIR OF MEMBERS' MEETINGS

In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.6. QUORUM AT MEMBERS' MEETINGS

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20 percent of the members entitled to vote at the meeting. 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.

4.7. VOTES TO GOVERN AT MEMBERS' MEETINGS

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 questions by members entitled to cast a vote. 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 in addition to an original vote shall have a second or casting vote.

4.8. PARTICIPATION BY ELECTRONIC MEANS OF MEMBERS' MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with

the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.9. MEMBERS' MEETINGS HELD ENTIRELY BY ELECTRONIC MEANS

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

5. SECTION FIVE – DIRECTORS

5.1. POWERS OF DIRECTORS

Subject to the Act and the Articles, the Board shall oversee the management and affairs of the Corporation.

The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees.

The directors shall take such steps as they may deem appropriate to enable the corporation to acquire, accept, solicit or receive gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

5.2. NUMBER OF DIRECTORS

The Board shall consist of a number of directors between the minimum and maximum number set out in the Articles (i.e. 3-7).

The members may, from time to time, by ordinary resolution, fix the number of directors of the corporation and the number of directors to be elected at annual meetings of the members, or delegate those powers to the directors.

### 5.3. ELECTION OF DIRECTORS

- a) Directors shall be elected at the annual meeting of members or at any other meeting called for that purpose.
- b) Absentee voting for director positions will be allowed by proxy, mailed-in ballot, or electronic communication. Pursuant to section 171(1) of the Act, a member entitled to vote at a meeting of members may vote in advance by email, mail in ballot, or e-mail if 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.
- c) For each election one (or more) Elections Officer will be designated by the Board of Directors, who will be responsible for the impartial conduct of that election according to the Elections Policies and Procedures established by the Board of Directors from time to time.
- d) Only Members in good standing, nominated in accordance with the Nominations Policy established by the Board of Directors from time to time, shall be entitled to stand for election as a director of the Corporation.
- e) Non-Resident members in good standing nominated in accordance with the Nominations Policy established by the Board of Directors from time to time, shall be entitled to stand for election as a director of the Corporation so long as the total percentage of directors on the board who are Non-Resident members does not exceed 35%.

### 5.4. TERM OF OFFICE OF DIRECTORS

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

### 5.5. GOOD STANDING OF DIRECTORS

Directors are required to remain Members in good standing throughout the term in office. Failure to comply will disqualify the Director from eligibility to serve and result in the Director's office being automatically vacated.

## 5.6. REMOVAL OF DIRECTORS

- a) The Board of Directors may recommend to the membership removal, whether for cause or without cause, of any Director of the Corporation. A quorum of the Board must be present and a majority (50%) of the ballots must be in favour of removal in order for the question to be put to the members at a meeting of members and voted on by those members who are eligible to vote.
- b) Without limiting in any way the discretion of Members or Directors, in bringing a resolution to the members for the removal of a Director, the failure of a Director to attend 50% every six (6) months of the meetings within the fiscal year of Directors without leave of the Board, may result in a resolution from the Board of Directors confirming that the Director has resigned and the office of the Director will be automatically vacated.

## 5.7. FILLING VACANCY OF DIRECTORS

A quorum of the Board of Directors may fill a vacancy on the board of directors, but not a vacancy created by an increase in the number of directors or a failure to elect the minimum number of directors specified in the Articles.

## 5.8. INDEMNIFICATION

The Corporation shall provide present or former Directors and Officers of the Corporation with the indemnification described in section 151 of the Act. This means that the Corporation agrees to compensate directors and officers for losses they may suffer or costs they may incur while carrying out their duties, but only if the director was acting honestly and in the corporation's best interests.

## 6. SECTION SIX – MEETINGS OF DIRECTORS

### 6.1. CALLING OF MEETING OF BOARD OF DIRECTORS

Meetings of the board may be called by the chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.



6.2. NOTICE OF MEETING OF BOARD OF DIRECTORS

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3. NOTICE FOR EMERGENCY AND SPECIAL MEETINGS

The chair or any two (2) directors may call an emergency or special meeting without the notice specified in Section 6.2 for any judicious reason, using the reasonable person standard, requiring immediate attention by the Board as a whole.

6.4. REGULAR MEETING OF BOARD OF DIRECTORS

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if 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.

6.5. QUORUM

A quorum for the transaction of business at Board and Committee meetings shall be not less than 50% (fifty percent) or the smallest whole number of 4/7 (four sevenths) of the number of Directors.

6.6. VOTES TO GOVERN MEETINGS OF BOARD OF DIRECTORS

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 in addition to an original vote shall have a second or casting vote.

6.7. COMMITTEES OF THE BOARD OF DIRECTORS

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

7. SECTION SEVEN – BOARD COMMITTEES

7.1. EXECUTIVE COMMITTEE

a) Composition

The Board may from time to time elect from among its number an executive committee (the "Executive Committee") consisting of not less than three (3) and not more than four (4) Directors, the exact number to be fixed by resolution of the Board, and of which the Chair of the meeting shall be a non-voting member except in the case of a tie vote in which case the Chair shall cast the deciding vote. Other than the Chair, each member of the Executive Committee shall serve during the pleasure of the Board and in any event only so long as the person shall be a Director. The Board may fill vacancies in the Executive Committee by election from among the Directors. If and whenever a vacancy shall exist in the Executive Committee, the remaining members of such committee may exercise all its power so long as a quorum remains.

b) Powers

During the Intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose and subject to the Act) all the powers of the Board in the management and direction of the affairs and business of the Corporation (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

c) Procedures

Subject to any regulations made from time to time by the Board, the Executive Committee:

- i. May appoint one or more days in each year for regular meetings of the Executive Committee at a place and the time named, and no further notice of such meetings need be given; and
- ii. May fix its own rules of procedure from time to time.

d) Quorum

The quorum of the Executive Committee shall be fixed at the smallest whole number that is not less than a majority of its members.

e) Minutes of the Executive Committee Meetings

The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it and at least a summary thereof shall be submitted to the Board at least annually.

## 7.2. OTHER COMMITTEES

### a) Governance Committee

There shall be a committee composed of not less than three (3) persons, as selected by the Board, responsible for establishing the slate of candidates for election as directors (the "Governance Committee") and such committee shall exercise the powers and duties as determined from time to time by the Board and in accordance with these bylaws.

### b) Other Committees

There may be such other committees and with such duties as the Board may establish from time to time.

### c) Regulations Respecting Committees

With respect to the Governance Committee and the other committees and except as otherwise provided in this by law:

- i. The chair of each committee must be a Director;
- ii. Other members of the committee may, but need not be, Directors, but must be members in good standing;
- iii. Members of the committee shall be appointed, and may be removed, by the Board;
- iv. Each committees shall report and be responsible to the Board and the direction of the Board, to the Executive Committee, if any; and
- v. Each committee shall have the power to appoint one (1) or more subcommittees.

## 8. SECTION EIGHT – OFFICERS

### 8.1. 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 may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

## 8.2. DESCRIPTION OF OFFICERS

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

- a) Chair of the Board –The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, 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.
- b) President – If appointed, the president shall be responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently and are accountable for their performance.
- c) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. Upon the absence of the Secretary another individual acceptable to the Board, may be designated to record the minutes. 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.
- d) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

- e) General Counsel – If appointed, the General Counsel shall have such powers and duties as the board may specify.
  
- f) Chief of Staff – A member of management shall be the chief of staff, shall be appointed by the Board of Directors and control the day-to-day business affairs of the corporation.

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.

### 8.3. 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 (if a necessary qualification of appointment) 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.

## 9. SECTION NINE – NOTICES

### 9.1. 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.

### 9.2. OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-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.

## 10. SECTION TEN – EFFECTIVE DATE

### 10.1. BY-LAWS AND EFFECTIVE DATE

Subject to the articles, the board of directors 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 directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.