

**Canadian Environmental Network  
By-law No. 2007 – 1**

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*Note: There were no modifications made to the RCEN by-laws in 2006, with the exception of the adjustment to the Canadian Environmental Network's corporate acronym, from CEN and RCE to RCEN in order to reflect the bilingual nature of the organisation.*

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**Canadian Environmental Network  
By-law No. 2007 - 1**

**(Passed at the Annual General Meeting of Members, November 3rd, 2007)**

A by-law relating generally to the transaction of the business and affairs of the

**CANADIAN ENVIRONMENTAL NETWORK / RÉSEAU CANADIEN DE  
L'ENVIRONNEMENT (RCEN)**

**SECTION 1 – DEFINITIONS**

1.0 - Definitions

In the By-laws of the Corporation, unless the context otherwise requires:

- a) "Act" means the Canada Corporations Act and any statute that may be substituted therefore, as from time to time amended;
- b) "Corporation" means the organization incorporated under the Act, by Letters Patent dated April 13, 1988, with the name "Canadian Environmental Network / Réseau canadien de l'environnement";
- c) "Environmental group or organization" means an organization, association, or group which is working to protect, conserve, restore and/or promote a clean, healthy, sustainable environment for present and future generations;
- d) "Member group" means an organization that is an RCEN member in good standing, as defined in Section 4.01 of these By-laws;
- e) "Board of Directors" means the body elected by the National Council to oversee the business of the Corporation;
- f) 'Director' means a member of the Board of Directors;
- g) "National Council" means the governing body of the RCEN elected or appointed by Affiliates and Caucuses as provided in Section 6 of these By-laws;
- h) 'Immediate family' means legal or common law spouse, child, parent or sibling;

i) "Provincial or Territorial Affiliate Network" means an incorporated organization recognized by resolution of the Board of Directors to be the environmental network responsible for a Province or Territory;

j) "National Affiliate Network" means a networking organization, incorporated under federal government legislation, that has a national rather than provincial or territorial membership, and which is not a Provincial or Territorial Affiliate, but which is recognized by resolution of the Board of Directors to be an Affiliate Network of the Corporation;

k) 'Affiliate' means a provincial, territorial or national affiliate network as defined in Section 1, subsections i) and j) of these By-laws;

l) 'Annual General Meeting' means the annual business meeting of the corporation, at which the members of the National Council shall be the Voting Delegates.

m) 'National Caucus' means an 'active' National Caucus of the RCEN within the meaning of 'active' as from time to time defined by resolution of the Board of Directors.

n) "Voting Delegate" means an individual representing a member group, who has been elected to the National Council and delegated to vote as a member of the National Council at general meetings of members pursuant to Sections 6 and 12 of these By-laws.

## **SECTION 2 – BUSINESS OF THE CORPORATION**

### **2.01 Registered Office**

The registered office of the Corporation shall be in the National Capital Region, and at such location therein as the Board of Directors may from time to time determine.

### **2.02 Corporate Seal**

The corporate seal of the Corporation shall be in the form impressed on the original of the Letters Patent and of these By-laws.

### **2.03 Financial Year**

The financial year of the Corporation shall end on the 31st day of March of each year.

### **2.04 Execution of Instruments**

Contracts, obligations, deeds, transfers, assignments, certificates and other instruments shall be signed on behalf of the Corporation by two of the persons designated as signing officers by resolution of the Board of Directors, and operating under its authority. Any such signing officer may affix the corporate seal to any instrument requiring the same.

### **2.05 Financial Arrangements**

The financial business of the Corporation shall be transacted with such financial institutions, credit unions, trust companies, banks, or other bodies corporate as may from time to time be designated by the Board of Directors, and under its authority.

#### 2.06 Borrowing Powers

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board of Directors may from time to time:

- a) Borrow money upon the credit of the Corporation;
- b) Issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- c) Mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

### **SECTION 3 – OBJECT**

#### 3.01 Object

- a) To facilitate cooperation among non profit, non governmental environmental organizations across Canada and internationally, in order to enable and enhance the work of protecting, conserving, restoring and promoting a clean, healthy, sustainable environment;
- b) To carry on educational activities to develop public awareness concerning the conservation and enhancement of the environment; and
- c) To further the above work by encouraging and enabling member groups and others to carry it out effectively.

### **SECTION 4 – MEMBERS**

#### 4.01 Membership requirements

Membership in the Corporation shall be granted to any non profit non governmental group or organization which supports the Objects and By-laws of the Corporation and which meets all of the following requirements:

- a) Is a member group of a Provincial, Territorial or National Affiliate Network, and has paid its annual membership dues to the RCEN through that Affiliate Network, and,
- b) Is considered by the Board of Directors to be a non profit, non governmental environmental group or organization; and,
- c) Is confirmed as an RCEN member group by resolution of the Board of Directors.

Member groups in good standing shall be entitled to take part in all activities of the Corporation, to receive notices of meetings of members, to attend those meetings, and to nominate and elect, through their respective Affiliates or National Caucuses, Voting Delegates who shall be members of the National Council pursuant to Section 6 of these By-laws.

#### 4.02 Membership dues

Annual membership dues payable to the RCEN through Affiliates, and the dates by which they must be paid, shall be set from time to time by the Board of Directors.

#### 4.03 Withdrawal

Any member group may withdraw from the Corporation at any time by so notifying the Secretary of the Corporation.

#### 4.04 Suspension or Expulsion

Any member group may, for cause, have its rights and privileges suspended or have its membership cancelled by the Board of Directors, or by a vote of two thirds (2/3) of the votes cast at an Annual or Special General Meeting pursuant to Section 12 of these By-laws. In the case of suspension or expulsion by the Board of Directors, the decision may be appealed to an Annual or Special General Meeting under Section 6.04.f) hereof.

## **SECTION 5 – GENERAL OPERATING PROCEDURES**

### 5.01 General

The Corporation is committed to working in a non sexist, non racist and democratic manner, with decisions made by consensus whenever possible. The activities of the Corporation shall be under the direction of the Board of Directors, which shall have the powers set forth in the Act and specifically in these By-laws.

## **SECTION 6 – NATIONAL COUNCIL**

### 6.01 Composition and Selection

The National Council shall be composed of:

- a) One individual elected or appointed by the membership of each Affiliate Network;

b) One individual elected by the membership of each active National Caucus. At no time shall the number of Caucus representative positions exceed the number of Affiliate representative positions.

c) One additional Francophone individual, elected by the National Council from among the member groups of the RCEN upon consideration of a recommendation from the Nominations Committee;

d) One additional Aboriginal individual, elected by the National Council from among the member groups of the RCEN upon consideration of a recommendation from the Nominations Committee.

e) One additional Youth individual, aged 29 or under at the time of the election, elected by the National Council from among the member groups of the RCEN upon consideration of a recommendation from the Nominations Committee

f) Additional francophone delegate, if needed to bring Francophone representation on the National Council up to a minimum of four (4); these individuals shall be elected by the National Council from among the member groups of the RCEN upon consideration of a recommendation from the Nominations Committee.

g) Additional Aboriginal delegate, if needed to bring Aboriginal representation on the National Council up to a minimum of four (4); these individuals shall be elected by the National Council from among the member groups of the RCEN upon consideration of a recommendation from the Nominations Committee.

h) Additional Youth delegate, if needed to bring Youth representation on the National Council up to a minimum of four (4); these individuals shall be elected by the National Council from among the member groups of the RCEN upon consideration of a recommendation from the Nominations Committee

i) In addition to the National Council members named under subsections a) to h) above, any member of the Board of Directors whose term as a Director has not expired, shall remain a member of the National Council (i.e. a Voting Delegate) by virtue of their office as a Director, for the duration of their term on the Board, whether or not the term of their original position on the National Council has expired.

#### 6.02 Eligibility

An individual shall be eligible to be a member of the National Council provided that she/he is:

a) A member of a RCEN member group;

- b) A Canadian citizen or landed immigrant;
- c) A person who is not a member of the staff of the RCEN or of the staff of any of its affiliates, caucuses or committees;
- d) A person who is not in the immediate family of another member of the National Council.

#### 6.03 Term of Office

Members of the National Council shall be elected or appointed for a three year term, and shall, if qualified, be eligible for re election for one additional consecutive term. At the conclusion of the Annual General Meeting, a member whose term is expiring shall formally retire, at which point her/his successor shall take office. If no successor has been elected or appointed, the incumbent member shall continue in office until her/his successor is elected, but in no instance for more than an additional six months beyond the expiration of her/his term. The terms of office shall be staggered such that one third of the members' terms shall expire annually.

#### 6.04 Powers and Duties

Members of the National Council shall be the Voting Delegates at all Annual General Meetings of the corporation and at Special General Meetings not requested by the membership pursuant to Section 12.02. b) of these By-laws. They shall meet annually at the Annual General Meeting.

They shall:

- a) Elect one or more designated Francophone National Council members, one or more designated Aboriginal National Council members, and one or more designated Youth National Council members, in accordance with subsections 6.01.c), d), e), f), g) and h) of these By-laws;
- b) Elect a Chair who shall also be Chair of the Board of Directors;
- c) Elect a Board of Directors in accordance with Section 7 of these By-laws;
- d) Elect or appoint a Nominations Committee as outlined in Section 9.01 of these By-laws;
- e) Approve diversity and skills criteria to guide the work of the Nominations Committee in recommending candidates for the board;
- f) Hear appeals, formally lodged by member groups, against decisions of the Board of Directors;
- g) Make any amendments to this By-law pursuant to Section 15 hereof;

h) Generally ensure that the mission and objectives of the RCEN and its member groups are pursued;

i) Assign to the Board of Directors, by resolution, such other responsibilities as it may from time to time deem appropriate;

j) Bring the perspectives of the members of the RCEN Affiliates, Caucuses and member groups to the discussions of the National Council;

k) Act in the overall best interests of the RCEN rather than of their particular Affiliate, Caucus or member group;

l) Report on a regular basis to the bodies that have elected or appointed them;

m) Appoint the auditor.

#### 6.05 Vacation of Office and Vacancies:

a) A member of the National Council ceases to hold office when his/her successor takes office at the conclusion of an Annual General Meeting as specified in Section 6.03 of this By-law, or when she/he dies, or ceases to be qualified according to Section 6.02, or is removed from office by a resolution passed by two thirds (2/3) of the Voting Delegates at an Annual or Special General Meeting, or when his/her letter of resignation is sent to the Corporation, or at the time specified in such letter of resignation if that time is later than when the letter was sent.

b) In the case of any such vacancy, a new member of the National Council shall be elected or appointed to fill the vacancy in the same manner as the member creating the vacancy was elected or appointed, pursuant to Section 6.01 of these By-laws.

## **SECTION 7 – BOARD OF DIRECTORS**

### 7.01 Composition

The Board of Directors shall consist of 9 (nine) director positions elected by the National Council from among the Council's members, to represent the mix of skills and expertise necessary for the effective governance of the RCEN and, insofar as possible within this context, a balance of Canada's geographic, cultural and linguistic diversity. Director positions shall be allocated as follows:

a) The Chair, who shall be the Chair of the National Council;

b) 1 (one) representative from a National Caucus;

c) 1 (one) representative of the Quebec affiliate;

d) 1 (one) representative from another Provincial or Territorial Affiliate;

e) 1 (one) Francophone representative

f) 1 (one) Aboriginal representative

g) 1 (one) Youth representative

h) 2 (two) additional representatives from the National Council

#### 7.02 - Eligibility

To be eligible for election to the Board of Directors, an individual must be a member of the National Council.

#### 7.03 Term of office

Directors shall hold office for a three year term, and shall, if qualified, be eligible for re election.

A director who has served two consecutive terms in office is not eligible for re election for one (1) year from the date at which he/she left office. At the conclusion of the Annual General Meeting, a director whose term is expiring shall formally retire, at which point her/his successor shall take office. The terms of office shall be staggered such that one third of the members' terms shall expire annually.

#### 7.04 - Powers and Duties

The Board of Directors, with the general guidance of the National Council, shall govern and direct the activities of the Corporation for the furtherance of its Objects. Its specific duties shall include:

- a) To serve as the National Council's vehicle to oversee the routine business of the RCEN;
- b) To act in the best interests of the RCEN overall, not as representatives of their individual caucus or affiliate interests;
- c) To select a Vice Chair, a Secretary and a Treasurer, as outlined in Section 8 of these By-laws, taking into consideration the specific mix of skills required at any given time to ensure effective governance of the RCEN;
- d) To appoint such other committees as it deems necessary to support the objectives of the RCEN, pursuant to Section 9 of these By-laws;
- e) Appoint, support and evaluate the national Executive Director;
- f) Approve the annual operating budget of the RCEN;
- g) Recommend approval of audited financial statements to the National Council;
- h) Ensure that the by-law and the governance policies are current, consistent with good governance practices and respected in actual practice;
- i) Lead strategic planning;
- j) Approve establishment and dissolution of National Caucuses, pursuant to Section 10 of these By-laws;

- k) Meet at least quarterly, including once at the Annual General Meeting;
- l) Delegate management functions to the national Executive Director;
- m) Ensure proper auditing and monitoring of finances, by-law and policy compliance and other activities;
- n) Provide quarterly and annual reports to the National Council on its activities and finances.
- o) Confirm member groups pursuant to Section 4.01.c) and suspend or expel member groups pursuant to Section 4.04.

#### 7.05 Vacation of Office and Vacancies

- a) A member of the Board of Directors ceases to hold office when his/her successor takes office at the conclusion of an Annual General Meeting as specified in Section 7.03 of these By-laws, or when she/he dies, or ceases to be qualified according to Section 7.02, or is removed from office by a resolution passed by two thirds (2/3) of the Voting Delegates at an Annual or Special General Meeting, or when his/her letter of resignation is sent to the Corporation, or at the time specified in such letter of resignation if that time is later than when the letter was sent.
- b) When a director has failed to be present at three consecutive board meetings without an explanation deemed adequate by the board, the board shall notify the director and the National Council prior to the board's next meeting, and at that meeting may pass a resolution declaring that director position to be vacant. This decision may be appealed to the National Council under 6.04 f).
- c) In the case of a vacancy, a new member of the Board of Directors shall be elected by the National Council to fill the vacancy, pursuant to Sections 6.04 c), 7.01 and 9.01 of this By-law. If no general meeting of the National Council is scheduled within two months of when the vacancy occurs, the Board or the Chair shall ask the National Council to vote by email, mail, or fax, on candidates suggested by the Nomination Committee. A director so elected shall hold office until the next general meeting when a regular election is held.

#### 7.06 - Directors' Meetings and Decision Making

- a) Meetings: Meetings of the Board of Directors shall be held from time to time and at any place in Canada that the Board of Directors, the Chair or any two directors may determine. There shall be at least four Directors' meetings per year. With the consent of all directors in advance, one or more directors may participate in a meeting by using a telephone or other such means of communication as ensures equal access for all directors, and permits all participants to hear each other, speak to each other directly, and

participate fully in the discussion. In such a meeting, all participating directors shall be deemed to be present and part of quorum. Voting shall be outlined in subsection d) below, with each vote recorded by name by the minute-taker and verified by the director chairing the meeting. The Board shall establish the necessary procedures to ensure the security of such meetings.

b) Quorum: Quorum at any Board of Directors meeting shall be a majority of the director positions.

c) Decisions Making: The Board of Directors may make decisions at a duly called meeting of the Board of Directors at which quorum is present, or by resolution in writing unanimously affirmed by mail, email, or facsimile by all directors entitled to vote on it at a board of directors meeting.

d) Process: Directors meetings may be chaired by the Chair, Vice Chair, Treasurer or Secretary, or, in their absence, any other director chosen by the directors in attendance. Decisions of the Board of Directors, in cases where there is no consensus, shall be made by majority vote, with all directors present entitled to vote, except the director chairing the meeting. In the case of a tie, the chair of the meeting may cast the deciding vote.

e) Notice: Notice of the time and place of each Board of Directors meeting shall be given to each director pursuant to Section 13 of these By-laws, not less than 14 days before the time of the meeting. A director may, in writing, waive notice or otherwise consent to a meeting of the Board of Directors. Notice is not required for a meeting of the Board of Directors immediately following the AGM if a quorum of directors is present, nor for an adjourned meeting if the time and place are announced at the original meeting and provided any Directors not present at the adjourned meeting are informed in advance of the meeting's resumption.

## **SECTION 8 – OFFICERS AND EXECUTIVE COMMITTEE**

### **8.01 - Officers and Executive Committee**

The Officers of the Corporation shall be the Chair, Vice Chair, Treasurer and Secretary. These four Officers shall constitute the Executive Committee, together with the Executive Director as an ex-officio non voting member. Each of these officers shall hold office until her/his successor is elected, or until she/he is removed from office by the Board of Directors or by the National Council in the manner set out for removal of Directors under Section 7.05 a) hereof.

### **8.02 - Chair**

The Chair shall be elected annually by the National Council from among its members, pursuant to Section 6.04 of this By-law. The Chair of the Corporation shall be the Chair of the National Council and of the Board of Directors, and shall supervise the business of the Corporation subject to the authority of the Board of Directors and shall have such other powers and duties as the Board of Directors or National Council may specify.

#### 8.03 - Vice Chair

The Board of Directors shall annually elect from among the directors a Vice Chair to perform the duties of the Chair in the absence of the incumbent, and such other duties as the Board of Directors may from time to time assign.

#### 8.04 - Treasurer

The Board of Directors shall annually elect from among the directors a Treasurer, who shall be responsible for the deposit, safekeeping, and disbursement of the Corporation's funds, shall ensure that accounting records are kept in accordance with the Act, shall provide the financial statement of the Corporation at the Annual General Meeting, and shall have such other powers and duties as the Board of Directors may from time to time assign.

#### 8.05 Secretary

The Board of Directors shall annually elect from among the directors a Secretary, who shall ensure that minutes of meetings and other appropriate records are kept in accordance with the Act and made available to members on request, and shall have such other powers and duties as the Board of Directors may from time to time assign.

#### 8.06 - Executive Committee

The Executive Committee shall meet monthly or as necessary, via teleconferencing or coincident with another meeting, to provide support and guidance to the Executive Director as needed, and to perform such other duties as the Board of Directors may from time to time delegate to it.

Quorum for the Executive Committee shall be a majority of its voting members.

#### 8.07 Other Officers

The Board of Directors may from time to time appoint such other officers as it deems appropriate, who may or may not be directors of the Corporation. The Board of Directors shall specify the powers and duties of such officers, and may from time to time vary, add to or limit such powers and duties, subject to the provisions of these By-laws and of the Act. Each such officer shall hold office until her/his successor is appointed, or until she/he is removed by the Board of Directors in its discretion.

### **SECTION 9 – COMMITTEES**

#### 9.01 - Nominations Committee

a) A Nominations Committee shall be appointed annually by the National Council. The Nominations Committee will consist of individuals who are not seeking election or re election to the National Council or the Board of Directors.

b) The Nominations Committee shall consist of five members: a committee chair who shall be a member of the National Council, two other members of the National Council, and two individuals who represent other member groups of the RCEN. Of the five committee members, at least one shall be Francophone and at least one shall be Aboriginal.

c) The Nominations Committee shall be responsible for recommending to the National Council candidates for the National Council positions described in Sections 6.01 c), d), e), f), g) and h) of these By-laws, and for the Board of Directors.

d) The Nominations Committee shall seek suitable candidates from Affiliates, National Caucuses and the membership whose skills are believed likely to contribute to the effective governance of the RCEN.

e) All nominees shall be members of RCEN member groups. For the Board of Director positions, candidates should if possible have experience on a steering committee of an Affiliate or of a National Caucus; in addition, bilingualism and cross cultural experience are assets.

f) Nominations for National Council positions may be made by RCEN member groups by submitting to the Nominations Committee a letter nominating the individual, along with a letter of support from a National Caucus or Affiliate Steering Committee. The letter of nomination shall confirm that the nominee is a member in good standing of the group making the nomination, or shall be accompanied by an equivalent letter of confirmation from the nominee's member group. Such nominations must be received by the Nominations Committee not less than 30 days prior to the Annual General Meeting of the Corporation.

#### 9.02 Other Committees

The Board of Directors may from time to time appoint such other committees as it deems appropriate, to advise and assist the Board of Directors in its work. Every such committee shall be made up of individuals drawn from the membership of the Corporation, and every Standing Committee shall include at least one Director. Unless otherwise determined by the Board of Directors, each such committee shall have the power to fix its quorum, elect its chair, and regulate its procedure. The Board of Directors may, in its discretion, remove or replace a committee member or disband a committee which is not serving a useful function.

### **SECTION 10 – NATIONAL CAUCUSES**

#### 10.01 - Establishment and Dissolution

The Board of Directors shall:

a) Develop and periodically review criteria for establishment of National Caucuses;

- b) Establish, upon an application from members, such 'National Caucuses' on environmental issues as it deems necessary to support the objects of the corporation;
- c) Establish criteria for determining whether established caucuses remain active;
- d) Conduct an annual review of the operation of caucuses to determine whether they continue to meet approved criteria; and,
- e) After due consultation and consideration, dissolve caucuses which do not continue to meet those criteria.

#### 10.02 - Caucus Membership and Powers

- a) Any member of a RCEN member group may participate in the activities of one or more national caucuses.
- b) Each National Caucus designated as active by the Board of Directors shall elect a caucus representative to serve on the National Council in accordance with Section 6 of this By-law.

#### 10.03 - Steering Committee and Chairs

- a) Each National Caucus shall have a Steering Committee with a Chair or Co Chairs elected by the members of the caucus;
- b) The Steering Committee of a National Caucus shall have the authority to generally manage and conduct the affairs of the caucus, including organizing the election of a representative to the National Council, research and development of policy recommendations, selection of delegates for consultations and allocation of resources within the limits of budgets approved for their operations and within the general policies approved, from time to time, by the Board of Directors.
- c) Caucus Chairs shall be elected for a term of up to three years, and shall, if qualified, be eligible for re election for one additional consecutive term. A Chair whose term is expiring shall formally retire, at which point her/his successor shall take office. If no successor has been elected or appointed the incumbent may continue in office until her/his successor is elected but in no instance for more than an additional six months beyond the expiration of her/his second term.

### **SECTION 11 – CONFLICT OF INTEREST, REMUNERATION, AND PROTECTION OF DIRECTORS AND OTHERS**

#### 11.01 Conflict of Interest

A director, officer or member of the national Council is in a potential conflict of interest, if, in any material contract or proposed material contract with the Corporation, that person:

- a) is a party to the contract;
- b) is a director or officer of an organization that is a party to the contract;
- c) has a material interest in any person who is a party to the contract;
- d) is a member of the immediate family of any person who is a party to the contract.

Any matter involving such potential conflict of interest shall be referred to the Board of Directors. In any such case, the director shall disclose the nature and extent of such potential conflict according to the Act (Section 98), and shall withdraw from discussion and voting on the matter. The provisions of this section shall also apply to members of Committees and to members of National Caucus Steering Committees.

#### 11.02 - Remuneration

No director or member of the National Council shall receive any remuneration for their services in those capacities, nor shall they directly or indirectly receive any profit from their position. An officer who is not a director may be an employee of the Corporation, and as such may receive remuneration as the Board of Directors may specify in the terms of his/her engagement. In all other cases the provisions specified above shall apply.

The provisions of this section shall also apply to members of Committees and to members of National Caucus Steering Committees.

#### 11.03 Limitation of Liability

Subject to the provisions of the Act, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, expense or misfortune whatever which may happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her own willful neglect or default.

#### 11.04 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who undertakes or has undertaken any liability on behalf of the Corporation, and her/his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her/him in respect of any civil, criminal or administrative action or proceedings to which she/he is made a party by reason of being or having been a director or officer of the Corporation, provided that:

- a) she/he acted honestly and in good faith with a view to the best interest of the Corporation; and,

b) in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, she/he has reasonable grounds for believing that her/his conduct was lawful.

## **SECTION 12 – MEETINGS OF MEMBERS**

### 12.01 Annual General Meeting

The Annual General Meeting of members of the Corporation shall be held once in each calendar year, at a place within Canada and on a date chosen each year by the Board of Directors. As far as possible, that date shall be within 180 days of the end of the Corporation's Fiscal Year, and shall be no later than 15 months after the date of the preceding Annual General Meeting. The Voting Delegates at the Annual General Meeting shall be the members of the National Council as specified in Sections 1 and 6 of this By-law.

### 12.02 Special Meetings of Members

a) The Chair or the Board of Directors may call a Special Meeting of Members when needed for the proper administration of the affairs of the Corporation.

b) As well, upon written request signed by at least one fifth (1/5) of the members of the National Council, or by at least one tenth (1/10) of all members in good standing of the Corporation, the Board of Directors shall be required to call, within ten (10) days of receipt of such request, a Special Meeting of members, to be held within ninety (90) days of such receipt, at a place determined by the Board of Directors. Should the Board of Directors fail to call such a Special Meeting within that time, the signatories of the request may call the meeting.

### 12.03 Notice of Meetings

Notice of the date, time and place of any meeting of members shall be given to each member of the Corporation, to each member of the National Council, to each director, and to the auditor, as specified in Section 13.01, and not less than 60 days before the date of the meeting, except in the case of a meeting adjourned for less than 30 days, in which case an announcement at the earlier meeting shall be deemed sufficient notice. The notice for a Special General Meeting of members shall also state the item or items on the agenda, and shall include enough details to enable members to form an enlightened judgment concerning those items.

### 12.04 Procedures

a) The only persons entitled to be present at a meeting of members shall be the Voting Delegates,

i.e. the members of the National Council, including the directors, employees of the Corporation and of its Affiliates, the auditors of the Corporation, member group representatives authorized by their groups, and others who are entitled or required by the Act or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair and with the consent of the National Council.

b) The chair of a meeting of members shall be the Chair of the Board of Directors, or in her/his absence, the Vice Chair. In case of their absence, those present and entitled to vote shall choose one of their number to be the chair. The chair of the meeting shall appoint the Secretary of the Corporation or some other individual to act as secretary of the meeting.

#### 12.05 Voting

a) Only the Voting Delegates, i.e. the members of the National Council, including the directors, shall be entitled to vote at an Annual or Special General Meeting, except where 12.02.b) and 12.05.f) apply. Voting by proxy shall not be permitted. Quorum shall be 51% of the Voting Delegates. The chair of the meeting shall not vote except in the case of a tie, in which case, she/he may cast the deciding vote.

b) Voting shall be conducted by show of hands, unless a ballot is required by the Act or demanded as provided for in c) below. The chair and secretary of the meeting shall declare the result of the show of hands, and unless a ballot is then demanded, that result shall be the decision of the members of the National Council.

c) On any question on which the members of the National Council are to vote, whether or not a show of hands has been taken, any three persons present and entitled to vote may demand a secret ballot. In that case, the chair of the meeting shall name two non voting scrutineers to distribute and collect ballots, to compile the results and to inform the membership thereof. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

d) At an Annual General Meeting, every question shall be decided by a majority of the votes cast on the question, except as otherwise required by the Act or by these By-laws, notably Sections 4.04 (suspension or expulsion of members), 6.05.a) (removal of members of National Council), 7.05.a) (removal of Directors) and 15.01 (By-law amendments).

e) At a Special General Meeting, any resolution in order to be passed must be assented to by not less than two thirds (2/3) of the votes cast.

f) At a Special General Meeting requested by the members under section 12.02 b), each member group with a representative at the meeting shall have the right to cast one (1) vote. Quorum shall be 10% of the members. Representatives must have a letter from their member organization authorizing them to serve as voting representatives for the purpose of the Special General Meeting of the members.

#### 12.06 Mail in Ballots

Resolutions or nominations requiring a vote by the membership of the National Council may be put to those members by mail or electronically and voted on by mail-in or electronic ballot, except where the act or this By-law requires a meeting.

a) The Board of Directors shall prepare the necessary information and the corresponding ballots, and shall send them out to all members of the National Council, specifying a deadline by which the ballots must be returned. For mail-in ballots, the deadline shall be not less than 28 days and not more than 35 days after the date that the ballot package is mailed out. For electronic ballots, the deadline shall not be less than 21 days and not more than 28 days after the date of the ballot package email.

b) If at least the National Council quorum of 51% responds with their vote by the deadline, the result of the vote shall be binding. The same provisions of 12.05 d) and e) regarding votes to govern shall apply to mail in ballots.

c) If fewer than the 51% quorum have responded by the deadline, the Board of Directors may accept the results of the mail in ballot as being the decision of the National Council and therefore binding on them, or at its option, may refer the matter to the Annual General Meeting of Members.

### **SECTION 13 – NOTICES**

#### 13.01 Method of Giving Notices

Any notice or other document shall be deemed properly given if delivered personally to the addressee, delivered or sent by mail or other pre paid transmitted or recorded means of communication to his/her latest address recorded in the records of the Corporation. Mail shall be deemed to have been received five days from the date of mailing. If a notice is returned from a recorded address because the addressee cannot be found, no further notice shall be required until the Corporation is informed in writing of the correct address. The Secretary may change a recorded address in accordance with any information he/she believes to be reliable.

#### 13.02 Omissions and Errors

The accidental omission to give any notice, or the non receipt by the addressee of any notice properly given according to Section 13.01, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.

#### 13.03 Waiver of Notice

Any member, director, officer, auditor or member of a committee may at any time waive any required notice, or abridge the time for it. As well, the presence of a person at a meeting shall compensate for any failure to send a notice of the meeting to that person.

## **SECTION 14 – AUDIT**

### 14.01 Appointment of Auditor

An auditor shall be appointed by the AGM of Members and shall hold office until the next AGM of members or until her/his successor is appointed, unless previously removed by resolution of the members of the Corporation. The auditor's remuneration shall be determined by the Board of Directors.

### 14.02 Financial Reports

The auditor shall be supplied with a copy of the financial reports and it shall be his/her duty to examine same with the accounts and vouchers relating thereto. The auditor shall at all reasonable times have access to all the books and accounts of the Corporation.

## **SECTION 15 – AMENDMENT OF BY-LAWS**

### 15.01 Amendment of By-laws

This by-law shall not be amended, repealed or rescinded except by by-law adopted by a vote of at least two thirds (2/3) of those voting at an Annual General Meeting (AGM) or a Special General Meeting in accordance with Section 12 of this By-law. Following membership approval, the repeal or amendment shall not be enforced or acted upon until the approval of the Minister is obtained in accordance with the Act.

### 15.02 Notice of Proposal to Amend By-laws

Notice of a proposal to amend, repeal or rescind this by-law shall be given in writing not less than 60 days prior to the time when it is to be voted on: i.e. the Annual General Meeting (AGM) or a Special General Meeting. Notice of such meetings and voting deadlines shall be given to all members of the Corporation, and to all members of the National Council. The notice shall provide complete details of any proposed changes.

By-law amendments may be proposed by any member of the National Council, any affiliate or any National Caucus. In order to allow sufficient opportunity for proposal of amendments, the Corporation shall as much as possible provide at least 100 days notice of its Annual Meeting to all Affiliates and caucuses. Proposed amendments shall be submitted to the Corporation 75 days prior to the time when they are to be voted on, in order to allow the Corporation to translate and process the proposed amendments and fulfill the notice requirements.

## **SECTION 16 – INTERPRETATION**

The English and French versions of this By-law are equally valid.