

BY-LAW NO. 1

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

**Canadian Superior Courts Judges Association /
Association Canadienne des juges des cours supérieures**

(the “Corporation”)

REVISED JUNE 26, 2025

TABLE OF CONTENTS

	Page
ARTICLE I INTERPRETATION	1
1.1 Definitions	1
1.2 Interpretation	2
ARTICLE II GENERAL	3
2.1 Registered Office.....	3
2.2 Corporate Seal	3
2.3 Fiscal Year.....	3
2.4 Execution of Documents	3
2.5 Banking.....	3
2.6 Public Accountant	3
2.7 Invalidity of any Provisions of this By-Law	3
ARTICLE III MEMBERS	4
3.1 Entitlement	4
3.2 Membership Conditions	4
3.3 Transferability of Membership.....	4
3.4 Termination of Membership.....	4
3.5 Resignation	5
3.6 Expulsion of Members	5
3.7 Membership Dues.....	5
ARTICLE IV MEETINGS OF MEMBERS	5
4.1 Place of Meetings	5
4.2 Annual Meetings	5
4.3 Special Meetings	6
4.4 Notice of Meetings	6
4.5 Waiving Notice.....	6
4.6 Persons Entitled to be Present	6
4.7 Chair of the Meeting.....	7
4.8 Quorum.....	7
4.9 Participation at Meetings by Telephone or Electronic Means.....	7
4.10 Meeting Held by Electronic Means	7
4.11 Adjournment.....	7
4.12 Absentee Voting	7
4.13 Votes to Govern.....	7
4.14 Show of Hands	8
4.15 Ballots.....	8
4.16 Annual Financial Statements	8

ARTICLE V DIRECTORS.....	8
5.1 Powers	8
5.2 Number	8
5.3 Qualifications	8
5.4 Election and Term	9
5.5 Consent	9
5.6 Vacation of Office	10
5.7 Resignation	10
5.8 Removal.....	10
5.9 Vacancies.....	10
5.10 Reimbursement and Expenses	10
5.11 Borrowing Powers and Other Powers	10
ARTICLE VI COUNCIL OF THE CORPORATION.....	11
6.1 Number	11
6.2 Qualifications	11
6.3 Role of Council Members	11
6.4 Election.....	11
6.5 Term of Office.....	11
6.6 Vacancies.....	11
6.7 Replacement of Council Member.....	11
6.8 Meetings of Council	11
ARTICLE VII COMMITTEES	12
7.1 Delegation - Executive Committee	12
7.2 Other Committees.....	12
ARTICLE VIII MEETINGS OF DIRECTORS.....	12
8.1 Place of Meetings	12
8.2 Calling of Meetings	12
8.3 Notice of Meeting.....	12
8.4 First Meeting of New Board.....	12
8.5 Regular Meetings.....	12
8.6 Quorum.....	12
8.7 Resolutions in Writing.....	13
8.8 Participation at Meeting by Telephone or Electronic Means	13
8.9 Chair of the Meeting.....	13
8.10 Votes to Govern.....	13
ARTICLE IX OFFICERS.....	13
9.1 Appointment.....	13
9.2 Term of Office.....	13

ARTICLE X DESCRIPTION OF OFFICES.....	13
10.1 Description of Offices	13
10.2 Vacancy in Office	14
10.3 Reimbursement of Officers	14
10.4 Agents and Employees	14
ARTICLE XI CONFLICT OF INTEREST	14
11.1 Conflict of Interest.....	14
ARTICLE XII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	14
12.1 Standard of Care	14
12.2 Limitation of Liability	14
12.3 Indemnification of Directors and Officers	15
12.4 Insurance.....	15
12.5 Advances	15
ARTICLE XIII NOTICES.....	15
13.1 Method of Giving Notices	16
13.2 Omissions and Errors	16
13.3 Waiver of Notice	16
13.4 Computation of Time	16
ARTICLE XIV SPECIAL RESOLUTIONS AND VOTING BY CLASS	16
14.1 Special Resolutions	16
14.2 Voting by Class or Group.....	17
ARTICLE XV BY-LAW AND EFFECTIVE DATE	18
15.1 By-Law and Effective Date	18

BY-LAW NO. 1

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

**Canadian Superior Courts Judges Association /
Association Canadienne des juges des cours supérieures**

(the “Corporation”)

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

**ARTICLE I
INTERPRETATION**

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

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations, and any statute that may be substituted therefor, as amended from time to time;

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

“**Board**” means the board of directors of the Corporation;

“**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Chair**” means the chair of the Board, who shall also serve as the President;

“**Council**” means the committee of Members of the Corporation constituted under Article VI;

“**Council Member**” means a Member of Council;

“**Courts**” means the Federal Court of Canada, the Federal Court of Appeal and the Tax Court of Canada, and “**Court**” means any one (1) of the Courts;

“**director**” means an individual elected or appointed to the Board;

“**Judges Act**” means the *Judges Act*, R.S.C. 1985, c. J-1;

“**meeting of Members**” includes an annual meeting of Members and a special meeting of Members;

“**Member**” means a member of the Corporation, namely, Voting Members and Non-Voting Members, provided that where references are made to “Members” in this By-Law

in respect of meetings of Members and votes by Members, the reference shall be only to that class or classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matters;

“**officer**” means any individual appointed pursuant to this By-Law as an officer;

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**President**” means the president of the Corporation;

“**proposal**” means a proposal submitted by a Member that meets the requirements of Section 163 (Member Proposals) of the Act;

“**Provinces**” means, collectively, all of the provinces of Canada;

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

“**special business**” has the meaning set out in Sections 4.2 and 4.3;

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue called to consider special business;

“**Special Resolution**” means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution and if a class vote is required, shall mean a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution by each class that is entitled to vote;

“**Territories**” means, collectively, Yukon, Northwest Territories and Nunavut;

“**Vice-Chair**” means the vice chair of the Board, who shall also serve as the Vice-President; and

“**Vice-President**” means the vice-president of the Corporation.

1.2 Interpretation. In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II GENERAL

2.1 Registered Office. The registered office of the Corporation shall be situated in the City of Ottawa in the Province of Ontario or as otherwise determined by the Board. The directors may change the Corporation’s registered office to another place within the Province specified in the Articles.

2.2 Corporate Seal. The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board, and the Secretary of the Corporation (or, in the event there is no Secretary appointed, any officer) shall be the custodian of the corporate seal.

2.3 Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December in each year or as otherwise determined by the Board.

2.4 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by the President and one (1) additional officer. In the absence of the President, the Vice-President and one (1) additional officer may sign such Documents. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

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

2.6 Public Accountant. The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.7 Invalidity of any Provisions of this By-Law. The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

ARTICLE III MEMBERS

3.1 Entitlement. Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted as a Member by resolution of the Board or in such other manner as may be determined by the Board.

3.2 Membership Conditions.

Subject to the Articles, there shall be two (2) classes of Members in the Corporation, namely, Voting Members and Non-Voting Members. The following conditions of membership shall apply:

(a) Voting Members

- (i) Each Voting Member shall have been appointed under section 96 of the *Constitution Act*, 1867 or as a judge to a court established under section 101 of that Act; be subject to the provisions of the *Judges Act*; and have paid their annual fees to the Corporation.
- (ii) As set out in the Articles, the Voting Members shall be entitled to receive notice of, attend and vote at all meetings of the Members and each Voting Member shall have one (1) vote at each such meeting, except for meetings at which only Members of another class are entitled to vote separately as a class.

(b) Non-Voting Members

- (i) Each Non-Voting Member shall be either:
 - (A) a retired judge previously appointed under section 96 of the *Constitution Act*, 1867 or as a judge to a court established under section 101 of that Act and previously subject to the provisions of the *Judges Act*; or
 - (B) a military judge.
- (ii) Each Non-Voting Member shall pay a fee fixed by the Board.
- (iii) As set out in the Articles, the Non-Voting Members shall be entitled to receive notice of and attend meetings of Members but will not be entitled to vote at such meetings of the Members, except as otherwise provided by the Act.

3.3 Transferability of Membership. Membership is not transferrable and shall be exclusive to the individual.

3.4 Termination of Membership. The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies or resigns;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By-Law;
- (c) the Member ceases to maintain the membership conditions set out in Section 3.2;
- (d) the Corporation is liquidated or dissolved pursuant to the Act; or
- (e) the Member is removed from office in accordance with the *Judges Act*.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership due will be returned to a previous Member upon termination of such Member's membership.

3.5 Resignation. Any Member may resign as a Member by delivering a written resignation to the Secretary, in which case such resignation shall be effective from the date specified in the resignation. In the case of a resignation, a Member shall remain liable for payment of any fee or other sum levied which became payable by them to the Corporation prior to receipt by the Secretary of their resignation.

3.6 Expulsion of Members. The Members may, by Special Resolution passed at a special meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Corporation, provided that the Member shall be given the opportunity to be heard at such meeting.

3.7 Membership Dues. The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within one (1) year of the membership renewal date, as the case may be, the rights of the Members in default shall automatically lapse and cease to exist.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Place of Meetings. Meetings of the Members may be held at any place within Canada determined by the Board.

4.2 Annual Meetings. The Board shall call an annual meeting no later than eighteen (18) months after the Corporation came into existence and subsequently, not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;

- (b) electing directors;
- (c) appointing, or re-appointing, a public accountant, if required under Part 12 of the Act;
- (d) approving officer nominations; and
- (e) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under (d) shall constitute special business.

4.3 Special Meetings. The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members, which shall constitute special business. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.4 Notice of Meetings. Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Voting Member (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Non-Voting Member;
- (c) to each director; and
- (d) to the public accountant of the Corporation, if any.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XIII of this By-Law and shall, subject to the Act, include any proposal submitted to the Corporation. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.5 Waiving Notice. A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.6 Persons Entitled to be Present. The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, Members who are not entitled to vote at the meeting, the directors and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

4.7 Chair of the Meeting. In the event that the Chair who shall also serve as President, and the Vice-Chair who shall also serve as Vice-President, are both absent, the Members who are present and entitled to vote at the meeting shall choose another director as chair of the meeting and, if no director is present or if all the directors decline to take the chair, then the Members present shall choose one of their number to chair the meeting.

4.8 Quorum. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be thirty (30) Members. 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. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or other electronic means.

4.9 Participation at Meetings by Telephone or Electronic Means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted.

4.10 Meeting Held by Electronic Means. If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.11 Adjournment. The chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Absentee Voting. In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.13 Votes to Govern. Other than as otherwise required by the Act or this By-Law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

4.14 Show of Hands. Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. If a meeting is held by telephonic or electronic means, the chair of the meeting may implement a process approximating a show of hands.

4.15 Ballots. For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

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

ARTICLE V DIRECTORS

5.1 Powers. The Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number. In accordance with the Articles, the Board shall consist of twelve (12) to nineteen (19) directors. No decrease in the number of directors shall shorten the term of an incumbent director. The Board shall be comprised as follows when all nineteen (19) positions are filled:

- (a) five (5) officers of the Corporation as appointed at the annual meeting;
- (b) one (1) director from each of British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador;
- (c) one (1) director from each of the Territories;
- (d) two (2) directors from each of Ontario and Quebec; and
- (e) one (1) director from the Courts.

5.3 Qualifications. The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;

- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt;
- (e) a person who is not a Voting Member of the Corporation; and
- (f) a person who has been absent from three (3) consecutive meetings of the Board without excuse.

5.4 Election and Term.

- (a) Subject to the Articles, directors shall be nominated in accordance with the procedures adopted by the Members of the Corporation who reside in the particular Province, Territory or by the Members from the Courts entitled to nominate a director or directors. Once a director is nominated within a Province, Territory or Court, the Members will elect the nominated directors by Ordinary Resolution at the annual meeting of Members.
- (b) The terms of office of directors shall be three (3) years or as determined by Ordinary Resolution of the Members.
- (c) If directors are not elected at a meeting of Members, the incumbent directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election, provided that no director shall serve for more than nine (9) consecutive years, unless they are elected to the Executive Committee as an officer. If a director is elected to the Executive Committee, a new director will be elected from the Province or Territory or Court that the director belonged to, as the case may be.
- (e) As set out in the Articles, the directors may appoint additional directors to hold office until the next annual meeting of Members, but no more than one-third (1/3) of the total number of directors elected or appointed by the Members at the previous meeting may be appointed by the directors.

5.5 Consent. A director who is elected or appointed must consent to hold office as a director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days of such election; or
 - (ii) by acting as a director after such person's election or appointment.

5.6 Vacation of Office. A director ceases to hold office when the director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as director.

5.7 Resignation. A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.8 Removal. The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term and may elect a qualified individual from the same Province, Territory or Court, as the case may be, to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board.

5.9 Vacancies. A vacancy on the Board shall be filled for the remainder of the term by a qualified individual from the same Province, Territory or Court, as the case may be, from which the vacating director was elected, by nominating an individual to fill the vacancy in accordance with the procedures adopted by the Members of the Corporation who reside in the particular Province, Territory or by the Members from the Court in which the vacancy occurs.

5.10 Reimbursement and Expenses. The directors, Members, Council Members, officers and committee members shall not be entitled to receive any remuneration for their services, but may be paid reasonable expenses incurred in connection with their attendance at each regular or special meetings of the Board or of any committee, as may be determined by the Board.

5.11 Borrowing Powers and Other Powers. The Board of the Corporation may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation;
- (e) authorize expenditures on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation, such authority to such maximum amounts as determined by the Board;
- (f) employ and pay salaries to employees on behalf of the Corporation and delegate, by resolution, to an officer or officers of the Corporation such authority; and
- (g) for the purpose of furthering the mission of the Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Corporation.

ARTICLE VI COUNCIL OF THE CORPORATION

6.1 Number. There shall be a Council of the Corporation which shall comprise up to sixty (60) persons. The Board shall from time to time by resolution set the actual number of Council Members and the number of them to be elected by Members of the Corporation resident in each of the Provinces and in the Territories, and from Members of the Courts. Each of the Provinces, each of the Territories and each of the Courts shall be represented on the Council.

6.2 Qualifications. A Council Member must be a Member of the Corporation.

6.3 Role of Council Members. A Council Member should represent the Corporation to the Members in their geographical jurisdiction and should express the concerns of the Members in their area to the Board and the Executive Committee.

6.4 Election. The Members of the Corporation from each of the Provinces, the Territories and the Courts shall elect from their Members the designate number of Council Members for their Province, Territory or Court, consistent with democratic principles, reflecting any unique practices associated with that Province, Territory, or Court.

6.5 Term of Office. Each Council Member shall be elected for a three (3) year term, with a maximum of three (3) terms. If a successor has not been elected to office, that person may continue to hold office as a Council Member until their successor has been elected.

6.6 Vacancies. The office of a Council Member shall automatically be vacated if:

- (a) the Council Member resigns by delivering a written resignation to the Secretary of the Corporation;
- (b) the Council Member ceases be a Member of the Corporation; or
- (c) the Council Member fails for a period of twelve (12) months to fulfill their role as described in Section 6.3 of this By-Law, which determination shall be made by a vote of no less than two-thirds (2/3) of the Board.

6.7 Replacement of Council Member. As soon as reasonably practicable after a vacancy occurs, an election shall be held in the particular Province, Territory, or the Court from which the vacating Council Member was elected, to fill that vacancy in accordance with procedures adopted by the Members of the Corporation from the Province, Territories or the Court and the person so elected shall hold office for the unexpired term of their predecessor.

6.8 Meetings of Council. The Council of the Corporation may meet at any time directed by the Executive Committee, for the purpose of Council Members raising issues of concern of their membership to the Board and the Executive Committee and to discuss any other business of the Corporation. Additionally, the Council may, at the direction of the Board or the Executive Committee, meet at other times as directed by the Board or the Executive Committee for the specific task of providing input to the Board or the Executive Committee on issues directed to it for consideration by the Board or the Executive Committee.

ARTICLE VII COMMITTEES

7.1 Delegation - Executive Committee. The Board shall appoint an Executive Committee composed of the officers of the Corporation and may delegate to the committee any powers of the Board except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

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

ARTICLE VIII MEETINGS OF DIRECTORS

8.1 Place of Meetings. Meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada as the President may determine.

8.2 Calling of Meetings. Meetings of the Board may be called by the Chair or any two (2) directors at any time.

8.3 Notice of Meeting. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XIII of this By-Law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Every notice of meeting must specify the purpose or the business to be transacted at the meeting.

8.4 First Meeting of New Board. Provided that a quorum of directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

8.5 Regular Meetings. The President may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. The Board shall meet at least two (2) times each year or more frequently as may be required or deemed necessary by the Board. Notice of regular meetings of the Board must be given to each director in advance, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

8.6 Quorum. A majority of the number of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if

authorized under Section 8.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

8.7 Resolutions in Writing. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors. Such resolution may be executed electronically. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

8.8 Participation at Meeting by Telephone or Electronic Means. A director may participate in a meeting of directors or of a committee of directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

8.9 Chair of the Meeting. In the event that the Chair and the Vice-Chair are both absent, the directors who are present shall choose one of their number to chair the meeting.

8.10 Votes to Govern. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each director shall have one (1) vote. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE IX OFFICERS

9.1 Appointment. The Board may designate the offices of the Corporation, appoint individuals as officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless this By-Law otherwise provide. Two or more offices may be held by the same person.

9.2 Term of Office. The officers shall hold office for a period of one (1) year or until their successors are appointed.

ARTICLE X DESCRIPTION OF OFFICES

10.1 Description of Offices. Unless otherwise specified by the Board, the officers of the Corporation shall include the following:

- (a) the Immediate Past President;
- (b) the President and Chair;
- (c) the Vice-President and Vice-Chair;
- (d) the Treasurer; and

- (e) the Secretary.

10.2 Vacancy in Office. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a director (if a necessary qualification of appointment);
or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

10.3 Reimbursement of Officers. The reimbursement of all officers appointed by the Board shall be determined in accordance with Section 5.10.

10.4 Agents and Employees. The Board may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have the authority, perform the duties and receive the remuneration as shall be prescribed and fixed by the Board by resolution.

ARTICLE XI CONFLICT OF INTEREST

11.1 Conflict of Interest. The directors and officers shall comply with the conflict of interest provisions of the Act and any policies or codes of conduct in place from time to time.

ARTICLE XII PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12.1 Standard of Care. Every director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, Articles, By-Law and policies of the Corporation.

12.2 Limitation of Liability. Provided that the standard of care required of the director or officer under the Act and this By-Law has been satisfied, 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 or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the

bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.

12.3 Indemnification of Directors and Officers. The Corporation shall indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

12.4 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 12.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

12.5 Advances. With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

ARTICLE XIII NOTICES

13.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given to a Member, director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-Law of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

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 at a time it would be delivered in the ordinary course of mail; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

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

13.3 Waiver of Notice. Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

13.4 Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-Laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

ARTICLE XIV SPECIAL RESOLUTIONS AND VOTING BY CLASS

14.1 Special Resolutions. A Special Resolution of the Members is required to make any amendment to this By-Law or to the Articles to:

- (a) change the Corporation's name;
- (b) change the Province in which the Corporation's registered office is situated;

- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

14.2 Voting by Class or Group. The Members of a class of Members are entitled to vote separately as a class on a proposal to make an amendment referred to in Section 14.1 to:

- (a) add, change or remove the rights or conditions attached to the Memberships of the class or group, including:
 - (i) to reduce or remove a liquidation preference, or
 - (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
- (b) increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- (c) increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group; or

- (d) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

ARTICLE XV

BY-LAW AND EFFECTIVE DATE

15.1 By-Law and Effective Date. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board 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.

Despite the forgoing, a By-Law amendment that requires a Special Resolution as set out in Article XIV is only effective when confirmed by Members.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.