Updated June 2025

THE INSTITUTE FOR PERFORMANCE AND LEARNING

The Institute for Performance and Learning (I4PL)

GENERAL BY-LAW NUMBER 2025

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1 INTERPRETATION

1.1 Definitions

In these By-Laws and all other By-Laws, resolutions and Board Regulations of the Corporation, unless otherwise defined:

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

1.1.2 "Annual Meeting" means an Annual Meeting of Members;

1.1.3 "Board" means the board of Directors of the Corporation;

1.1.4 "Board Regulation" means a regulation passed by the Board in accordance with Article 7;

1.1.5 "Corporation" means The Institute for Performance and Learning (I4PL) / L'Institut pour la performance et l'apprentissage (IPPA);

1.1.6 "Director" means a member of the Board;

1.1.7 "Executive Director" or "ED" means the general manager and chief executive officer of the corporation appointed by the Board.

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

1.1.9 "Member" means a person who has become a Member of the Corporation in accordance with section 2.1;

1.1.10 "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

1.1.11 "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

1.1.11.1 is a Director;

1.1.11.2 is an Officer of the Corporation;

1.1.11.3 is a member of a Committee; or

1.1.11.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of the Corporation or such body corporate.

1.1.12 "Public Accountant" means, in respect of a corporation, means the public accountant appointed for the corporation, pursuant to Part 12 of the Act;

1.1.13 "Special Meeting of Members" includes any meeting of Members that is not an Annual Meeting;

1.1.14 "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution;

2 MEMBERSHIP

2.1 Composition

Subject to the Articles, there shall be one class of Members in the Organization. Within this class, membership shall be composed of four categories and their constituent groups of Members:

2.1.1 **Certified Members** of whom there are two groups: (1) Performance and learning professionals who have attained the corporation's requirements for professional certification and have been awarded the designation(s) established by the Corporation; (2) performance and learning professionals who have been admitted into the Corporation’s certification program, are actively working towards certification, and have been awarded official ‘Candidate’ status

2.1.2 **Professional Members** of whom there are three groups: (1) ‘Expatriate/Émigré Professionals’ (“Newcomers”) who actively participated in practice of adult education/workplace performance and learning in a country other than Canada prior to their arrival here; (2) ‘Emerging Professionals’ who are within the first three (3) years practice; (3) ‘Practicing Professionals’ who actively participate in the practice of adult education/workplace performance and learning and who have not attained or are not working towards, professional certification.

2.1.3 **Affiliate Members** of whom there are three groups: (1) Students who are (a) enrolled in a post-secondary program of study accredited by or otherwise recognised by the Corporation, or (b) enrolled in a post-secondary program of study not officially recognised or accredited by the Corporation but which forms an established course of study at an institution recognised by the Ministry of Education of a Canadian Province or Territory; (2) any person who previously was a training and development professional and who is now retired; and (3) any other such other individuals interested in furthering the Corporation's purposes.

2.1.4 **Fellows** of the Corporation who have attained such eminence in the field of performance and learning that their achievements and contributions are deemed significant both to the Corporation and to the performance and learning profession, of whom there are two groups (1) **Fellows,** who are members (whether certified, professional or affiliate) of the Corporation prior to their recognition; and (2) **Honorary Fellows**, who, while not members of the Corporation, have nevertheless had their achievements and contributions deemed significant to both the Corporation and the profession.

Corporate membership, when offered, shall not constitute a separate category of membership under these bylaws. Rather, it shall consist of a defined package of benefits and offerings, as determined by the Board from time to time, designed to provide a distinct value proposition to private or public sector organisations employing two or more practising performance and learning professionals.

2.2 Term of Membership

The term of membership, with the exception of Fellow, shall be ***one*** year. A member’s term shall start on the date the Member pays the membership dues. Membership may be renewed upon payment of dues required under section 2.5.

Fellowship is a lifetime honour, contingent upon the individual Fellow maintaining good standing within one of the three membership categories: Certified, Professional, or Affiliate. While no additional dues or fees are attached to the award of Fellow, Fellows remain subject to the membership dues and fees applicable to their respective category, as determined by the Board from time to time. Honorary Fellows are exempted from this requirement. Fellows who resign their membership may retain the title “Fellow Emeritus/Emerita.”

2.3 Members' Rights

Each Member, regardless of category or group, shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

The membership categories set out in section 2.1 shall not be construed as hierarchical or indicative of rank. All members, regardless of category, are equal in standing and enjoy the same core rights and privileges, except where specific rights are expressly attached to a particular category. For example, Certified Members and Fellows may be granted the privilege and right to use professional and postnominal designations, subject to the conditions of such awards.

2.4 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

2.4.1 the resignation in writing of a Member of the Corporation;

2.4.2 the death of a Member;

2.4.3 the expiration of a Member's term of membership;

2.4.4 the expulsion of a Member from the Corporation in accordance with section 0;

2.4.5 the liquidation or dissolution of the Corporation under the Act; or

2.4.6 the cessation of membership for failure to pay membership dues as provided in section 2.5.

2.5 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid, the Members in default shall automatically cease to be members of the Corporation. Membership dues shall be as set by the Board from time to time. Notwithstanding termination of membership for non-payment of membership dues, upon payment of the membership dues the Member can renew their Membership.

Fellows of the Corporation are not required to pay additional fees beyond the regular membership dues applicable to their membership category (e.g., Certified, Professional, Affiliate). The Fellowship designation does not confer exemption from such dues. Fellows remain responsible for paying all applicable membership dues in accordance with their category.

Fellows are also subject to standard registration fees for professional development programs, conferences, symposia, and other events organized by the Corporation or its chapters, unless a specific exemption or discounted rate has been approved by the Board of Directors or, in the case of chapter events, by the relevant chapter executive committee.

2.6 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:

2.6.1 Violating any provision of the Articles, By-Laws, Code of Ethical Conduct or written policies of the Corporation;

2.6.2 Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and

2.6.3 For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having 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 Executive Director, 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 Executive Director, or such other officer as may be designated by the Board before the end of the twenty (20) day period. In the event that no written submissions are received by the Executive Director, the Executive Director, 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.

2.7 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

3 BOARD OF DIRECTORS

3.1 Board

Immediately following confirmation of this By-Laws by the Members, the number of Directors shall be fixed up to a maximum of fifteen (15). The Members thereafter delegate to the Directors the right to fix the number of Directors from time to time.[1]
There shall be one *ex-officio* and non-voting board position, the Past Board Chair. The Past Board Chair will hold office for up to twelve (12) months following the completion of their term as Board Chair. As a non-voting position, the Past Board Chair shall not be counted in the quorum but shall have the right to speak at meetings when recognized by the Board Chair.

3.2 Qualifications

Each Director shall:

3.2.1 Be an individual who is at least eighteen (18) years of age;

3.2.2 Not be a person who has been found to be incapable, which means that the individual is found, under the laws of a province, to be unable to manage property or is declared to be incapable by any court in a jurisdiction outside Canada by any court in Canada or elsewhere;

3.2.3 Not have the status of bankrupt.

If a person ceases to be qualified as provided in this section 3.2, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.5.

3.3 Commitments and Duties of Directors

Each Director, having met the qualifications in section 3.2, must agree to:

3.3.1 Maintain a membership in good standing; and

3.3.2 Support the vision and mission of the organization.

3.3.3 Honour such other commitments as agreed to as articulated in the Board Director Commitment Contract and Working Agreement

3.3.4 Carry out those actions and expectations as outlined in the Corporation's Duties and Responsibilities of Board Directors document

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[1] The Act provides a soliciting corporation must have a minimum of three (3) Directors. Not more than one-third (1/3) of the directors of a public benefit corporation may be employees of the corporation or of any of its affiliates.

Subject to the Act, bylaws, and any Ordinary Resolution, the directors (Board) shall manage or supervise the management of the activities and affairs of the Corporation.

Every director and officer of the Corporation in exercising their powers and discharging their duties shall:

3.3.5 act honestly and in good faith with a view to the best interests of the corporation;

3.3.6 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

3.3.7 when on approved leave, as outlined by section 3.4, directors and officers continue to owe a duty of care, loyalty, and obedience to the corporation. This means they must still act in the best interests of the corporation, maintain a fiduciary responsibility for decisions passed by the board, avoid conflicts of interest, and fulfill their obligations according to the Act and regulations.

Every director and officer of the corporation shall comply with:

3.3.8 the Act and the regulations;

3.3.9 the articles, these bylaws and any Ordinary Resolution; and

3.3.10 the Corporation's Code of Ethical Conduct

3.4 Removal and Resignation of Directors

The Members may, by ordinary resolution at a special meeting, remove any director or directors from office and may elect a person to replace the removed director for the remainder of the term of office.
Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.5.

A Director shall be deemed to have resigned and to have vacated their office (automatic resignation) if any of the following conditions are met:

3.4.1 The Director is absent from more than twenty percent (20%) of scheduled Board meetings in any calendar year, unless a leave of absence was granted in advance by majority vote of the Board.

3.4.2 The Director is found, during quarterly performance reviews conducted by the Governance Committee, to have failed to meet the duties and commitments outlined in section 3.3 of these bylaws.

3.4.3 The Director is found, during quarterly performance reviews conducted by the Governance Committee, to have failed to honour the obligations agreed to in the Board Member Commitment Contract and Working Agreement.

Leaves of absence may be granted in advance by a majority vote of the Board. Directors on approved leave shall still be considered absent for the purposes of calculating attendance under 3.4.1.

Leave may be granted for a maximum of sixty (60) calendar days. After an absence exceeding ninety (90) calendar days, the Director shall be deemed to have resigned and their office vacated.

Directors on leave shall not be counted toward quorum during the period of their leave.

Directors deemed to have resigned under this section shall receive notice confirming the vacancy of their position.

3.5 Vacancies

Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by appointment by the Directors of the Corporation for the balance of the Director's term of office. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting of Members to fill the vacancies on the Board.
The Directors may not fill a vacancy resulting from an increase in the number of the minimum or maximum number of directors provided for in the Articles or a failure to elect the number or minimum number of directors provided for in the articles.

3.6 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4 ELECTION OF THE BOARD

4.1 Election of Directors

Subject to the provisions of the Act and Articles, Directors shall be elected by the Members.

4.2 Term of Office

A Board Director's term shall begin at the time of his or her election and end when his or her replacement is elected.
Board Directors will be eligible to be elected to serve up to two (2) consecutive three (3) year terms. Directors will be required to take a minimum of one (1) year break before standing for re-election.

The terms of the Board of Directors will be selected so that approximately 1/3 of the board is elected at each Annual General Meeting.

Notwithstanding the provisions above in article 3.1, the Past Board Chair shall serve for a term not exceeding twelve (12) months.

4.3 Re-Election

A Director is eligible for election for two (2) terms as set out in section 4.2 and afterwards is not eligible for re-election ~~for the three term cycle~~ until a period of twelve (12) months has elapsed from the date such person ceases to be a Director with the exception that:

4.3.1 A Director appointed or elected to fill a vacancy in mid-term is entitled to hold office for the two (2) terms as set out in section 4.2 in addition to the unexpired portion of their original term; and

4.3.2 A Director who holds the office of Chair is entitled to be eligible for re-election for an additional term as a Director provided that such additional term shall automatically cease upon the expiration of the period in which such individual may serve as Chair.

4.4 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.5 Nominations

Candidates for the office of Director shall comprise the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board.

4.6 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.1 Calling Meetings

Meetings of the Board may be called by the Chair of the Board and shall be held at the place specified in the notice.

5.2 Meeting following the Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a set place and time. 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 as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.4 Notice of Meetings

Subject to the provisions of sections 5.2 and 5.3, notice of Board meetings shall be given to each Director:

5.4.1 By email at least two (2) days before the meeting is to take place, excluding the date on which notice is given.

5.5 Meetings by Electronic Conference

If all the Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

5.6 Quorum

A quorum for the transaction of business at meetings of the Board shall be fifty (50) percent of the Directors.

5.7 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

5.8 Resolution in Lieu of Meeting.

If all directors sign a resolution dealing with any matter referred to in paragraphs 127 (1)(a) to (g) of the Act, they are not required to hold the meeting referred to in subsection 127 (1) of the Act.
A copy of the resolution shall be kept with the minutes of the meetings of directors.

5.9 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.1 Annual Meeting

The Annual Meeting of the Members shall be held within Canada, or, if all Members entitled to vote at the meeting consent, outside of Canada, at a place and date and time determined by the Board, for the purpose of:

- 6.1.1 Hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation;
- 6.1.2 Electing Directors;
- 6.1.3 Appointing the Public Accountant and fixing or authorizing the Board to fix their remuneration; and
- 6.1.4 The transaction of any other business properly brought before the meeting.

The Annual Meeting shall be held every fifteen (15) months thereafter, provided that any Annual Meeting should be held within six (6) months of the financial year end of the Corporation.

6.2 Meetings by Electronic Conference

At the Board's complete discretion, a Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time. At the Board's discretion, the annual general meeting may be held by electronic means.

6.3 Special Meeting

The Board may at any time call a Special Meeting of Members for the transaction of any business specified in the notice calling the meeting.

6.4 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled[2] to receive notice of the meeting and entitled to vote at the meeting. The day shall be between twenty-one (21) days and sixty (60) days before the day on which the meeting is to be held. If the

[2] The corporation is not required to give notice to members who were not registered on the records of the corporation on the record date determined under paragraph 161(1)(a) or subsection 161(2), but a member that is not given notice of the meeting is not deprived of the right to vote at that meeting. S.C. 2009, c. 23, s. 161 (6).

Directors do not fix a record date for which Members are entitled to receive notice of the meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

6.5 Notice of Meetings

Notice of the time, place and date of any meeting of Members and sufficient information for a Member to make a reasoned judgement on the business shall be given to each Member entitled to vote at the meeting, to each Director and to the Public Accountant of the Corporation:

6.5.1 By email, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held;

6.5.2 By posting the notice on a notice board or the corporate website where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held.

6.6 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

6.6.1 Those entitled to vote at the meeting,

6.6.2 The Directors and the Public Accountant of the Corporation, and

6.6.3 Such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

6.7 Quorum

6.7.1 A quorum for the transaction of business at meetings of the Members shall be at least one (1%) of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.

6.7.2 No business shall be transacted at any meeting unless the necessary quorum is present at the commencement of such meeting.

6.7.3 If a quorum is not present at the opening of a meeting of members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

6.7.4 If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

6.8 Chair

In the absence of the Chair of the Board, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as Chair. If no Director is present, or if all the Directors present decline to act as Chair, the Members present and entitled to vote shall choose a Member to be Chair.

6.9 Voting by Members

The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

A vote at a meeting of the members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

6.10 Proxies

Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Act. A proxy shall be in writing. The proxy holder need not be a Member.

A proxy shall be executed by:

- 6.10.1 The Member entitled to vote;
- 6.10.2 The attorney of the Member entitled to vote authorized in writing; or
- 6.10.3 If the Member is a body corporate, under its corporate seal, if any, or by an officer or attorney duly authorized by the body corporate.

A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

Subject to the Act, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to the By-Laws.

A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

6.11 Ballot

A Member can demand a ballot during the meeting either before or after any vote. The result of a ballot shall be deemed to be a resolution on that matter for which the ballot was requested.

6.12 Adjournments

Any meeting of Members may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty-one (31) days from the date of the original meeting.

6.13 Signed Resolutions

A resolution signed by all the Members entitled to vote on that resolution at a meeting of Members is valid, provided that the following matters may not be dealt with by written resolution:

- 6.13.1 The resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing their removal or replacement; and
- 6.13.2 The resignation, removal or replacement of a public accountant, where a written statement has been submitted by the public accountant giving reasons for resigning or opposing their removal or replacement.

7 BOARD RESOLUTIONS

7.1 Board Resolutions

The Board may make Board Resolutions with regard to any matter not inconsistent with the Act and the By-Laws.

8 OFFICERS

8.1 Officers

There shall be a Chair and such other officers that may be appointed by Board Resolution from time to time. Subject to the Act and the By-Laws, the terms and duties of such officers shall be defined in the Board Resolution passed by the Board from time to time.

8.2 Chair of the Board

The Board shall appoint, from among the directors of the Corporation, a Chair, who, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation, and shall have such other duties and responsibilities as defined by the Board.

8.3 Chief Executive

The Board may from time to time appoint an Executive Director (“ED”) who has, subject to the control of the Board, general supervision, direction and control of the business and activities (other than the Chair of the board) of this corporation as the general manager and chief executive officer.

The ED is an *ex-officio,* non-voting member of the Board. The ED, if any, shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any Committee of the Board including the Executive Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the ED are discussed.

8.4 Special Advisors

The board may from time to time appoint special advisors as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board.

9 CHAPTERS AND COMMITTEES

9.1 Chapters and Committees

The Board may by Board Resolution appoint such chapters, regions (grouping together chapters deemed to be within a certain geographic proximity as determined by the board), committees, and advisory bodies as it deems appropriate from time to time and set the rules governing entities subject to the Act and the By-laws.

9.2 Executive Committee

The Board may appoint from among the Directors of the Corporation an Executive Committee and delegate to the Executive Committee any of the powers of the Directors except those powers listed below in section 9.3.

9.3 Limits on Authority of Chapters and Committees

No chapter and committee, including the Executive Committee, has authority to:

9.3.1 Submit to the Members any question or matter requiring approval of the Members;

9.3.2 Fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;

9.3.3 Issue debt obligations except as authorized by the Board;

9.3.4 Approve any financial statements;

9.3.5 Adopt, amend or repeal any Bylaw; or

9.3.6 Establish contributions to be made, or dues to be paid, by Members.

10 CONFLICT OF INTEREST

10.1 Conflict of Interest

In accordance with the Act and any Board Resolution, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act.

11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Indemnity and Insurance

The Corporation shall indemnify any Protected Persons and shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and any Protected Persons, in accordance with terms to be set by Board Resolution.

11.2 Insurance cannot be discontinued by Board alone

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued except upon approval of the Members.

12 EXECUTION OF DOCUMENTS

12.1 Execution of Documents

The Board may, by Board Resolution, prescribe the person(s) authorized to execute classes of documents on behalf of the Corporation. All documents executed in accordance with the Board Regulations are binding on the Corporation without further action or formality.

13 BORROWING BY THE CORPORATION

13.1 General Borrowing Authority

The Directors may, without authorization of the Members:

13.1.1 Borrow money on the credit of the Corporation;

13.1.2 Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

13.1.3 Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

13.1.4 Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or officer.

14 FINANCIAL YEAR

14.1 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of June 30 in each year or on such other date as the Board may determine.

15 PUBLIC ACCOUNTANT

15.1 Appointment

Subject to section 182, members of the corporation shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting.

15.2 Dispensing with Public Accountant

The Members of the Corporation may resolve not to appoint a public accountant, but the resolution is not valid unless all the members entitled to vote at an annual meeting of members consent to the resolution.

15.3 Filling a Vacancy in the Office of Public Accountant

Subject to the articles, the directors shall immediately fill a vacancy in the office of public accountant.

15.4 Remuneration of Public Accountant

The remuneration of a public accountant may be fixed by ordinary resolution of the members or, if not so fixed, shall be fixed by the directors.

16 NOTICE

16.1 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

16.1.1 If given by telephone, notice is deemed given at the time of the telephone call;

16.1.2 If given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;

16.1.3 If given by email, notice is deemed given when sent;

16.1.4 If posted on a Website, notice is deemed given on the date of posting; and

16.1.5 If provided by other electronic means, notice is deemed given when transmitted.

16.2 Declaration of Notice

At any meeting, the declaration of the Secretary or Chair of the meeting that notice has been given pursuant to this By-Laws shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

16.3 Computation of Time

In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, 16.3.1 Where reference is made to “at least”, the number of days do not include the day notice is given or the day of the meeting or event;

16.3.2 In all other cases exclude the day of the meeting or other event and include the day notice is given, unless otherwise provided; and

16.3.3 Where the time for giving the notice falls on a holiday, the notice may be given on the next day that is not a holiday.

16.4 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, Members or a Committee shall not be invalidated by:

16.4.1 An error in notice that does not affect its substance;

16.4.2 The accidental omission to give notice; or

16.4.3 The accidental non-receipt of notice by any Director, Member or Public Accountant.

Any Director, Member or Public Accountant may at any time waive notice of, ratify and approve any proceeding taken at any meeting.

16.5 Waiver

Where a notice or document is required to be sent by the By-laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

17 BY-LAWS AND EFFECTIVE DATE

17.1 Effective Date of this By-law

This By-Law shall only be effective upon the issuance of the Corporation’s Certificate of Continuance under the Act by Industry Canada.

17.2 Amendments requiring Special Resolution

Amendments to the following sections of the By-Laws shall only be effective upon approval of the Members by Special Resolution:

17.2.1 Section 1.1.5;

17.2.2 Section 2.1;

17.2.3 Section 2.2;

17.2.4 Section 6.5;

17.2.5 Section 6.10; and

17.2.6 Any section that adds, changes, or removes a provision that is contained in the Corporation’s articles.

17.3 By-Laws and Effective Date

Subject to the Articles and section 17.1, the Board of Directors may make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Laws, 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 of the Members.

If the By-Laws 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-Laws, 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.

18 REPEAL OF PRIOR BY-LAWS

18.1 Repeal

Subject to the provisions of section 18.2 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Laws are repealed.

18.2 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.