



Community Radio Fund of Canada Inc.
By-Laws

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the
 COMMUNITY RADIO FUND OF CANADA INC.
 (Hereinafter referred to as the "Corporation")

November 2007
 as amended 2009, 2010, 2011, and 2012

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ARTICLE I: INTERPRETATION

Article 1.01 Definitions

In this By-Law, unless the context otherwise specifies or requires:

- (a) "Act" refers to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c. 23)¹ as from time to time amended and every statute that may be substituted thereafter and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "Active Volunteer" means an individual who currently contributes on a regular basis to an eligible CRFC funding recipient, including, but not necessarily limited to: hosting or producing a radio show, volunteering for at least three (3) public or in-house events in the previous twelve (12) months, or is a member of any board/staff/volunteer committee.
- (c) "By-laws" means any By-law of the Corporation from time to time in force and effect;

¹ <http://laws.justice.gc.ca/eng/acts/C-7.75/>

- (d) "Commercial Radio Broadcasters" refers to those identified in Broadcasting Regulatory Policy CRTC 2011-431, *Community Radio Fund of Canada's Structural and Operational Plan*, July 20, 2011, specifically Astral Media Radio Inc., Bell Media Radio, a division of Bell Media Inc., Golden West Broadcasting Limited, Newcap Inc., The Jim Pattison Broadcast Group LP, Rogers Media Inc., and RNC Media Inc.;
- (e) "Director(s)" refers to an elected individual or position on the Board of Directors.
- (f) "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;
- (g) "Member(s)" and/or "Membership" refers to any or all of the Members of the CRFC, as defined in Article 11.01(a) of this By-law.
- (h) "Radio Association" means any or all of the following representative campus and community radio associations: (i) Alliance des radios communautaires du Canada (ARC du Canada), (ii) Association des radiodiffuseurs communautaires du Québec (ARCQ) and (iii) National Campus and Community Radio Association/Association nationale des radios étudiantes et communautaires (NCRA/ANREC).
- (i) "Regulations" refers to the regulations made under the Act as from time to time amended and every regulation that may be substituted thereafter and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.

Article 1.02 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; masculine shall include feminine; and the word "person" shall include individuals, syndicates, organizations, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Article 1.03 Corporate Seal

The seal of the Corporation shall be in the form prescribed by the Board of Directors. If a corporate seal is approved by the Board, the Officer or Officers appointed by resolution of the Board shall be the custodian of said seal.

Article 1.04 Mission Statement

The objectives of the Corporation are as follows:

- (a) to facilitate the development of high quality and accessible community-oriented and not-for-profit audio programming and related services for all Canadians;
- (b) to contribute to a sustainable community media sector in Canada that reflects the diversity of the communities it serves by building the capacity of community radio stations, broadcasters, producers, and distributors;
- (c) to solicit and distribute grants and other forms of support to producers and distributors of Canadian community-oriented and not-for-profit audio programming, and for such other purposes that support the aims of community broadcasting in Canada;
- (d) to promote the engagement of Canada's community media sector with listeners, communities, government, and other stakeholders, and develop community media as an essential Canadian cultural institution.

ARTICLE II: HEAD OFFICE

Article 2.01 Head Office

The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

ARTICLE III: DIRECTORS

Article 3.01 Qualifications

The Board of Directors shall appoint a Nominating Committee that will determine the qualifications and skills required of the ideal candidates and coordinate the Directors' election process, notwithstanding that:

- (a) each Director shall be an individual who is not less than eighteen (18) years of age;
- (b) no individual who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director;
- (c) with the exception of the three (3) Radio Association Directors, nominated in accordance with Article 3.10(e), no person nominated for Director may be an employee, officer, director, or active volunteer of a radio station or association eligible to receive funding from the Corporation; and
- (d) the Director nominated by the Commercial Radio Broadcasters, in accordance with Article 3.10(d), may not be currently associated with any commercial radio broadcaster, meaning he/she cannot be an employee, officer, or director at any level of any commercial radio broadcaster or holding company.

Article 3.02 Duties of the Board of Directors

The Board of Directors shall:

- (a) manage the affairs of the Corporation;
- (b) discharge their duties as Directors conscientiously and in good faith to the best of their abilities and avoid conflicts of interest; and
- (c) shall diligently attend Board meetings.

Article 3.03 Number of Directors

The Board of Directors shall be composed of a minimum of six (6) and a maximum of twelve (12) Directors elected by the Members at an annual meeting called to elect Directors.

- (a) There shall be a minimum of five (5) voting Directors up to a maximum of nine (9) voting Directors.
 - i. Four (4) to eight (8) of these Directors shall be nominated and voted on solely by the association and station Members described in Articles 11.01(a)(i) and (ii) or the Nominating Committee in accordance with the provisions of Article 3.10 and subject to the qualifications described in Article 3.01.
 - ii. One (1) candidate for Director shall be nominated and voted on solely by the Commercial Radio Broadcaster Member described in Article 11.01(a)(iii) following *Broadcasting Regulatory Policy CRTC 2011-431, Community Radio Fund of Canada's Structural and Operational Plan (July 20, 2011)*,² subject to the qualifications described in Article 3.01 and process described in Article 3.10(d).
- (b) There shall be a minimum of one (1) non-voting Directors up to a maximum of three (3) non-voting Directors. These candidates shall be nominated and voted on solely by the Radio Association Members described in Article 11.01(a)(ii), subject to the qualifications described in Article 3.01 and process described in Article 3.10(e). These Directors shall be entitled to participate in meetings of the Board and receive notice of meetings and minutes of meetings, but shall not have the right to vote, nor will their attendance be calculated in determining quorum for meetings of the Board.

Article 3.04 Election and Term

- (a) The standard term of office of a Director is two (2) years.

² <http://www.crtc.gc.ca/eng/archive/2011/2011-431.htm>

- (b) The Directors referred to in Article 3.03(a)(i) shall be elected by the Members at an annual meeting in accordance with the provisions of Article 3.10. A Director whose term of office is ending shall be eligible for re-election for a maximum of two (2) additional consecutive terms.
- (c) The Director referred to in 3.03(b)(ii) shall be elected by the Commercial Radio Broadcasters Member in accordance with Article 3.10. There is no limit of the number of consecutive terms for this Director.
- (d) The Directors referred to in 3.03(c) shall be elected by the Radio Association Members in accordance with Article 3.10. There is no limit of the number of consecutive terms for these Directors.

Article 3.05 Automatic Vacancy

The office of any Director shall automatically be vacated if the Director:

- (a) becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an unauthorized assignment or is declared insolvent;
- (b) is found to be a mentally incompetent person or becomes of unsound mind;
- (c) becomes an employee, Officer, Director, or active volunteer of a Member of the Corporation, or of a station or association eligible to receive funding from the Corporation;
- (d) nominated by the commercial broadcasters becomes an employee, officer, or director at any level of any commercial radio broadcaster or holding company;
- (e) by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (f) is convicted of any criminal offence; or
- (g) dies.

Article 3.06 Vacancies

Under extreme circumstances and in highly unusual situations, it may become necessary to remove a Director from the Board. The removing of a Director from the Board creates a vacancy.

- (b) Reasons for removing a Board Director may relate to any of the following:
 - i. breach of confidentiality, for all matters dealt with in camera or issues not discussed at a public meeting;
 - ii. failure to meet obligatory procedures in the disclosure of conflict of interest;
 - iii. failure to fulfill the fiduciary duties of a Director for the Corporation;
 - iv. failure to comply with the attendance policy for Directors' meetings; and
 - v. inappropriate or consistent lack of participation and contribution to effective discussion and Board decision-making.
- (c) Removing elected Directors: At a special meeting of Members, a resolution can be passed with least two-thirds (2/3) of the votes cast by the Members for the removing of an elected Director before the expiration of his or her term of office. For the purpose of this vote, the Director who is the subject of the removal shall be counted for purposes of quorum but shall not be entitled to vote. Before voting on such resolution, the Members shall:
 - i. treat the Director fairly and with respect;
 - ii. give the Director in question proper notification of the applicable reason for removal;
 - iii. give the Director the opportunity to respond (for example, attendance can improve, conflict of interest can be examined and questions of conduct can be reviewed); and
 - iv. notify clearly the Director of the final consideration and action of the Members.

Article 3.07 Filling Vacancies

A vacancy occurring in the Board of Directors shall be filled as follows:

- (a) If the vacancy of a Director elected in accordance with Article 3.04(a) occurs as a result of one or more of the conditions being met for their removal as described in Article 3.06 above, such vacancy may be filled upon the affirmative vote of a majority of the Members and any Director so elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term.

- (b) If the vacancy involves the Director nominated by the Commercial Radio Broadcasters, the Directors shall fill the vacancy in accordance with Article 3.10(d). Within five (5) business days, the nominee shall be appointed, confirmed, and installed on the Board of Directors and ratified at the next annual meeting of the Members. This appointment shall fill the vacancy for the remainder of the current year plus one (1) year.
- (c) If the vacancy involves a Director elected by the Radio Association Members, the Directors shall fill the vacancy in accordance with Article 3.11(e). Within five (5) business days, the nominee(s) shall be appointed, confirmed, and installed on the Board of Directors and ratified at the next annual meeting of the Members. This appointment shall fill the vacancy for the remainder of the current year plus one (1) year.
- (d) In accordance to Article 3.06 above, if any other vacancy occurs, it may be filled for the remainder of the term by the Directors then in office, provided there is a quorum. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member.
- (e) Otherwise, any other vacancy shall be filled for the remainder of the term plus one year:
 - i. by the Directors then in office, provided there is quorum and subject to ratification by the Members at the next annual meeting of the Members,
 - ii. through a by-election, or
 - iii. at the next annual meeting of the Members at which Directors for the ensuing year are elected.
- (f) No more than one-third of the total number of Directors can be appointed at any one time.

Article 3.08 Deemed Vacancy

If the number of the Directors is increased between election periods/terms, this results in a vacancy or vacancies, equal to the number of the authorized Director increase, which may be filled in the manner above provided.

Article 3.09 Executive Committee

- (a) The Board of Directors may establish an Executive Committee comprised of such individuals as the Board may from time to time appoint to the Executive Committee. The Executive Committee shall exercise such powers and duties as are authorized by the Board of Directors.
- (b) Reasonable notice of meetings of the Executive Committee shall be given in the manner provided in Article 15.01. Subject to the Act, the provisions of Articles 4.01 and Article 4.02 hereof, shall apply to the Executive Committee. A quorum at any meeting of the Executive Committee shall be three (3) Directors.
- (c) Subject to the By-laws and any resolution of the Board of Directors, the Executive Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Executive Committee members shall be subject to removal by resolution of the Board of Directors of the Corporation.
- (e) Executive Committee members shall receive no remuneration for serving as such, but may be reimbursed for reasonable expenses incurred in the exercise of their duty.

Article 3.10 Nominating Committee

- (a) Within six (6) months following each Annual General Meeting, a Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall be composed of a minimum of two (2) Directors, with at least one (1) being an Officer of the Board of Directors.
- (b) No later than ninety (90) days before the fiscal year end of the Corporation, the Nominating Committee shall invite the Members to submit nominations for the next election of Directors and shall make available a nomination form, including the date by which the forms must be returned.
- (c) In calling for nominations, the Nominating Committee shall publish the qualifications and skills required of the ideal candidates and the number of offices available at the Board as well as their term. The Nominating Committee shall verify all current Directors' status of eligibility and status of

term and make recommendations to the Board thereon. The Nominating Committee shall also identify candidates who have the requisite elements of competencies, skills, integrity, diversity, knowledge, experience, and judgment to meet the selection criteria.

- (d) In the case of the Director described in Article 3.04 (b), the Commercial Radio Broadcasters' Member shall submit to the Nominating Committee the name of their nominee and confirm the relevant qualifications in writing no less than sixty-five (65) days prior to the Annual General Meeting.
- (e) In the case of the Director described in Article 3.04 (c), the Radio Association Members shall submit to the Nominating Committee the names of their nominees and confirm the relevant qualifications in writing no less than sixty-five (65) days prior to the Annual General Meeting.
- (f) No less than sixty (60) days prior to the Annual General Meeting, the Nominating Committee shall present to the Board of Directors a list of candidates that qualify to stand for election. The Nominating Committee shall report to the Board the candidates that respond to the Corporation's need in terms of linguistics, broadcasting, culture, and varied corporate, professional and governance experience and also in terms of skills and competencies. Forty-five (45) days before the Annual General Meeting, the Nominating Committee, through the CRFC Executive Director, must provide an election ballot to Members, in conjunction with the notice concerning the Annual General Meeting.
- (g) The election of Directors shall be held at each Annual General Meeting, unless there are no Director terms ending, and chaired by a member of the Nominating Committee, or a Board-appointed individual should a committee member not be available. Before the election, a member of the Nominating Committee shall present a list of candidates and current Directors upon which the Members shall vote, including which Members have a vote concerning each Director, pursuant to Articles 3.04 and 11.01(c).
- (h) Balloting - The election will be held by secret ballot. Each Member will be allocated one (1) vote. The Nominating Committee will appoint as scrutinizers two (2) persons present at the annual meeting who are not running for office. Members not attending the meeting may submit their secret ballot to the Corporation's executive director, who will then present all received secret ballots to the appointed scrutinizers.
- (i) Destruction of Ballots - Following the release of the election results, the Members will authorize the immediate destruction of the ballots.
- (j) Nominating Committee members shall receive no remuneration for serving as such, but may be reimbursed for reasonable expenses incurred in the exercise of their duty.
- (k) Nominating Committee members shall be subject to removal by resolution of the Board of Directors of the Corporation.

Article 3.11 Other Committees

The Board of Directors may from time to time appoint any other Committee, Committees or working groups, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such Committee or working group may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any Committee or working group member may be removed by resolution of the Board of Directors. The Board of Directors may fix any remuneration for Committee or working group members who are not also Directors of the Corporation.

Article 3.12 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

ARTICLE IV: MEETINGS OF DIRECTORS

Article 4.01 Place of Meeting

Meetings of the Board of Directors may be held at any place within or outside Canada.

Article 4.02 Notice

- (a) A meeting of Directors may be convened by the President, the Vice-President, or any two (2) Directors at any time. The Secretary, when directed or authorized by any of such Officers or any two (2) Directors, shall convene a meeting of Directors.
- (b) Notice of any meeting that is provided electronically shall be served in the manner specified in Article 15.01 of this By-law not less than five (5) days before the meeting is to take place. Notice of any such meeting that is sent by mail shall be served in the manner specified in Article 15.01 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place.
- (c) A Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the 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.
- (d) Meetings of Directors may be held at any time without notice if all the Directors are present (except when 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) or if all of the absent Directors waive notice before or after the date of such meeting.
- (e) If the first meeting of the Board of Directors following the election of Directors by the Members is held immediately thereafter at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

Article 4.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

Article 4.04 Adjournment

- (a) The chairperson of the meeting may from time to time, with the consent of the meeting, adjourn any meeting of Directors to a fixed time and place. No notice of any adjourned meeting of Directors shall be required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (b) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.
- (c) Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Article 4.05 Regular Meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

Article 4.06 Quorum

A majority of the voting Directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors; a quorum of Directors may exercise all the powers of the Directors.

Article 4.07 Voting at Meetings of Directors

Each elected Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

Article 4.08 Detailed Voting Ballot

- (a) Where an elected Director is unable to participate at a meeting of the Directors of the Corporation then, subject to this By-law, the Director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The Secretary shall provide the detailed voting ballot to any elected Director who indicates his or her inability to attend a meeting of Directors in person or by teleconference.
- (b) The completed and signed voting ballot must be returned by the absent Director to the Secretary and to another Director of the Corporation who will be attending the meeting of Directors prior to the commencement of the meeting at which the absent Director's vote is to be counted.
- (c) The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow an elected Director who is unable to attend the meeting the opportunity to make a reasoned judgement on the matters contained therein.
- (d) An elected Director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the mail ballot.
- (e) An elected Director's vote by ballot will not be counted if the motion on the floor relates to any contract or proposed contract in which the Director is interested in accordance with Article X, provided that such prohibition shall not apply to the matters identified in sub article 98(4) of the Act.
- (f) The deposit of a ballot with the Secretary and a Director of the Corporation will not constitute that Director present for the purposes of establishing a quorum at any meeting of Directors.

Article 4.09 Telephone Participation

The Directors of the Corporation may meet by teleconference provided that a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Corporation.

Article 4.10 Meetings by Other Electronic Means

The Directors of the Corporation may meet by other electronic means that permit each Director to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used; and
- (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Article 4.11 Deemed Present in Person

Where a meeting of Directors is held by teleconference or by other electronic means, a Director participating at such meeting by teleconference or by other electronic means shall be deemed, for the purposes of these By-laws, to be present in person.

ARTICLE V: POWERS OF DIRECTORS

Article 5.01 Administer Affairs

The Board of Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

Article 5.02 Expenditures

The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purposes of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

Article 5.03 Borrowing Power

- (a) Without limiting the borrowing powers of the Corporation, as set forth in the Act, the Directors may from time to time, without authorization from the Members:
- i. borrow money upon the credit of the Corporation;
 - ii. limit or increase the amount to be borrowed;
 - iii. issue debentures or other securities of the Corporation;
 - iv. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - v. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothecate, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the company.
- (b) The borrowing of money by the Corporation and/or its representatives shall be given, prior to action, consideration at a Special General Meeting of the Membership, unless this action has been given consideration when the yearly budget has been adopted by the Membership at the Annual General Meeting.
- (c) Delegation of powers: Any such by-law may provide for the delegation of such powers by the Directors to such Officers or Directors of the Corporation to such extent and in such manner as may be set out in the by-law.
- (d) Limitation as to bills and notes: Nothing in this Article limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

Article 5.04 Agents and Employees

The Board of Directors may appoint such agents and engage such employees (and may delegate this function to an Officer or Officers of the Corporation) as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The Board of Directors shall, subject to the other provisions of this By-law, fix the remuneration of agents, employees, and Committee members by resolution provided that the Board of Directors may delegate this function to an Officer or Officers of the Corporation.

Article 5.05 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 of Directors 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 of Directors may by resolution from time to time designate, direct or authorize.

ARTICLE VI: OFFICERS

Article 6.01 Appointment

- (a) The Board of Directors may annually, or more often as may be required, appoint the following Officers:
- i. President;
 - ii. Vice-President;

- iii. Secretary;
 - iv. Treasurer.
- (b) The term of office will be determined at the time of the appointment.
 - (c) Officers may not be employees of the Corporation.
 - (d) The President and Vice-President shall be appointed from amongst the elected Directors. The Secretary and the Treasurer shall be appointed from amongst the Directors or the senior Executive of the Corporation.
 - (e) The same person may hold two or more of the aforesaid offices. In case and whenever the same person holds the offices of Secretary and Treasurer, that person may, but need not, be known as the Secretary-Treasurer.
 - (f) The Board of Directors may from time to time appoint such other Officers and agents as it shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

Article 6.02 Vacancies

- (a) Each each incumbent Officer shall continue in office until the earlier of:
 - i. that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
 - ii. the appointment of a successor;
 - iii. that Officer ceasing to be a Director or senior Executive of the Corporation, as applicable;
 - iv. the meeting at which the Directors annually appoint the Officers of the Corporation;
 - v. that Officer's removal; or
 - vi. that Officer's death.
- (b) 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.

Article 6.03 Remuneration of Officers

The Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from occupying the position of Officer; provided that an Officer may be reimbursed for reasonable expenses incurred by the Officer in the performance of the Officer's duties.

Article 6.04 Removal of Officers

Officers shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

Article 6.05 Delegation of Duties of Officers

In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

Article 6.06 Powers and Duties

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the Officers shall include:

- (a) President. The President shall, subject to the authority of the Board of Directors, be responsible for the general supervision of the business and affairs of the Corporation and, when present, preside at all meetings of the Board of Directors, Committees of Directors, if any, and the Members.
- (b) Vice-President. If the President is absent or is unable or refuses to act, the Vice-President shall assume the responsibilities of the President and shall perform such other duties and exercise such powers as the President or the Board may from time to time delegate.
- (c) Secretary. The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or Committee of Directors, if any, and Members when directed to do so and have charge

of the corporate seal of the Corporation and of the documents and registers referred to in Article 109 of the Act.

- (d) Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such banks or banks as may be designated from time to time by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board of Directors, receiving proper vouchers thereof and render to the Board of Directors at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation.

Article 6.07 Executive Director

The Board of Directors may from time to time appoint or hire an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall supervise the day-to-day operations and administration of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation.

ARTICLE VII: FOR THE PROTECTION OF DIRECTORS AND OFFICERS

Article 7.01 For the Protection of Directors and Officers

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable:

- (a) for the acts, receipts, neglects or defaults of any other Director or Officer or employee; or
- (b) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation; or
- (c) for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested; or
- (d) for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited; or
- (e) for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation; or
- (f) for any other loss, damage or superior force whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto,
- (g) unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

ARTICLE VIII: INDEMNITIES TO DIRECTORS AND OTHERS

Article 8.01 Indemnities to Directors and Others

- (a) Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- i. all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

- ii. all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- (b) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. 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 to the extent permitted by the Act or law.
- (c) The Corporation shall also indemnify the Directors, present or past, for all costs and expenses, of whatever nature they may be, incurred as a result of a civil suit, criminal or administrative, in which the Director is implicated with the exception of an event where the Director has committed a serious offence or acted in a fraudulent manner or has committed gross negligence.

ARTICLE IX: INSURANCE

Article 9.01 Insurance

In order to acquit the costs, charges, expenses pursuant to Article 8, the corporation shall subscribe each year to an insurance coverage payable to the Directors.

ARTICLE X: INTERESTED DIRECTOR CONTRACTS

Article 10.01 Conflict of Interest

- (a) A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act and except as provided by the Act, no such Director shall vote on any resolution to approve any such contract.
- (b) In supplement of and not by way of limitation upon any rights conferred upon Directors by Article 98 of the Act and specifically subject to the provisions contained in that Article, it is declared that no Director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is in any way directly or indirectly interested as vendor, purchaser or otherwise.
- (c) Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be voided or voidable, and no Director shall be liable to account to the Corporation or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

Article 10.02 Submission of Contracts or Transactions to Members for Approval

The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the Members or at any general meeting of the Members called for the purpose of considering the same and, subject to the provisions of Article 98 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, Letters Patent or the By-laws) shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved, ratified or confirmed by every Member of the Corporation.

ARTICLE XI: MEMBERSHIP

Article 11.01 Entitlement

- (a) Membership in the Corporation shall be available only to the following corporations, associations, and broadcasting stations that are interested in furthering the objectives of the Corporation and

whose application for admission as a Member has received the approval of the Board of Directors of the Corporation:

- i. to community or campus radio broadcasting stations in Canada who have a valid licence (Public Notices CRTC 2000-12, 2000-13, 2010-499);
 - ii. to each of the recognized Radio Associations as defined in Article 1.01(h), with an additional right of nominating and voting on the election of a Director(s) referred to in Article 3.03(b); and
 - iii. to the collective group of Commercial Radio Broadcasters as defined in Article 1.01(d) for the limited right of nominating and voting on the election of a Director referred to in Article 3.03(a)(ii). This member shall not pay a membership fee, be publicized as a Member, or participate in Member-only communications.
- (b) The term of Membership is one (1) year, renewable each year, beginning on September 1 or when the application and fees have been received, and ending on August 31, regardless of when the Member joined.
- (c) Each Member shall be entitled to receive notice of, attend, and vote at all meetings, with the following exceptions:
- a. The Commercial Radio Broadcasters Member described in Article 11.01(a)(iii) shall only exercise their right to vote in the case of electing the Director referred to Article 3.03(a)(ii), and they shall be the only Member with this right.
 - b. The Radio Association Members described in Article 11.01(a)(ii) shall be the only Members with the right to vote in the case of electing the Director(s) referred to Article 3.03(b).
 - c. The Radio Association and station Members described in Articles 11.01(a)(i) and (ii) shall have the right to vote in the case of electing the Director(s) referred to Article 3.03(a)(i).
- (d) The Board of Directors may also pass membership rules, providing, among other things, for the admission of Members by the Secretary of the Corporation.
- (e) In order to exercise the rights of Membership, a Member must nominate an individual to represent it, authorized by a resolution by its board of directors or governing body.

Article 11.02 Resignation

Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of that resignation with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a Member shall remain liable for payment of any outstanding Membership dues levied or which became payable by the Member to the Corporation prior to such person's resignation. All rights of any Member cease to exist upon acceptance of the resignation.

Article 11.03 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon winding up or dissolution of the Member;
- (b) upon surrender of the Member's charter;
- (c) when the Member's period of Membership expires (if any);
- (d) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws;
- (e) if at a special meeting of Members or at the annual meeting a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the said meeting, provided that the Member shall be granted the opportunity to be heard at such meeting. For the purpose of this vote, the Member who is the subject of the removal shall be counted for purposes of quorum but shall not be entitled to vote.

Article 11.04 Membership Dues

Members shall be notified in writing of the Membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the Membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation.

ARTICLE XII: MEMBERS' MEETINGS

Article 12.01 Time and Place of Meetings

Subject to compliance with Article 102 of the Act, the annual meeting of the Members shall be held on such day in each year and at such time as the Directors may determine at any place within Canada, or, if a majority of Members so agree, outside Canada.

Article 12.02 Annual Meetings

At every annual meeting, in addition to any other business that may be transacted: the report of the Directors, the financial statements, and the report of the auditors shall be presented; the Directors shall be elected; and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of Members; subject to the proviso that any Member may participate by a proxy, as described in Article 12.12, all business to be considered and voted on will be announced when the Corporation provides notice as described in Article 12.04, including documentation involving voting, such as, but not limited to, election ballots and by-law amendment voting forms. The audited financial statements shall be distributed and presented at the Annual General Meeting, but Members can request copies twenty-one (21) days before the meeting.

Article 12.03 Special Meetings

Other meetings of the Members may be convened by order of the President, the Vice-President or by the Board of Directors at any date and time and at any place within Canada or, if a majority of the Members so agree, outside Canada. The Board of Directors shall call a special general meeting of Members on written requisition of Members carrying not less than five percent (5%) of the voting rights,

Article 12.04 Notice

(a) Notice of any annual or special general meeting of Members shall be provided to Members of the Corporation by either of the following means:

- i. by mail sent to each Member twenty-one (21) to sixty (60) days prior to an annual or special general meeting; or
- ii. by electronic means such as e-mail or facsimile twenty-one (21) to thirty-five (35) days prior to an annual or special general meeting.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member that the Member has the right to vote by proxy.

Article 12.05 Waiver of Notice

A Member and other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Article 12.06 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

Article 12.07 Quorum

- (a) Subject to Article 12.07(b) and 12.07(c) a quorum at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Act or by the Letters Patent or any other By-law) shall be twenty percent (20%) of the Members, present in person or represented by proxy.
- (b) No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.
- (c) If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Article 15.01 with regard to notice shall apply to such adjournment.

Article 12.08 Chairperson of the Meeting

In the event that the Board of Directors has not presented a Chairperson for approval and/or the President and Vice-President are absent or unable to act as chairperson of the meeting, the persons who are present and entitled to vote shall choose another Director as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

Article 12.09 Adjournment

The chairperson of any meeting of Members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Article 12.10 Meetings by Other Electronic Means

The Members of the Corporation may meet by other electronic means that permits each Member to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Member has equal access to the specific means of communication to be used; and
- (c) each Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Article 12.11 Deemed Present in Person

Where a meeting of Members is held by teleconference or by other electronic means, a Member participating at such meeting by teleconference or by other electronic means shall be deemed, for the purposes of these By-laws, to be present in person.

Article 12.12 Proxies

- (a) Votes at meetings of the Members may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorized by a resolution of the Board of Directors or governing body of the body corporate to represent it at meetings of Members of the Corporation.

- (b) A proxy shall be executed by the Member or the Member's attorney authorized in writing or, if the Member is a body corporate, by an Officer, Director, employee, or attorney thereof is duly authorized.
- (c) A person appointed by proxy must be employed by, an elected official of, or otherwise engaged by a Member.
- (d) A proxy may be in the following form: *I, the undersigned Member of the Community Radio Fund of Canada (CRFC), hereby appoints [person] of [Member appearing in your place] as the proxy of the undersigned to attend and act at the meeting of the Members of the CRFC to be held on [date], and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof. DATED this ___ day of ___, 20___. Signature of Member.*
- (e) The Directors may, from time to time, make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held.
- (f) The chairperson of any meeting of Members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic or written communication as to the authority of any persons claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such electronic or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

Article 12.13 Voting of Members

- (a) At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.
- (b) At every meeting at which a Member is entitled to vote, every Member shall be entitled to one (1) vote. The persons appointed by proxy to represent such Members and/or the individual authorized to represent a Member who is present in person shall have the corresponding number of votes on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have the corresponding number of votes and every person appointed by proxy shall have the number of votes of the Member who is entitled to vote at the meeting and who is represented by such proxy holder.
- (c) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting may vote by mailed-in ballot. Ballots shall be submitted to the Corporation's executive director for verification. A tally shall be presented to the chair of the meeting in a way that does not identify how each Member voted.
- (d) No Member shall be entitled either in person or by proxy to vote at meetings of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member.
- (e) At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (f) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- (g) No resolution to approve (i) policies of the Corporation that shall have general application to all of the Members of Corporation and/or their respective Members or (ii) to consider rules or guidelines for the approval of policies of the Corporation that shall have general application to all of the

Members of Corporation and/or their respective Members shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering same.

ARTICLE XIII: EXECUTION OF INSTRUMENTS

Article 13.01 Execution of Instruments

Instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors, including the executive director. The Board of Directors shall have power from time to time to direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. 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.

Article 13.02 Definitions

The term "instruments in writing" as used in this By-law shall include but not be limited to contracts, deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities, and all paper writings.

Article 13.03 Corporate Seal

Any person authorized to sign any document may affix the corporate seal (if any) to a document.

ARTICLE XIV: CHEQUES, DRAFTS, NOTES, ETC.

Article 14.01 Cheques, Drafts, Notes, Etc.

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

ARTICLE XV: NOTICES

Article 15.01 Service

Subject to Article 12.04 of this By-law regarding notices to Members of any annual or special general meetings of Members, any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any Member or Director or to the auditor shall be: a) delivered personally, b) sent by prepaid mail, or c) sent by electronic means such as e-mail or facsimile, at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

Article 15.02 Signature to Notices

The signature of any Director or Officer of the Corporation to any notice or document to be given by the Corporation may be written by hand, electronically written, stamped, typewritten or printed or, partly written by hand, electronically written, stamped, typewritten or printed.

Article 15.03 Computation of Time

Unless otherwise provided in this By-law, where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation, the day of service or posting of the notice shall not be counted in such number of days or other period; and the date for which the notice is given shall be counted in such number of days or other period.

Article 15.04 Proof of Service

- (a) With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in Article 15.01 of this By-law and mailed at a Post Office or mailbox.
- (b) With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically.
- (c) A certificate of an Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation as the case may be.

Article 15.05 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 15.06 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 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.

ARTICLE XVI: RULES AND REGULATIONS

Article 16.01 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of Members shall at and from that time cease to have force and effect.

Article 16.02 Rules of Order

Robert's Rules of Order shall govern all questions of order at all meetings of Directors or Members except where such Rules come in conflict with the by-laws of the Corporation or when overruled by not less than two-thirds (2/3) of Directors, or Members present or represented by proxy, as applicable.

ARTICLE XVII: BY-LAWS

Article 17.01 Amendment, Repeal, or Re-enactment

The Board of Directors may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, including but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained. Notwithstanding the foregoing, any enactment, amendment, repeal or re-enactment of any By-law that does not relate to the requirements of sub article 155(2) of the Act do not require ministerial approval. For By-law amendments to be considered by the Membership at a General Meeting,

- (a) No later than ninety (90) days before the fiscal year end of the Corporation, the Secretary shall invite the Members to review the By-laws and submit amendments for the next Annual General

Meeting and shall make available the By-laws, including the date by which the amendments must be returned.

- (b) No less than sixty (60) days prior to the Annual General Meeting, the Secretary shall present to the Board of Directors a list of amendments for discussion. The Board, Secretary, or other duly appointed representative may contact the mover of the amendment for purposes of clarification, which may or may not result in changes to or withdrawal of the proposed amendment.
- (c) Forty-five (45) days before the Annual General Meeting, the Secretary must present the list of amendments to all Members.

ARTICLE XVIII: AUDITORS

Article 18.01 Auditors

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to Members who shall hold office until the next following annual meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. The Board of Directors shall fix the remuneration of the auditor.

ARTICLE XIX: FINANCIAL YEAR

Article 19.01 Financial Year

The financial year of the Corporation shall terminate on the 31st day of August in each year or on such other date as the Directors may from time to time by resolution determine.

ARTICLE XX: EFFECTIVE DATE

Subject to matters requiring a special resolution of the Members, this by-law shall be effective when made by the Board of Directors.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by

resolution on the 23rd day of September, 2012 and confirmed by the Members of the

Corporation by special resolution on the 30th day of November, 2012.

Dated as of the 24 day of February, 2013

[Handwritten Name]
Name

[Handwritten Signature]
Signature