

Bylaws

Bylaws relating generally to the conduct of the affairs of the

DISABLED WOMEN’S NETWORK OF CANADA / RÉSEAU D ‘ACTION DES FEMMES HANDICAPÉES DU CANADA (DAWN-RAFH CANADA)

Ratified October 20, 2018
(the “Corporation”)

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Preamble

1. The Corporation

A by-law relating to the conduct of the affairs of the DISABLED WOMEN'S NETWORK OF CANADA / RÉSEAU D'ACTION DES FEMMES HANDICAPÉES DU CANADA (DAWN-RAFH CANADA) until changed in accordance with this By-law.

It is hereby enacted that the by-laws of DISABLED WOMEN'S NETWORK OF CANADA / RÉSEAU D'ACTION DES FEMMES HANDICAPÉES DU CANADA (DAWN-RAFH CANADA) shall have equal force in English or French in accordance with Canada's official languages.

BE IT ENACTED as a by-law of the DISABLED WOMEN'S NETWORK OF CANADA / RÉSEAU D'ACTION DES FEMMES HANDICAPÉES DU CANADA (DAWN-RAFH CANADA) (hereinafter called "The Corporation" as follows)

General

2. Definitions

- 2.1. "**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;
- 2.2. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 2.3. "**Annual General Meeting**" means the annual general meeting described in Article 46 of these Bylaws;
- 2.4. "**Board**" means the Board of Directors of the Corporation;
- 2.5. "**Bylaw**" means these Bylaws, as may be amended, and any other Bylaws of the Corporation and which are, from time to time, in force and effect;
- 2.6. The term "**contracts, documents or instruments in writing**" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.
- 2.7. "**cross-disability**" means including all forms of disability, including but not limited to: acquired, congenital, intellectual, brain, neurologic, sensory, mobility, mental health, episodic, etc.

- 2.8. **"Director"** means any person elected or appointed to the Board;
- 2.9. **"Disability"** is defined in accordance with the Convention on the Rights of Persons with Disabilities:
- 2.9.1. from the preamble item (e) "Recognizing that disability is an evolving concept and that disability results from the interaction between persons with impairments and attitudinal and environmental barriers that hinders their full and effective participation in society on an equal basis with others,"
- 2.9.2. And then from Article 1 paragraph 2 "Persons with disabilities include those who have long-term physical, mental, intellectual or sensory impairments which in interaction with various barriers may hinder their full and effective participation in society on an equal basis with others."
- 2.10. **"Member"** means a Member of the Corporation who is a self-identified women with a disability (or disabilities);
- 2.11. **"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;
- 2.12. **"Ordinary resolution"** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast by those present and eligible to vote on that resolution;
- 2.13. **"Proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- 2.14. **"Register of Members"** means the register maintained by the Board of Directors containing the names of the Members of the Corporation;
- 2.15. **"Registered Office"** means the registered office for the Corporation;
- 2.16. **"Corporation"** means DISABLED WOMEN'S NETWORK OF CANADA / RÉSEAU D'ACTION DES FEMMES HANDICAPÉES DU CANADA (DAWN-RAFH CANADA);
- 2.17. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- 2.18. **"Special Meeting"** includes a meeting of any class or classes of Members as described in Article 34;
- 2.19. **"Special resolution"** means:
- 2.19.1. a resolution passed at a Members' Meeting of the Corporation. There must be 21 days' notice and the notice must state the proposed resolution. There

must be approval by a vote of 75% of the voting Members who vote in person at the Members' Meeting;

- 2.19.2. a resolution proposed and passed as a special resolution at a Members' Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the Members' Meeting unanimously agree; or
- 2.19.3. a resolution agreed to in writing by all the Members who would have been entitled to vote on the resolution in person at a Members' Meeting.
- 2.20. "**Woman**" is any person who identifies themselves as being of female gender.

3. Head Office

- 3.1. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Montréal in the Province of Québec.

4. Interpretation

- 4.1. In these Bylaws words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include corporations and societies.
- 4.2. These Bylaws shall be interpreted broadly and generously.

5. Objects of the Corporation

- 5.1. The Objects of the Corporation are set out in the Articles of Incorporation.

6. Corporate Seal

- 6.1. The Corporation may have a Seal in the form approved from time to time by the Board. The custody of the Corporate Seal shall be at the Registered Office of the Corporation.

7. Execution of Documents

- 7.1. All documents requiring execution by the Corporation shall carry a minimum of any of the following two (2) signatures: President, Vice-President, Treasurer, Executive Director and Financial Coordinator.

- 7.2. The Board may from time to time direct the manner in which, and the persons by whom, a particular document or type of document shall be executed by ordinary resolution. Any person authorized to sign any document may affix the Corporate Seal (if any) to the document.

8. Books and Records

- 8.1. Although it is the responsibility of the Secretary, all Directors are collectively responsible to see that all necessary books and records of the Corporation required by the Bylaws or by any applicable Statutes or Laws are regularly and properly kept. Custody of the books and records of the Corporation are to be at the Registered Office of the Corporation.

9. Banking Arrangements

- 9.1. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

10. Appointment of the Auditor

- 10.1. There must be an audit of the books, accounts and records of the Corporation at least once each year. The external accounting firm appointed to conduct the annual independent audit shall do so in accordance with generally accepted accounting principles. The audit shall be presented at each Annual General Meeting. The Members may re-appoint the auditor at the Annual General Meeting or choose a replacement external accounting firm.

11. Annual Financial Statements

- 11.1. 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

any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

12. Financial Year End

- 12.1. Unless otherwise amended by the Board, the fiscal year of the Corporation shall be April 1st to March 31st of the following year.

13. Membership Year

- 13.1. The membership year is from 01 April to 31 March of the following year.

14. Rules and Regulations

- 14.1. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation, as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation, when they shall be confirmed. Failing such confirmation at such annual meeting of members, such rules and regulations shall at and from that time cease to have any force and effect.

15. Parliamentary Procedures

- 15.1. All meetings of the Corporation shall be conducted according to Bourinot's Rules of Order. A copy of Bourinot's Rules of Order shall be available for referral at every meeting.
- 15.2. In small committee meetings of under five people, the proceedings can be conducted without the use of seconds.

16. Distributing Assets and Dissolving the Corporation

- 16.1. The Corporation does not pay any dividends or distribute any property among its members.
- 16.2. Before a corporation can be dissolved, it must dispose of its property. This involves:

- 16.2.1. returning property to another person if the property was originally given to the corporation on the condition that it be returned when the corporation is to be dissolved;
 - 16.2.2. paying any debt or other liabilities of the corporation;
 - 16.2.3. distributing any remaining property according to the statement set out in this item of the articles. Property includes fixed property (e.g., land and buildings), movable property (e.g., office equipment, tools and cars) and other assets such as cash, bonds and shares.
- 16.3. If the Corporation is dissolved, any funds or assets remaining, after paying all debts, are paid to a registered and incorporated charitable organization in accordance with the Income Tax Act. Members select this organization by Special Resolution. However, if the Corporation has its registration in accordance with the Income Tax Act revoked, the assets may only be distributed to qualified donees that also meet the definition of eligible donees under the Income Tax Act.
- 16.4. Under no circumstances do any members receive any assets of the Corporation.

17. Remuneration of Members

- 17.1. The Members shall serve without remuneration with the exception of expense reimbursement as approved by the Board upon the production of appropriate receipts except for subsistence and travel per diems which are funded "by purse." The subsistence and travel per diems will be set by the Board as part of the annual budget process.

18. Indemnities to Directors and Others

- 18.1. Every Member, Director, Officer or Employee of the Corporation shall be indemnified and saved harmless out of the funds of the Corporation, from and against:
- 18.1.1. All costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of any action, suit or proceedings which is brought, commenced or prosecuted against them for their role in the Corporation;
 - 18.1.2. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by acts of fraud, dishonesty, bad faith, or gross negligence.

- 18.2. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person dealing with the Corporation.
- 18.3. Directors and Officers can rely on the accuracy of any statement or report prepared by the Corporation's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

19. Amendment of Bylaws

- 19.1. Directors make, amend or repeal by-laws **except those requiring a special resolution of members**. The by-law, amendment or repeal is effective until the next meeting confirm, amend or reject it. Majority vote of the Board of Directors applies to other by-law provisions
- 19.2. Directors cannot make, amend or repeal by-law provisions for which a special resolution of members is required.
- 19.3. A special resolution of members is needed to make, amend or repeal by-law provisions dealing with: conditions of membership, notice of meetings to members, transferability of membership, or absentee voting. A special resolution is a resolution that is passed by at least two-thirds of the votes cast at a members meeting.
- 19.4. Making a change to any provision contained in a corporation's articles, once a Certificate of Continuance has been issued, requires a resolution of the members that is passed by at least two thirds of the votes cast at a meeting and an application to Corporations Canada for a Certificate of Amendment and payment of the appropriate fee.

20. Invalidity of any Provisions of this Bylaw

- 20.1. The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

21. Omissions and Errors

- 21.1. 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 Bylaws 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.

Membership

22. Condition of Membership

- 22.1. Membership in the Corporation shall be limited to those parties who support the Articles of Incorporation and shall consist of those parties whose application for admission as a member has been processed at Head Office.

23. Classes of Membership

- 23.1. **Individual** – A self-identified Woman with a Disability who supports the Articles of Incorporation. One individual member has one vote per motion at any general membership meeting of the Corporation. Individuals may join DAWN Canada directly or through joining an affiliate.
- 23.1.1. 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).
- 23.2. **Partners** – Supporting Individuals, Associations, Organizations or Agencies who are not driven by women with disabilities that support the Articles of Incorporation of the Society and make application to the National Corporation. Partners do not have voting rights.
- 23.2.1. 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).
- 23.3. **Network Affiliates** – The Board may from time to time authorize the establishment of branches of the Corporation hereinafter referred to as Network Affiliates. DAWN-RAFH Canada Network Affiliates are provincial and local organizations that are driven by self-identified women with disabilities who make application to the National Corporation support the Articles of Incorporation. Network Affiliates agree to follow the bylaws, policies, mandates and mission of DAWN-RAFH Canada in order to retain the status of affiliation.
- 23.3.1. Network Affiliates have voting rights of one vote per organizational delegate. 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).

24. Affiliation Standards

- 24.1. The Board may from time to time authorize the establishment of branches of the Corporation hereinafter referred to as Affiliates. The Affiliates of the Corporation are provincial and local organizations that are driven by self-identified women with disabilities who make application to the National Corporation and sign an affiliation agreement.
- 24.2. Affiliates must support the objects of the Corporation. Affiliates must agree to follow the bylaws, policies, mandates and mission of The Corporation in order to retain the status of Affiliation.
- 24.3. Affiliates must follow the Policies and directions for branding and logo of the Corporation as determined by the National Head Office.

25. Affiliation Voting Rights

- 25.1. Affiliates have voting rights of one vote per organizational delegate who will be selected by the provincial or local affiliate.
- 25.2. Affiliates must agree to maintain current registration of: their membership lists, annual financial statements, annual reports and current bylaws to the National Office of the Corporation.

26. Revocation of Affiliation

- 26.1. Agreements can be suspended, removed or revoked by a 2/3 vote of the people present and voting at a special meeting of the Board of Directors of the Corporation convened for that purpose. An Affiliate may be removed by a 2/3 vote of the National Board of Directors, or the general membership who requisition a special meeting in accordance with the Act and these Bylaws and voting at a meeting convened for this purpose. The conduct of the Affiliate to be removed shall have been determined by the Board of Directors to be improper, unbecoming or likely to endanger the interests or reputation of the Corporation or the Affiliate shall have willfully breached the by-laws of the Corporation. Affiliates may submit a written brief for consideration by the Directors at a meeting of the Board called for that purpose. Affiliates may also make a written request to rescind their affiliation agreement upon a resolution of 2/3 vote of the members of that affiliate eligible and voting for that purpose. Removal or rescinding the Affiliation agreement means the affiliate gives up any rights to use

the corporate name of the Corporation, and any local or provincial association with any aspect of the name or its abbreviations.

27. Membership Fees

- 27.1. The Board shall decide annual membership fees for each category of Members.
- 27.2. Annual membership fees must be paid on or before April 1st of every year.

28. Membership Rights

- 28.1. All Members in good standing are entitled to:
 - 28.1.1. Receive notice of meetings of the Corporation;
 - 28.1.2. Attend any meeting of the Corporation;
 - 28.1.3. Speak at any meeting of the Corporation; and
 - 28.1.4. Exercise other rights and privileges given to Members in these Bylaws.

29. Member in Good Standing

- 29.1. A Member is in good standing when:
 - 29.1.1. The Member has paid membership fees or other required fees to the Corporation; and
 - 29.1.2. The Member is not terminated, suspended or otherwise disciplined as provided for in articles 28 and 30.

30. Voting Members

- 30.1. Only Regular Members in good standing are entitled to vote at Members Meetings.
- 30.2. Regular Members are entitled to one (1) vote at a meeting of the Corporation.

31. Transferability of Membership

- 31.1. No right or privilege of any Member is transferable to another organization or person. All rights, responsibilities and privileges cease when the organization withdraws its membership from the Corporation or the Member resigns.

Membership Dues, Termination and Discipline

32. Dues/Fees

- 32.1. Annually the dues and fees, if any, will be set by the Board of Directors for the following year.
- 32.2. A member who owes dues but has not been dropped from membership, has the right to vote in all elections and on all motions.

33. Termination of Membership

- 33.1. A membership in the Corporation is terminated when:
 - 33.1.1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
 - 33.1.2. a member fails to maintain any qualifications for membership described in Membership of these bylaws;
 - 33.1.3. **Failure to Maintain Current Contact Information** – It is the responsibility of Members to maintain current contact information with the Head Office of the Corporation. Staff of the Head Office of the Corporation will make one attempt to find the correct information if they notice it is out of date and then their name will be removed from the register of members;
 - 33.1.4. **Resignation** – any member may withdraw from the Corporation by delivering to the Corporation a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation. Once received, the person's name is removed from the registry of members;
 - 33.1.5. the member is expelled in accordance with Discipline of Members below or is otherwise terminated in accordance with the articles or by-laws;
 - 33.1.6. the member's term of membership expires;
 - 33.1.7. the Corporation is liquidated or dissolved under the Act;
 - 33.1.8. All rights, responsibilities and privileges cease when the member dies or resigns from the Corporation.
 - 33.1.9. **Transmission of Membership** - No right or privilege of any member is transferable to another person.

34. Zero Tolerance Policy for Harassment and Abuse

- 34.1. The Corporation has a framework for inclusion and a zero tolerance policy for harassment and abuse. In serious situations brought to the attention of the staff and Board of the Corporation, the Executive Director and/or full Board of

Directors have the right and responsibility to take action to cause the removal of the member, officer or Director or staff person from the premises immediately, in order to ensure the safety of all parties from all levels of the organization. The individual will be subject to the disciplinary measures outlined in Discipline of Members within these bylaws.

35. Discipline of Members

- 35.1. The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - 35.1.1. violating any provision of the articles, by-laws, or written policies of the Corporation;
 - 35.1.2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
 - 35.1.3. 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.
- 35.2. 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.

36. Continued Liability

- 36.1. Although a Member ceases to be a Member, by death, resignation, or otherwise, he is liable for any debts owing to the Corporation at the date of ceasing to be a Member.

Meetings of Members

37. Place of Meeting of Members

37.1. The Board shall set the time, date and place of the Members' Meetings.

38. Notice of Members' Meeting

38.1. Notice of the time and place of a Members' Meeting shall be given to each Member by the following means:

38.1.1. by mail, courier or personal delivery, at least 30 days before the day on which the meeting is to be held; or

38.1.2. by telephonic, electronic or other communication facility, at least 30 days before the day on which the meeting is to be held.

38.2. 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-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

39. Absentee Voting

39.1. Subsection 171(1) of the Act provides that the by-laws may set out any prescribed methods of voting by members not in attendance at a meeting of members. In accordance with Section 74 of the Regulations:

39.2. Voting by proxy is permitted only in Members Meetings and Special Meetings of Members of the Corporation.

39.3. Voting by mailed-in ballot, is only for election of Board of Directors. Nominations are to be received one month prior to the Members Meeting. A second notification will be distributed to all voting members with ballots, mail-in instructions and final details for participation by teleconference / electronic means. Election results will be announced at the Members Meeting and posted to the website.

39.4. Voting by means of telephonic, electronic or other communication facility in accordance with the Regulations.

39.5. Passing resolutions in writing at Members' meetings is not acceptable.

39.6. A majority of the votes cast by the members present and carrying voting rights shall determine the question in meetings except where the vote or consent of a

greater number of members is required by the Act, or these By-laws, or Bourinot's Rules of order.

- 39.7. Consensus decision making is not permitted.
- 39.8. 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.

40. Members Calling a Members' Meeting (Special Meeting)

- 40.1. 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.
- 40.2. The Board of Directors shall call a Special Meeting in accordance with the Act, on written requisition of not less than three (3) Regular Members. 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.
- 40.3. The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice shall state the place, date, time and purpose of the Special Meeting.
- 40.4. Only the matter(s) set out in the notice for the Special Meeting shall be considered at the Special Meeting.
- 40.5. Special Meetings shall have the same method of voting and same quorum requirements as the Annual General Meeting.

41. Persons Entitled to be Present

- 41.1. The persons entitled to be present at a Members' Meeting shall be the following: all Members, Directors, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act or Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the President of the meeting or by resolution of the Members.

42. Electronic Participation at Meetings

- 42.1. If the Directors or Members of the Corporation call a Members' Meeting in accordance with these Bylaws, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and these Bylaws, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 42.2. Meetings by teleconference or other electronic means must permit all Members/Officers/Directors/Staff/Volunteers as applicable to communicate adequately with one another.
- 42.3. Each Member/Officer/Director/Staff/Volunteer must have equivalent access to the technology being utilized in order to communicate adequately during the meeting.
- 42.4. Consent for participation in electronic meetings is signified by the Member, Director, or other individual as the case may be, dialing/logging into the electronic meeting room.
- 42.5. Quorum shall be as for Members, Directors and committee meetings as applicable and established by roll call. The recording of votes will be by each member indicating verbal or electronic "Aye" or "Nay" if permitted by the electronic conferencing software.
- 42.6. Security is the responsibility of the electronic service provider hosting the event.
- 42.7. The documents needed should be received prior to the meeting or available by email or web conferencing software visible to all Members.

43. Chair of the Meeting

- 43.1. In the event that the President and Vice-President of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

44. Quorum

- 44.1. 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.
- 44.2. Attendance of a minimum of eight (8) voting members at the Members' Meeting constitutes a quorum.

45. Votes to Govern

45.1. At any Members' Meeting questions are decided either by Ordinary Resolution or Special Resolution.

45.2. Matters Requiring Special Resolution

45.2.1. Condition of Membership, Classes of Membership, Notice of Members Meeting, Absentee Voting, and Transferability of Membership require a two-thirds majority of those present and eligible to vote according to the Act.

45.2.2. According to Bourinot's Rules of order: Previous Question Motions, Limiting Debate Motions, Motions to Reconsider, Motions to Rescind or Repeal also require two-thirds majority vote to pass.

45.2.3. Suspension of a rule requires a unanimous vote to pass under Bourinot's Rules of Order.

45.3. Tie-Vote

45.3.1. The President shall not exercise a vote except 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.

45.4. Voting Methods

45.4.1. Voting is by show of hands or by electronic participation. A Member present and entitled to vote at the meeting can request a vote by ballot.

45.4.2. The Chair declares the resolution carried or lost. This statement is final and does not have to include the number of votes for or against the resolution unless so requested by a majority of the members present. The Chair decides in good faith and the decision is final.

45.4.3. Absentee (proxy) voting is defined under Article 39 of these bylaws.

46. Annual General Meeting

46.1. The Corporation shall hold its Annual General Meeting in each calendar year. The Board sets the place, date and time of the meeting.

- 46.2. The Secretary mails, emails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. The notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.
- 46.3. The business to be conducted at an Annual General Meeting shall include:
 - 46.3.1. Adopting the agenda;
 - 46.3.2. Adopting the minutes of the last Annual General Meeting;
 - 46.3.3. Considering any reports;
 - 46.3.4. Reviewing the financial statements of the Corporation and the auditor's report;
 - 46.3.5. Appointing the auditors for the upcoming year;
 - 46.3.6. Electing the Officers;
 - 46.3.7. Electing Members of the Board;
 - 46.3.8. Considering matters in the meeting notice; and
 - 46.3.9. Other specific motions that any Member has given notice of before the meeting is called.

Directors

47. Proposals Nominating Directors at Annual General Meeting

- 47.1. Applications and/or nominations for Directors will be received in sufficient time as announced by the National Head Office of the Corporation in order to prepare ballots for the election of Directors by members.
- 47.2. Board Directors shall not become employees of the Corporation within two years of ceasing to be Board Directors of the Corporation. Employees of the Corporation shall not become Board Directors within two years of their termination of their employment with the Corporation. They are welcome to remain members of the Corporation as long as they are in good standing.
- 47.3. Individuals seeking nomination as Directors must supply the following:
 - 47.3.1. Paragraph of a maximum of 500 words to be published on the web site about why you want to seek election to the Corporation Board of Directors (required)
 - 47.3.2. A biography of your life experience or resume about yourself (required)
 - 47.3.3. A photo (optional)

- 47.3.4. Applications may be submitted by mail, email or facsimile to the National Head Office
- 47.4. Applications for those seeking nominations must be received at the Head Office of the Corporation by the date fixed in advance of the Annual Members' Meeting as set out in the Notice of the Members' Meeting

48. Number of Directors

- 48.1. Directors shall manage the property, business, and affairs of the Corporation. Directors must be self-identified women with a disability 18 years of age or older with power under the law to contract. Directors must be voting members in good standing with the Corporation.
- 48.2. A Board of Directors consisting of a minimum of 3 and a maximum of 16 (10 Provinces, 3 Territories, up to 3 additional Directors). The three additional Directors will be elected by the Board from anywhere in Canada to address an area of skill or diversity lacking from the group of elected Directors.
- 48.3. Quorum at Board of Directors meetings - 50% plus 1 but no less than 3 directors shall constitute a quorum. If less than 50% plus 1 of the directors that are present the meeting is delayed ½ hour while further attempts are made to reach additional directors. After such time the meeting may proceed with a minimum of 3 directors in attendance and a note to this effect in the minutes of the meeting.
- 48.4. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.
- 48.5. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected. At the 2007 meeting of members the Board of Directors then elected shall replace the provisional Directors named in the letters patent of the Corporation.

49. Term of Office of Directors

- 49.1 The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election, at which point they may serve for one additional term expiring not later than the close of the third annual meeting, for a maximum total of six years. After a two-year absence a member may again put forward their name for nomination to the Board.

50. Powers and Duties of the Board of Directors

- 50.1. The Board governs and manages the affairs of the Corporation. The Board may hire an Executive Director to carry out management function under the direction and supervision of the Board.

- 50.2. The Board has the powers and duties of the Corporation, except as stated in the Act. The Powers and Duties of the Board include but are not limited to:
 - 50.2.1. Policy development and managing the Corporation;
 - 50.2.2. Raising funds to provide the resources necessary to operate the Corporation. Take steps as they may deem requisite to enable the Corporation to acquire, accept, and solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation;
 - 50.2.3. Hiring an Executive Director to operate the Corporation;
 - 50.2.4. Maintaining and protecting the Corporation's assets and property;
 - 50.2.5. Approving an annual budget for the Corporation;
 - 50.2.6. Paying all expenses for operating and managing the Corporation;
 - 50.2.7. Investing any extra monies;
 - 50.2.8. Approving all contracts for the Corporation;
 - 50.2.9. Maintaining all accounts and financial records for the Corporation;
 - 50.2.10. Promoting the Objects of the Corporation;
 - 50.2.11. Promoting membership in the Corporation;
 - 50.2.12. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Corporation;
 - 50.2.13. Authorize expenditures on behalf of the Corporation;
 - 50.2.14. To borrow money upon the credit of the Corporation;
 - 50.2.15. To limit or increase the amount to be borrowed; and
 - 50.2.16. To secure any bonds, debentures, or other securities, or any other present or future borrowing or liability of the Corporation. By mortgage, charge pledge of all or any currently owned or subsequently acquired real and

personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

- 50.3. Fiduciary Responsibility – each member of the Board of Directors must understand that they have a fiduciary responsibility to the Corporation.
- 50.4. Confidentiality clause – all matters designated as confidential by the Board of Directors of the Corporation, must be held in strict confidence.
- 50.5. Conflict of Interest – it is imperative to preserve the integrity of the Corporation and the Objects contained therein by avoiding actual or perceived conflicts of interest. If a Director or Member becomes aware of a potential conflict of interest, he/she must disclose it to the Board who will deliberate and come to a resolution on the matter. Neither the person believed to have the conflict of interest nor the person reporting it shall participate in such deliberations.
- 50.6. Directors are responsible to keep their contact information current by providing it to the Corporation.

51. Vacancy in Office

- 51.1. A Director shall hold office until the earlier of:
 - 51.1.1. The Director's successor being appointed by their member organization;
 - 51.1.2. When removed from office at a Special Meeting of the Board of Directors convened for that purpose in accordance with the Article "Discipline of Members" of these Bylaws;
 - 51.1.3. When a Director has resigned their office by delivering a written resignation to the Registered Office of the Corporation;
 - 51.1.4. When the individual loses the legal ability to execute a contract;
 - 51.1.5. Upon death.
- 51.2. Provided that if any vacancy shall occur for any reason in this Section contained, the member organization will appoint a replacement to fill the vacancy.
- 51.3. Ideally the appointee should come from the same Region as the vacated Director. If all due diligence to find a person from the region is unsuccessful, the board may appoint an interim director from another region, to fill the vacancy until the next election at the Members' Meeting.
- 51.4. In accordance with Section 132 of the Act, a quorum of Directors may fill a vacancy on the board of Directors EXCEPT in the following circumstances: an increase in the number of Directors or a failure to elect the minimum number of Directors specified in the articles of incorporation

- 51.5. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total of Directors so appointed **may not exceed one third** of the number of directors elected at the previous annual general meeting of members.

52. Meetings of the Board of Directors

- 52.1. Meetings of the Board may be called by the President of the Board, the Vice-President of the Board or any two (2) Directors at any time.
- 52.2. The Board shall meet no less than four (4) times per year.
- 52.3. Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors and 48 hours written notice of such meeting shall be given other than by mail to each Director.
- 52.4. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat. Any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 52.5. A resolution in writing is acceptable in extraordinary circumstances. Such resolutions will be confirmed by the Directors at the next meeting so they are properly reflected in the minutes.
- 52.6. A Director is required to attend Board meetings in order to ensure organizational representation and fulfillment of fiduciary responsibility. Directors are asked to advise the President when they are unable to attend a meeting. If unable to attend a meeting, Directors are asked to designate an alternate in writing to the Executive Director in advance of the meeting.

53. Emergency Meetings

- 53.1. Emergency meetings may be held under emergency circumstances at any time without formal notice. Any Directors calling such meetings must have clear rationales as to the urgency of the situation. The Directors calling a meeting must have shown due diligence in convening as many Directors as possible for said meeting through proper documentation.

54. Regular Meetings of the Board of Directors

- 54.1. Quorum at Board of Directors meetings - 50% plus 1 but no less than 3 directors shall constitute a quorum. If less than 50% plus 1 of the directors that are present the meeting is delayed ½ hour while further attempts are made to reach

additional directors. After such time the meeting may proceed with a minimum of 3 directors in attendance and a note to this effect in the minutes of the meeting.

- 54.2. An Officer or Director is required to attend regular meetings in order to ensure regional representation and fulfillment of fiduciary responsibility. Directors and Officers are asked to phone in regrets when they are unable to attend a meeting. Three unexcused absences will result in a Directors Meeting to consider removal of the Director or Officer from the Board of Directors of The Corporation in Accordance with the Act and the Bylaws of the Corporation. In the case of pressing need, there is provision for a leave of absence for 6 weeks up to a period of three months, either whole or split in two parts.

55. Votes to Govern at Meetings of the Board of Directors

- 55.1. Each Director is authorized to exercise 1 vote per motion, the question is decided by a simple majority of votes (50% plus 1) except for those matters which require Special Resolution in accordance with the Act, these Bylaws and Bourinot's Rules of Order.
- 55.2. The President does not generally vote, except to cast the deciding vote in the event of a tie.

56. Remuneration

- 56.1. The Directors shall serve without remuneration with the exception of expense reimbursement as approved by the Board of Directors upon the production of appropriate receipts except for subsistence and travel per diems which are funded "by purse." The subsistence and travel per diems will be set by the Board of Directors as part of the annual budget process.

Officers

57. Appointment of Officers

- 57.1. The board may designate the offices of the Corporation, elect officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer must be elected from the Directors at the incoming Directors Meeting following the Annual Meeting of the Members. Two or more offices may be held by the same person.

58. Description of Officers

58.1. 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:

58.1.1. President

- 58.1.1.1. The President of the Board, shall, when present, chair all meetings of the Board of Directors, Executive Committee, and of the Members;
- 58.1.1.2. Ex-officio member of all committees;
- 58.1.1.3. Spokesperson of the Corporation with the media and general public;
- 58.1.1.4. Develops an agenda for Board meetings in conjunction with Executive Committee and seeks Board members' input;
- 58.1.1.5. Confers with the Personnel Committee on matters pertaining to the employment of the Executive Director;
- 58.1.1.6. Maintains an awareness of the financial activities of the organization.
- 58.1.1.7. Signs cheques when necessary;
- 58.1.1.8. Ensures reporting Board members are present or replaced to give committee or other reports as assigned;
- 58.1.1.9. Reports to the Board and Members at all regular meetings and when requested to do so.

58.1.2. Vice-President

- 58.1.2.1. If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members;
- 58.1.2.2. Chairs in the absence of the President;
- 58.1.2.3. Is a member of the Executive committee;
- 58.1.2.4. Keeps communication with the President so that the activities of the Corporation are known;

- 58.1.2.5. Performs such duties and exercises such powers as the President may from time to time delegate to him or her or as the Board may prescribe;
- 58.1.2.6. Orients new members to the Board;
- 58.1.2.7. Carries out other duties as assigned by the Board.

58.1.3. Treasurer

- 58.1.3.1. Ensures all monies paid to the Corporation are deposited in a chartered bank, treasury, or trust company chosen by the Board;
- 58.1.3.2. Ensures a detailed account of revenue and expenditures is presented to the Board as requested;
- 58.1.3.3. Ensures the annual financial review and audit of the Corporation is prepared by an external accounting firm according to generally accepted accounting principles (GAAP) and is presented to the Annual General Meeting of the Corporation;
- 58.1.3.4. Ensures all financial documentation of the Corporation is in safekeeping;
- 58.1.3.5. Responsible to ensure safekeeping of charitable donation receipts for income tax purposes;
- 58.1.3.6. Ensures appropriate guidelines for submitting expenditures;
- 58.1.3.7. Provides a variance report for every Board meeting;
- 58.1.3.8. Ensures funds are dispersed according to the budget and in accordance with the Objects of the Corporation;
- 58.1.3.9. Communicates with accountant and bookkeeper to gather information regarding financial reporting requirements;
- 58.1.3.10. Monitors financial activities to ensure budget lines are within projected limits;
- 58.1.3.11. Leads the process of budget development for the Corporation;
- 58.1.3.12. Member of Executive Committee;
- 58.1.3.13. Performs other duties as assigned by the Board;
- 58.1.3.14. The position of Secretary and Treasurer may be combined.

58.1.4. Secretary

- 58.1.4.1. The Secretary is a member of the Executive Committee;
 - 58.1.4.2. Attends meetings of the Corporation, Board and Executive Committee;
 - 58.1.4.3. Shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings, and ensures their accuracy;
 - 58.1.4.4. Answers correspondence as directed by the Board;
 - 58.1.4.5. Ensures custody of the Corporate Seal, if any, at the Registered Office;
 - 58.1.4.6. Ensures all records, including the Register of Members, books, papers and documents belonging to the Corporation are properly maintained at the Registered Office of the Corporation;
 - 58.1.4.7. Ensures notices of meetings are sent as instructed to Members, Directors, the external accountant and Committee Members;
 - 58.1.4.8. Ensures the filing with Corporate Registry of an annual return listing the change of Directors of the Corporation, Bylaw amendments and other documents required by the Act;
 - 58.1.4.9. Reports and answers correspondence to the Board;
 - 58.1.4.10. Makes sure a record of names and addresses of all members of the Corporation is maintained;
 - 58.1.4.11. Carries out other duties as assigned by the Board;
 - 58.1.4.12. The position of Secretary and Treasurer may be combined.
- 58.1.5. 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.

59. Remuneration

- 59.1. The Officers shall serve without remuneration with the exception of expense reimbursement as approved by the Board of Directors upon the production of appropriate receipts except for subsistence and travel per diems which are funded "by purse." The subsistence and travel per diems will be set by the Board of Directors as part of the annual budget process.

Committees

60. Committees of the Board of Directors

60.1. From time to time committees may be appointed by the Board in order to facilitate the work of the Board. A Board Director will chair all committees, though participation on a committee can include non-members of the Board of the Corporation. All committees report to and are accountable to the Board of the Corporation. The Board can strike or remove any committee or committee member. Committee volunteers are not remunerated except for the reimbursement of expenditures approved by the Board upon production of the appropriate receipts, except those for travel and subsistence per diems which are funded "by purse".

61. Types of Committees

61.1. The The Board has four types of committees:

61.1.1. **Ad hoc** – From time to time the Board of Directors of the Corporation may create ad hoc committees for a set time and purpose to address a particular need within the Corporation.

61.1.2. **Standing** – are established by the Board through by-law amendment. Standing committees are responsible for policy creation in their assigned area of responsibility for Board ratification.

61.1.3. **Caucus** – established by the board through bylaw amendment and are a type of committee within a legislative or decision-making body seeking to represent a specific interest or influence a particular area of policy: Deaf Women, Mental Health, LGBT, and each caucus will also have one vote per caucus.

61.1.4. **Advisory** – these committees are assembled to provide expertise in areas needed by the board such as with respect to law, financial, human resource or other arenas

62. Standing Committees

62.1. Executive Committee

62.1.1. The executive shall consist of President, Vice-President, Secretary and Treasurer.

62.1.2. Chaired by the President

- 62.1.3. Quorum for the Executive Committee is 2 as stated in the Canada Corporation Act.
- 62.1.4. Executive meetings are customarily held by teleconference or electronic means at the discretion of the President. Executive will meet a minimum of 4 times a year.
- 62.1.5. Except in emergencies, 48 hours' notice will be given prior to such meetings.
- 62.1.6. Responsibilities of the Executive Committee:
 - 62.1.6.1. Carry out emergency and unusual business between meetings.
 - 62.1.6.2. Develop the agenda for regular Board Meetings
 - 62.1.6.3. Report to the Board at each meeting and as required in years the board is small, will function in place of other standing committees described in this article of the bylaws
 - 62.1.6.4. Carry out other duties as assigned by the Board.
- 62.1.7. Any 2 Board directors may compel an executive meeting by making a written request that states the purpose for the meeting.

62.2. Personnel/Nomination Committee

- 62.2.1. Administrates and governs Personnel Policies and Procedures; Ensures that elections are carried out in a fair and efficient manner through developing appropriate election and scrutineering policies and procedures.
- 62.2.2. Oversees the supervision, evaluation and professional development of the Executive Director
- 62.2.3. Functions on behalf of the Directors in between Directors meetings
- 62.2.4. Chaired by President
- 62.2.5. Ensures that the Board of Directors of the Corporation has a broad spectrum of expertise and reflects the diversity of the consumer/survivor community and the diversity of society as a whole.
- 62.2.6. Seeks nominations of appropriate candidates from the membership throughout Canada Board Directors and committee members.
- 62.2.7. Exercises responsibility year round to ensure the ability to fill any interim vacancies as permitted by the Act that arise at short notice.
- 62.2.8. Provides assistance to candidates to prepare for elections.
- 62.2.9. Presents the newly elected candidates at the Annual General Meeting.

- 62.2.10. Meets a minimum of 4 times a year,
- 62.2.11. Reporting to the Board at the Board meetings and as required.

62.3. Finance/Fundraising Committee

- 62.3.1. Chaired by the Treasurer
- 62.3.2. Governs and administers the financial policy of the Corporation
- 62.3.3. Assists with budget preparation for the upcoming year.
- 62.3.4. Ensures that all documents required for the maintenance of funding are submitted as required.
- 62.3.5. Develops fundraising projects and proposals for the Board.
- 62.3.6. Quorum is a majority of the Committee Members
- 62.3.7. Meets a minimum of 4 times per year
- 62.3.8. Reporting to the Board at the Board meetings and as required.

62.4. By-law/Policy Committee

- 62.4.1. Chaired by a Board director
- 62.4.2. Preparation, amendment and revision of By-laws and articles of Continuance for Board and/or Member ratification in accordance with the Act
- 62.4.3. Maintains a current program description
- 62.4.4. Preparation of all policy not covered under Personnel or Finance committees and as directed by the Board.
- 62.4.5. Quorum is a majority of the Committee Members
- 62.4.6. Meets a minimum of 4 times a year
- 62.4.7. Reporting to the Board at the Board meetings and as required.

62.5. Research / Rights of Women with Disabilities Committee

- 62.5.1. Concerned with developing policy, monitoring and reporting about the rights of women with Disabilities under article 6 on the Convention on the Rights of

persons with disabilities for ratification by Directors and/or Members as applicable.

- 62.5.2. Chaired by a board member.
- 62.5.3. Quorum is by a majority of members present.
- 62.5.4. Meets a minimum of 4 times a year.
- 62.5.5. Reporting to the Board at the Board meetings and as required.

63. Caucus Committees

- 63.1. The Caucus Committees are as follows:
 - 63.1.1. Mental Health
 - 63.1.2. Lesbian, Bisexual, Transgender
 - 63.1.3. Deaf Women
 - 63.1.4. Ethno-cultural and Newcomer
- 63.2. First Nations, Inuit and Métis.
- 63.3. Concerned with developing policy, monitoring and reporting about the rights of women with Disabilities under Article 6 on the Convention on the Rights of persons with disabilities for ratification by Directors and/or Members as applicable.
- 63.4. Chaired by a board member.
- 63.5. Quorum is by a majority of members present.
- 63.6. Meets a minimum of 4 times a year.
- 63.7. Reporting to the Board at the Board meetings and as required.

64. Remuneration

- 64.1. The Committee Members shall serve without remuneration with the exception of expense reimbursement as approved by the Board of Directors upon the production of appropriate receipts except for subsistence and travel per diems which are funded "by purse." The subsistence and travel per diems will be set by the Board of Directors as part of the annual budget process.

Notices

65. Method of Giving Any Notice

- 65.1. Any notice, communication or document, other than notice of a meeting of members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the Bylaws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
- 65.1.1. 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) and received by the Director;
 - 65.1.2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - 65.1.3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - 65.1.4. if provided in the form of an electronic document in accordance with Part 17 of the Act.
- 65.2. 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.
- 65.3. 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 Bylaw shall be sufficient and conclusive evidence of the giving of such notice.

Dispute Resolution

66. Mediation and Arbitration

- 66.1. Disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be

resolved in accordance with mediation and/or arbitration as provided in the section below.

67. Dispute Resolution Mechanism

- 67.1. In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the articles or Bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- 67.1.1. the two (2) parties will try to meet in private to resolve the dispute;
 - 67.1.2. if the issue is not resolved they attempt a peer mediation process whereby they agree to select a colleague whose opinion they both respect to help them work through the issue;
 - 67.1.3. if they cannot resolve the matter they are struggling with they may bring the matter forward in a written brief for consideration by a meeting of the Executive Committee;
 - 67.1.4. if this is not successful, the parties may bring the matter to mediation at their own expense;
 - 67.1.5. parties must remain respectful and hold the matter confidential or be subject to disciplinary proceedings outlined in these Bylaws.

68. By-laws and Effective Date

- 68.1. 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.
- 68.2. 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

69. 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 _____ day of _____, 2018 and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 2018.

DATED at the City of Montreal, in the Province of Quebec, this _____ day of _____, 2018.

Witness (name and signature)

Incorporator (name and signature)

Address

Address

Witness (name and signature)

Incorporator (name and signature)

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