

BY-LAW NUMBER 1

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

**Sierra Club Canada
(the Corporation)**

1. GENERAL

1.1 Definitions

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

- (a) **Act** means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **Board** means the board of directors of the Corporation;
- (d) **By-laws** means this by-law and any other by-laws of the Corporation as amended and which are in force and effect;
- (e) **Director** means a member of the Board;
- (f) **Meeting of members** includes an annual meeting of members or a special meeting of members;
- (g) **Special meeting of members** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (h) **Ordinary resolution** means a resolution passed by a majority of the votes cast on that resolution;
- (i) **Proposal** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the *Act*;
- (j) **Regulations** means the regulations made under the *Act*, as amended, restated or in effect from time to time;
- (k) **Rules and Procedures** means the documents published as approved by the Board from time to time, in accordance with the By-laws, governing internal matters of the Corporation pursuant to and subject to the provisions of the Act, the Articles and the By-laws; and
- (l) **Special resolution** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

EMAIL
DEC 17 2013
14:27

CORP 281634-2

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and **person** includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these By-laws.

Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

1.3 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.

1.4 Relationship to Sierra Club (U.S.)

a. Licensee

The Corporation recognizes and acknowledges that it is a licensee of the Sierra Club (U.S.), a non-profit public benefit corporation incorporated in the State of California, in the United States of America, and operates with the objective of carrying out the purposes of the Corporation.

b. Purposes

The purposes of the Sierra Club (U.S.) are as stated in the Articles of Incorporation and By-laws of the Sierra Club (U.S.).

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof

1.6 Financial Year End

The financial year end of the Corporation shall be the last day of December in each year.

1.7 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union 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 be resolution from time to time designate, direct, or authorize.

1.8 Annual Financial Statements

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

1.9 Borrowing Powers

The directors 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 to secure performance of an obligation of any person; and
- (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.

The directors may, by resolution, delegate the powers referred to in Section 1.9 to a director, a committee of directors or an officer.

2. MEMBERSHIP

2.1 Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members.

a. Class A Member – Governing Members

- (i) Sierra Club of Canada Foundation is admitted to Class A, Governing Member membership. No other persons may be admitted to Class A.
- (ii) Sierra Club of Canada Foundation is entitled to receive notice of, attend and vote at all members of the meetings, and is entitled to 200 votes at all such meetings.

b. Class B Members – Individual Members

- (i) Subject to the by-laws, Class B membership shall only be available to those individuals admitted by ordinary resolution of the Sierra Club of Canada Foundation and membership is conditional upon being elected to the Board. Those who are serving as first directors in accordance with section 5.1, shall be members until the next annual general meeting of the Corporation.
- (ii) Subject to the Act and the articles, a Class B voting member is entitled to receive notice of, attend and vote at all members' meetings, and shall be entitled to one vote at all such meetings.

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

2.2 Transfer of Membership

Membership in the Corporation may be transferred only 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 section of the by-laws.

2.3 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4 Absentee Voting by Proxy

Pursuant to Section 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument signed by the member or by their agent
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

- (c) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - (i) indicate, in bold-face type,
 1. the meeting at which it is to be used,
 2. that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 3. instructions on the manner in which the member may appoint the proxy holder,
 - (ii) contain a designated blank space for the date of the signature,
 - (iii) provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) of this paragraph (d) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) or (d)(v) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the *Act*, a special resolution of the members is required to make any amendment to the articles or By-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3. MEMBERSHIP DUES AND TERMINATION

3.1 Membership Dues

There shall be no dues payable by members for membership in the Corporation.

3.2 Termination of Membership

A membership in the Corporation is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in Section 2.1 of these By-laws;
- (c) the member resigns by delivering a written resignation to the Secretary or President of the Corporation, in which case such resignation shall be effective on the date specified in the resignation, or if no date is specified, on the date it is received;
- (d) the member's membership is terminated by ordinary resolution of the Sierra Club of Canada Foundation.
- (e) the member is expelled in accordance with Section 3.3;
- (f) the member's term of membership, if any, expires;
- (g) the member ceases to serve as a director; or
- (h) the member's membership is otherwise terminated in accordance with the Articles or By-laws;
- (i) the Corporation is liquidated or dissolved under the *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.

3.3 Discipline of Members

The Board shall have authority to discipline, suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;

- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be disciplined, expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 20 days' notice of the proposed discipline, suspension or expulsion to the member and shall provide reasons for the proposed discipline, suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is disciplined, suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4. MEETING OF MEMBERS

4.1 Place of Members' Meetings

Subject to compliance with section 159 of the *Act*, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada. The Board or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation.

4.2 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, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the *Act*, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.3 Waiving Notice

A member and any other person entitled to attend a meeting of members may in any manner and at any time, whether before or after the meeting, waive notice of the meeting. The member's or other person's attendance at the meeting is a waiver of notice of the meeting, unless the member or such other person, as the case may be, attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.4 Chair of the Meeting

The president will chair a meeting of the members. If the president and the vice-president are absent, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.5 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 a majority 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. If the Corporation has only one member, the member present in person or by proxy constitutes a meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.10 of this By-law, by telephone or by other electronic means.

4.6 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the *Act*, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

4.7 Show of Hands

Subject to the *Act* and this By-law, 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.

4.8 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 or proxyholder 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.

4.9 Resolution in Lieu of Meeting

Except where the *Act* requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by all members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members. A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

4.10 Participation by Electronic Means at Meetings of Members

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the *Act*, by means of any

telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.11 Meeting of Members Held Entirely by Electronic Means

If the Board or the members of the Corporation who are entitled to vote call a meeting of members pursuant to the *Act*, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act* and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5. DIRECTORS

5.1 Election and Term

The first directors shall be those in office at the time the Corporation is continued under the *Act*.

Thereafter, subject to the Articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected. Directors must be members.

5.2 Number of Directors

The Board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as 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. In the case of a soliciting corporation the minimum number of directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates.

5.3 Books and Records

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

5.4 Vacancy in Office

A person shall cease to be a director and the office of director occupied by the person shall be automatically vacated:

- (a) if the director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
- (b) if the director is found by a court to be of unsound mind;
- (c) if the director has the status of bankrupt;

- (d) if at a special general meeting of members an ordinary resolution is passed by the members entitled to vote that he/she be removed from office;
- (e) on death; or
- (f) if a director is absent from 3 consecutive Board meetings without leave of the Board.

If any vacancy shall occur, the Board by a majority vote may, by appointment, fill the vacancy for the balance of the former director's term.

5.5 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

6. INDEMNITIES TO DIRECTORS AND OTHERS

6.1 Indemnity

Subject to the limitations contained in the *Act*, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, every present and former director and officer of the Corporation, and every other individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, 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 provided the individual to be, indemnified:

- (a) 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, had reasonable grounds for believing that their conduct was lawful.

6.2 Advance of Costs

The Corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.1. The individual shall repay the money if the individual does not fulfill the conditions of Section 6.1.

6.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.1 against any liability incurred by the individual (a) in the individual's capacity as a director or an officer of the Corporation; or (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

7. **MEETINGS OF DIRECTORS**

7.1 **Calling of Meetings**

Meetings of the Board may be called by the president of the Corporation or any two directors at any time.

7.2 **Notice of Meeting**

Notice of a meeting of the Board shall be served in the manner specified in Section 9.1 of this By-law to every director of the Corporation. Unless sent by regular mail, 48 hours' notice of a meeting of the Board shall be given to each director. Notice of any such meeting that is sent by regular mail shall be served to every director of the Corporation not less than 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, whether such waiver or consent is given before or after the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) of the *Act* that is to be dealt with at the meeting.

7.3 **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.

7.4 **Regular Meetings**

The Board 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. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5 **Chair of Meeting**

In the event that the president of the Corporation and the vice-president of the Corporation are absent, the directors who are present shall choose one of their number to chair the meeting.

7.6 **Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the question is lost.

7.7 **Quorum**

A majority of the Board shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation. Questions arising at any meeting of directors at which there is quorum shall be decided by a majority

vote of those present.

7.8 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 ordinary resolution of the Board.

7.9 Participating in Directors Meetings by Electronic Means

A director may, in accordance with the Regulations, if any, and if all the directors of the Corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this *Act* to be present at that meeting.

8. OFFICERS

8.1 Description of Officers

Unless otherwise specified by the Board, which may, subject to the *Act*, modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if appointed, shall be as follows and have the following duties and powers associated with their positions, provided that the Board may by resolution designate other officers of the Corporation:

- (a) **President** – The president, shall, when present, preside at all meetings of the Board and of the members. He/she shall have such other duties and powers as the Board may specify.
- (b) **Vice-president** – The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.
- (c) **Secretary** – The secretary, when in attendance, shall be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** – The treasurer shall be responsible for ensuring the custody of the funds and securities of the Corporation, the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in

securities as may be designated by the Board from time to time. He/she shall be responsible for the disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the Board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may, from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any officer.

8.2 Appointment

Officers of the Corporation shall be appointed by ordinary resolution of the Board at the first meeting of the Board following an annual meeting of members and need not be directors.

8.3 Holding Multiple Offices

Except for the offices of president and the vice-president, any two offices may be held by the same person.

8.4 Remuneration

Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

8.5 Term and Removal

The officers of the Corporation shall hold office for one year from the date of appointment or election or until the earlier of their successors are elected or appointed in their stead, their resignation, their ceasing to be a director (if a necessary qualification of appointment) or their death. Any officer shall be subject to removal by ordinary resolution of the Board at any time.

8.6 Vacancy in Office

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

9. NOTICE

9.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the *Act*, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

- (b) if mailed to such person at such person's address as shown in the records of the Corporation by prepaid ordinary or air mail; or
- (c) if sent by courier to such person at such person's address as shown in the records of the Corporation; or
- (d) if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the Corporation; or
- (e) if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. 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.

9.2 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.

9.3 Omissions and Errors

The accidental omission to give any notice to any members, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws 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.

10. RULES AND PROCEEDURES

The Board may prescribe such Rules and Procedures not inconsistent with the By-laws relating to the management and operation of the Corporation, including the affairs of the Corporation, and other matters provided for in this By-law, as the Board may deem expedient.

11. BY-LAW AMENDMENTS

Subject to the *Act* and the Articles, the Board may, by ordinary 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.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act*.

12. **REPEAL OF PRIOR BY-LAWS**

All prior By-laws of the Corporation shall be repealed in their entirety upon the coming into force of this By-law, without prejudice to any actions taken by or on behalf of the Corporation under or by the authority of such prior By-laws. Neither the enactment of this By-law nor the repeal of the prior By-laws of the Corporation shall invalidate any past act of any director, officer, member or other person, including, without limitation, resolutions of the Board or of the members enacted or passed pursuant to any prior By-law, it being the intention that this By-law shall speak only from the date it comes into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior By-law of the Corporation.

13. **EFFECTIVE DATE**

This By-law shall come into force and effect on the date that the Corporation is continued under the *Act*.