

**Canadian Public Sector Excellence Network
(CPSEN)**

**Réseau de l'excellence dans le secteur public du Canada
(RESPC)**

By-Laws

110 Sonesta Circle
Ottawa Canada
K2S 0G7

www.cpsen.ca

BY-LAW No. 1 - The Canadian Public Sector Excellence Network

TABLE OF CONTENTS

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions _____	4
1.2 Interpretation _____	4

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Corporate Seal _____	5
2.2 Registered Office _____	5
2.3 Books and Records _____	5
2.4 Financial Year _____	5
2.5 Execution of Documents _____	5
2.6 Banking Arrangements _____	5

ARTICLE 3 BOARD OF DIRECTORS

3.1 Powers of the Board _____	6
3.2 Board of Directors _____	6
3.3 Term of Directors _____	6
3.4 Election of Directors _____	7
3.5 Removal of Directors _____	7
3.6 Vacancies _____	7

ARTICLE 4 MEETINGS OF DIRECTORS

4.1 Meetings of the Board _____	8
4.2 Regular Meetings _____	8
4.3 Place of Meetings _____	8
4.4 Meeting by Electronic Means, etc. _____	8
4.5 Calling of Meetings _____	9
4.6 Adjourned Meeting _____	9
4.7 Quorum _____	9
4.8 Votes to Govern _____	9
4.9 Remuneration and Expenses _____	9
4.10 Resolutions in Writing _____	9
4.11 Minutes _____	9

ARTICLE 5 CHAPTERS, COMMITTEES & ADVISORY BODIES

5.1 Chapters _____	9
5.2 Committees of the Board _____	10
5.3 Advisory Bodies _____	10
5.4 Procedure _____	10

ARTICLE 6 OFFICERS

6.1 Appointment _____	10
-----------------------	----

6.2 Chair of the Board _____	11
6.3 Vice-Chairs _____	11
6.4 Secretary _____	11
6.5 Treasurer _____	11
6.6 Agents and Attorneys _____	11
6.7 Term of Office _____	11
ARTICLE 7 PUBLIC ACCOUNTANT	
7.1 Public Accountant _____	12
ARTICLE 8 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	
8.1 Limitation of Liability _____	12
8.2 Advance of Costs _____	12
8.3 Limitation _____	13
8.4 Derivative Actions _____	13
8.5 No Restriction _____	13
8.6 Insurance _____	13
ARTICLE 9 MEMBERSHIP	
9.1 Membership _____	13
9.2 Members _____	14
9.3 Associate Members _____	14
9.4 Removal of Members _____	14
ARTICLE 10 MEETINGS OF MEMBERS	
10.1 Annual Meetings _____	14
10.2 Special Meetings and Requisition Meetings _____	15
10.3 Place of Meetings _____	15
10.4 Meeting by Electronic Means, etc. _____	15
10.5 Notice of Meetings _____	15
10.6 Waiver of Notice _____	16
10.7 Annual Financial Statements _____	16
10.8 Persons Entitled to be Present _____	16
10.9 Quorum _____	16
10.10 Manner of Voting _____	16
10.11 Adjournments _____	17
ARTICLE 11 AMENDMENT OF BY-LAW	
11.1 Amendments _____	17
ARTICLE 12 MISCELLANEOUS	
12.1 Method of Giving Notice _____	17

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-Laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

1.1.1 “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;

1.1.2 “**Articles**” has the meaning given to that term in the Act;

1.1.3 “**Board**” means the Board of Directors of the Corporation;

1.1.4 “**By-Laws**” means this By-Law as amended or restated and all other By-Laws of the Corporation in force and effect;

1.1.5 “**Chapter**” means a branch or locally organized group of the Corporation in a place in Canada or overseas;

1.1.6 “**Corporation**” means the Canadian Public Service Excellence Network (the CPSEN);

1.1.7 “**Director**” or “**Directors**” means any one or more persons, respectively, who from time to time have been duly elected by the Members to serve on the Board;

1.1.8 “**Member**” or “**Members**” or “**Associate Member**” or “**Associate Members**” means any one or more persons or organization or organizations, respectively, who have been admitted to membership in the Corporation in accordance with the By-Laws;

1.1.9 “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-Laws;

1.1.10 “**Chair**” and “**Chair of the Board**” means the presiding member of the Board of Directors of the Corporation;

1.1.11 “**Secretary**” means the secretary of the Board of Directors of the Corporation;

1.1.12 “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.1.13 “**Treasurer**” means the treasurer of the Corporation and the treasurer of the Board of Directors of the Corporation; and

1.1.14 “**Vice-Chair**” means a vice-chair of the Board of Directors of the Corporation.

1.2 Interpretation

1.2.1 In the By-Laws, words importing the singular number include the plural and *vice versa*.

1.2.2 The words “includes” or “including” as used in the By-Laws mean includes or including without limitation.

1.2.3 The word “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

1.2.4 The division of the By-Laws into articles and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-Laws.

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

2.2 Registered Office

Unless changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa in the Province of Ontario.

2.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be December 31.

2.5 Execution of Documents

Contracts, documents or other instruments in writing requiring the signature of the Corporation shall be signed by the Chair of the Board and Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation’s power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any securities owned by the Corporation.

2.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Powers of the Board

3.1.1 The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

3.1.2 Without limiting the generality of the foregoing, the Board may, without the authorization of the Members:

3.1.2.1 borrow money on the credit of the Corporation;

3.1.2.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

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

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

The Board may, by resolution, delegate the powers referred to in this Article 3.1.2 to a Director, a committee of Directors or an Officer.

3.2 Board of Directors

3.2.1 The Board will consist of a minimum of seven (7) Directors and maximum of fifteen (15) Directors, at least four (4) of whom are not Officers or employees of the Corporation. The number of Directors shall be determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board.

3.2.2 A Director must be a Member of the Corporation.

3.3 Term of Directors

Each Director elected hereunder will have a term expiring not later than the close of the third annual meeting of Members following their election or until their successor is elected, whichever is later. Following their initial term, each Director will be eligible for re-election as a Director after a period of one year following the annual general meeting of members during which their term ends.

3.4 Election of Directors

3.4.1 Directors shall be elected by the Members at annual meetings based upon the slate of candidates referred to in Article 3.4.3.

3.4.2 The Board shall convene a committee to develop and maintain, to the greatest extent

possible, a Board that:

3.4.2.1 equitably reflects Canada's two official language groups and the gender, geographic distribution and professional origin of Members;

3.4.2.2 includes representatives from Chapters of the Corporation; and

3.4.2.3 includes representatives from the federal Public Service and equivalent provincial and territorial government public services, to the extent possible from all of Canada's provinces and territories.

3.4.2.4 includes representatives from the broader public sector such as indigenous communities, healthcare and education.

3.4.3 With a view to Article 3.4.2, the committee will solicit and review nominations and recommend one (1) candidate in respect of each anticipated vacancy on the Board and present such recommendations in the form of a slate to the Board before the ensuing annual meeting of Members. The Board will then present that slate to the Members for election. For greater certainty, the slate to be delivered to the Board hereunder shall be final and there shall be no nominations from the floor of any Members' meetings.

3.5 Removal of Directors

3.5.1 The office of Director shall be automatically vacated:

3.5.1.1 if the Director is declared incapable by a court in Canada or in another country;

3.5.1.2 if the Director has the status of a bankrupt; or

3.5.1.3 upon the Director's death.

3.5.2 The Members may, by resolution, at a special meeting remove any Director from office for any reason. Upon removal, the office of that Director shall forthwith be vacated.

3.5.3 The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

3.6 Vacancies

3.6.1 Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:

3.6.1.1 a failure to elect the minimum number of Directors provided for in the Articles; or

3.6.1.2 an increase in the minimum or maximum number of Directors provided for in the Articles.

3.6.2 Subject to the Act, if there is no quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Article 3.6.1, the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are

no Directors then in office, the meeting may be called by any Member.

3.6.3 A Director appointed under Article 3.6 will only hold office for the unexpired term of their predecessor.

ARTICLE 4 MEETINGS OF DIRECTORS

4.1 Meetings of the Board

Subject to the By-Laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Article 12.1 to each Director not less than 72 hours before the time when the meeting is to be held, but if the Chair of the Board considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephone or electronic means no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director 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. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except where required by the Act. Except where there may be a conflict of interest, any other person or persons designated by the Board will be entitled to receive notice of every meeting of the Board, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

4.2 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least two (2) times per year. Board Members are expected to attend at least 75% of these meetings. Failure to do so may result in dismissal from the Board. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

4.3 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the Board.

4.4 Meeting by Electronic Means, etc.

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

4.5 Calling of Meetings

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under Article 4.2, the Chair of the Board or any two (2) Directors may, at any time,

call a meeting of the Board for the transaction of any business.

4.6 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

4.7 Quorum

Fifty percent (50%) of Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

4.8 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every resolution will be decided by a majority of the votes cast on the question. Where there is an equal number of votes, the chair of the meeting will not be entitled to a second or casting vote.

4.9 Remuneration and Expenses

The Directors will serve without remuneration for their services, except reasonable expenses and costs as may be determined from time to time by the Board or the Treasurer, and no Director shall directly or indirectly receive any profit from such Director's position as such.

4.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

4.11 Minutes

The Board shall see that any and all minutes or records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 5 CHAPTERS, COMMITTEES & ADVISORY BODIES

5.1 Chapters

5.1.1 The Board may establish, continue, suspend and dissolve local Chapters of the Corporation, which Chapters may be located both in and out of Canada. Members of the Corporation who reside near local Chapters and are identified as members of a Chapter shall annually elect Members of the Corporation as officers of their Chapter, including a Chair, Vice-Chair or Vice-Chairs, a Secretary, a Treasurer, and such other officers as may be required for the efficient business of the Chapter.

5.1.2 Chapters are an integral part of the Corporation, without separate or individual legal personality.

5.1.3 Chapters will conduct their business and administration in accordance with the *Canada Not-for-Profit Corporations Act* and regulations, these By-Laws, *Robert's Rules of Order* and generally accepted accounting principles.

5.1.4 Chapters may establish and continue bank accounts in the name of the Corporation.

5.1.5 Chapters have the same financial year as the Corporation. Chapter officers must annually present financial information to members of the Chapter and the Corporation's Board within 60 days following the end of a financial year. The information presented shall include a balance sheet, and a profit and loss (or revenue-expense) statement. Chapter officers must provide a copy of bank account records on the request of a Chapter member or a Director of the Corporation. Chapters shall create and maintain a scheme or system of payments requiring prior approval by the Chapter Treasurer and the signatures or other actions of at least two (2) individual members of the Chapter to effect payment.

5.1.6 The Board may establish a standing or annual scheme of monetary contributions for the development and work of Chapters, in particular to promote membership and to increase the industry and public profile of Chapters and the Corporation. No financial liability in excess of the grant provided will fall upon the Corporation for additional expenditures not specifically authorized by the Board.

5.2 Committees of the Board

The Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate. The members of such committees will hold their offices at the discretion of the Board or as otherwise determined by the Board.

5.3 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

5.4 Procedure

Unless otherwise determined by the Board, each Chapter, committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 6 OFFICERS

6.1 Appointment

The Board, in its discretion, may appoint any of the Officers named in this Article 6, as well as any other officers as the Board may determine. Any two (2) offices may be held by the same individual. Officers need not be a Director of the Corporation. The power of the Board to determine the powers of an Officer is subject to the Act, the Articles and the By-Laws.

6.2 Chair of the Board

The Chair of the Board shall be the chief executive officer of the Corporation and shall perform

all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. The Chair shall have the general and active management of the affairs of the Corporation. The Chair shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as may be determined by the Board from time to time.

6.3 Vice-Chairs

The Board may appoint from among its members one or more Vice-Chairs who will exercise any powers and perform any duties that the Board may specify and who, if appointed, will hold office from the date of appointment or until their successor is appointed. During the absence or disability of the Chair, the Chair's duties will be performed by the longest serving Vice-Chair or by any other Officer who is designated by the Board to exercise those powers.

6.4 Secretary

The Board may appoint a Secretary to hold office from the date of appointment until his or her successor is appointed. Unless otherwise determined by the Board, the Secretary will attend and be the secretary for all meetings of the Board, members and committees of the Board. The Secretary will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, members and committees of the Board, whether or not the Secretary attends those meetings; the Secretary will give or cause to be given, as and when instructed, all notices to members, Directors, Officers, the public accountant, members of committees of the Board and any other persons designated by the Board; the Secretary will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Corporation, except when some other Officer has been appointed for that purpose; and the Secretary will have any other powers and duties as the Board may specify.

6.5 Treasurer

The Board may appoint a Treasurer who, if appointed, will hold office from the date of appointment until his or her successor is appointed. Unless otherwise determined by the Board, the Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Corporation, and will have any other powers and duties as the Board may specify.

6.6 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

6.7 Term of Office

6.7.1 Each Officer shall continue in office until:

6.7.1.1 their term of appointment expires;

6.7.1.2 the election or appointment of a successor;

6.7.1.3 the Officer's resignation by delivery of a written resignation to the Secretary of the Corporation;

6.7.1.4 the Officer ceasing to be a Director;

6.7.1.5 the Officer's removal by resolution of the Board; or

6.7.1.6 the Officer's death.

6.7.2 If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

ARTICLE 7 PUBLIC ACCOUNTANT

7.1 Public Accountant

At each annual meeting, the Members may appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

ARTICLE 8 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability

Subject to the provisions of the Act and to Article 8.4, the Corporation shall indemnify a Director or 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 an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

8.2 Advance of Costs

Subject to Article 8.4, the Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Article 8.1. The individual shall repay the moneys if the individual does not fulfil the conditions of Article 8.3.

8.3 Limitation

The Corporation may not indemnify an individual under Article 8.1 unless the individual:

8.3.1 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

8.3.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

8.4 Derivative Actions

The Corporation shall, with the approval of a court, indemnify an individual referred to in Article 8.1, or advance moneys under Article 8.2, in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Article 8.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Article 8.3.

8.5 No Restriction

The Corporation shall also indemnify the individuals referred to in Article 8.1 in any other circumstances that the Act permits or requires. Nothing in these By-Laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws.

8.6 Insurance

The Corporation shall, at all times, maintain in effect (the coverage of) such directors' and officers' liability insurance as may be approved by the Board.

ARTICLE 9 MEMBERSHIP

9.1 Membership

There shall be two classes of Members in the Corporation: Member and Associate Member. Membership in the Corporation shall be available to individuals and organizations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. Each Associate Member shall be entitled to receive notice of and attend all meetings of the members of the Corporation.

9.1.1 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this Article 9 of the By-Laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9.1.2 A membership may only be transferred to the Corporation. For greater certainty, members may only transfer a membership back to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this Article 9.1.2 of the By-Laws.

9.2 Members

Membership of the Corporation is by application and is open to employed and retired members (including term, casual, appointed and term students) of federal, indigenous communities,

provincial, territorial and municipal governments in Canada. For greater certainty, government includes elected members of legislatures, the judiciary and public healthcare entities. The Board of the Corporation may also permit, by invitation, such other persons who may contribute to the advancement of the Corporation, including individuals working for non-governmental organizations involved with public service excellence matters, to be Members of the Corporation.

9.3 Associate Members

Associate Membership in the Corporation includes corporate and other organizations and entities with an interest in public service excellence in Canada and in contributing to the advancement of the Corporation. Associate Members shall ordinarily act and be present in the Corporation through an individual person designated as agent. Associate Members do not have voting privileges to requisition meetings of members, nor voting privileges in such meetings, except as provided for by the Act.

9.4 Removal of Members

A membership in the Corporation is terminated when:

9.2.1 the Member's or Associate Member's term of membership expires;

9.2.2 a Member or Associate Member fails to maintain any qualifications for membership described in Article 9.1 of these By-Laws;

9.2.3 the Member or Associate Member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation; or

9.2.4 the Corporation is liquidated or dissolved under the Act.

ARTICLE 10 MEETINGS OF MEMBERS

10.1 Annual Meetings

Subject to the Act and Articles 9.2 and 9.3 above, the annual meeting of Members and Associate Members (the annual meeting of members) will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of members, in addition to any other business that may be transacted, Members and Associate Members shall:

10.1.1 review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before members at the annual meeting;

10.1.2 elect Directors, if necessary;

10.1.3 appoint the public accountant; and

10.1.4 transact any other business that may be properly brought before members.

It should be noted that, in accordance with Article 9.3 above, Associate Members are not entitled to vote at the annual meetings. Only Members have voting privileges.

10.2 Special Meetings and Requisition Meetings

The Board shall have the power to call at any time a special meeting of members. In addition, the Board shall call a meeting of the Members and Associate Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

10.3 Place of Meetings

The annual meeting or any special meeting of members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

10.4 Meeting by Electronic Means, etc.

Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of this Act to be present at the meeting.

10.5 Notice of Meetings

10.5.1 Notice of the time and place of a meeting of members shall be given to each Member and Associate Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

10.5.1.1 by mail, courier or personal delivery to each such Member and Associate Member, during a period of twenty-one (21) to forty-two (42) days before the day on which the meeting is to be held; or

10.5.1.2 by telephonic, electronic or other communication facility to each such Member and Associate Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

10.5.2 Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member and Associate Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Article, all business transacted at a special meeting or annual meeting of members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business". The Chair, the Treasurer, the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

10.6 Waiver of Notice

A meeting of members may be held at any time and place without notice if all the Members Associate Members waive notice or otherwise consent to such meeting being held. Attendance of a Member and Associate Member at a meeting of members is a waiver of notice of the meeting, except where that member 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.

10.7 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 and Associate Members, publish a notice to its Members and Associate 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 or Associate Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

10.8 Persons Entitled to be Present

Members, Associate Members, non-Members, Directors and any public accountant of the Corporation are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the members' meeting according to the provisions of the Act, Articles and By-Laws are entitled to cast a vote at the meeting.

10.9 Quorum

A quorum at any meeting of members shall be five percent (5%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

10.10 Manner of Voting

10.10.1 Each Member is entitled to one (1) vote at a meeting of members.

10.10.2 At all meetings of members, every question will be determined by a majority vote, unless otherwise specifically provided by the By-Laws or the Act.

10.10.3 If an electronic or telephonic meeting of members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Corporation has made available for the purpose.

10.11 Adjournments

Any meeting of the members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:

10.11.1 for less than thirty-one (31) days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or

10.11.2 by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 11 AMENDMENT OF BY-LAW

11.1 Amendments

11.1.1 The Board 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.

11.1.2 This Article 11 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.

ARTICLE 12 MISCELLANEOUS

12.1 Method of Giving Notice

12.1.1 A notice or document required by the Act, the Articles or the By-Laws, to be sent to a Member, Associate Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-Law. A notice or document mailed in accordance with this Article 12.1 to a Member or Associate Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-Law.

12.1.2 The accidental omission to give any notice to any Member, Associate Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.