

**BYLAWS OF
REGULATORY ORGANIZATIONS OF ARCHITECTURE IN CANADA (ROAC) /
REGROUPEMENT DES ORDRES D'ARCHITECTES DU CANADA (ROAC)**

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CANADA NOT-FOR-PROFIT CORPORATIONS ACT
BYLAWS OF
REGULATORY ORGANIZATIONS OF ARCHITECTURE IN CANADA (ROAC) /
REGROUPEMENT DES ORDRES D'ARCHITECTES DU CANADA (ROAC)

PART 1. INTERPRETATION

1.1 Definitions

In the Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, as amended from time to time, and includes the regulations made under the Act, and includes every statute or regulation that may be substituted therefor and, in the case of a substitution, any references in the Bylaws to provisions of the Act or regulations thereunder will be read as references to the substituted provisions therefor in the new statute, statutes, or regulations, as the case may be;
- (b) **“Administrator”** means the Person appointed by the Board to manage and administer the operations of the Corporation under the Board’s supervision;
- (c) **“Articles”** means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **“Audit and Finance Committee”** means the standing committee of the Corporation with that name as described in these Bylaws;
- (e) **“Board”** means the Directors acting as authorized by the Act, the Articles and the Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (f) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by more than half of the votes cast by those Directors who, being entitled to do so, vote in person or by Electronic Means at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (g) **“Bylaws”** means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;

- (h) **“Chair”** means the Director duly elected and currently serving as chair of the Corporation in accordance with the Bylaws;
- (i) **“Corporation”** means “Regulatory Organizations of Architecture in Canada (ROAC) / Regroupement des Ordres d’Architectes du Canada (ROAC)”;
- (j) **“Corporations Canada”** means the federal agency responsible for the administration of the Act;
- (k) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;
- (l) **“Directors”** means those Persons who have become directors of the Corporation in accordance with the Bylaws and have not ceased to be directors;
- (m) **“Electronic Means”** means a telephonic, electronic or other communication facility that, in accordance with the Act, permits all participants to communicate adequately with each other;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Initial Members”** means the following Regulatory Bodies:
 - (i) Alberta Association of Architects,
 - (ii) Architects’ Association of New Brunswick / Association des architectes du Nouveau-Brunswick,
 - (iii) Architects Association of Prince Edward Island,
 - (iv) Architects Licensing Board of Newfoundland and Labrador,
 - (v) Architectural Institute of British Columbia,
 - (vi) Manitoba Association of Architects,
 - (vii) Northwest Territories Association of Architects,
 - (viii) Nova Scotia Association of Architects,
 - (ix) Ontario Association of Architects,
 - (x) Ordre des architectes du Québec (OAQ), and
 - (xi) Saskatchewan Association of Architects.
- (p) **“Initiative”** means a decision or program that the Board has determined, to be supportable outside of the annual operating budget for the Organization by Board Resolution;

- (q) **“Meeting of Members”** means the annual general meeting of the Corporation and any special general meetings of the Corporation;
- (r) **“Members”** means the Initial Members and any additional Regulatory Bodies that have subsequently become members of the Corporation in accordance with the Bylaws provided, in every case, that such Regulatory Body has not ceased to be a member;
- (s) **“Ordinary Resolution”** means:
 - (i) a resolution passed by more than half of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- (t) **“Organization”** means an association, corporation, partnership, society or other entity;
- (u) **“Person”** means an individual;
- (v) **“Proposal”** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (w) **“Public Accountant”** means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with the Bylaws;
- (x) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the Corporation’s register of Members or register of Directors, as may be applicable;
- (y) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada;
- (z) **“Regulatory Body”** means a Canadian provincial and/or territorial regulatory body established by statute and vested with authority to regulate the profession of architecture within its respective jurisdiction;
- (aa) **“Special Resolution”** means:
 - (i) a resolution passed by a majority of not less than two thirds (2/3) of the votes cast by those Members who, being entitled to do so, vote in person

or, if determined by the Corporation, by Electronic Means at a Meeting of Members;

1. of which the period of notice required by the Bylaws has been given, and which notice includes the text of the resolution, or
 2. if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
- (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members;
- (bb) **“Treasurer”** means the Director duly elected and currently serving as treasurer of the Corporation in accordance with the Bylaws; and
- (cc) **“Vice-Chair”** means the Director duly elected and currently serving as vice-chair of the Corporation in accordance with the Bylaws.

1.2 **Canada Not-for-profit Corporations Act Definitions**

The definitions in the Act on the date the Bylaws become effective apply to the Bylaws and in the event of any contradiction between the definitions in the Bylaws and those in the Act, the definitions in the Act will prevail to the extent of the contradiction.

1.3 **Rules of Interpretation**

In the Bylaws:

- (a) words importing the plural form include the singular and vice-versa;
- (b) words importing the masculine gender include the feminine and neuter gender and vice-versa; and
- (c) the invalidity or unenforceability of any provision of the Bylaws will not affect the validity or enforceability of any other provision of the Bylaws.

PART 2. MEMBERSHIP

2.1 **Admission to Membership**

Membership in the Corporation will be composed of and restricted to the Initial Members and to any additional Regulatory Bodies that are subsequently established and become Members in accordance with these Bylaws.

2.2 **Classes of Membership**

In accordance with the Articles, there is a single class of membership in the Corporation and all Members belong to this class and have the same rights of membership.

2.3 **Initial Members**

Each of the Initial Members is automatically a Member from the date of incorporation, and will continue as a Member until ceasing in accordance with these Bylaws.

2.4 **Application for Membership**

A Regulatory Body that is not an Initial Member may apply to the Corporation to become a Member and on approval of such application will be a Member.

An application for membership must include notice of the Regulatory Body's designated representative and acknowledgement, in such form and manner approved by the Board, that the Regulatory Body accepts the rights and obligations of membership.

The Board must, by Board Resolution, accept a complete application for membership from a Regulatory Body which complies with the requirements of this Bylaw 2.4, but may postpone an incomplete or non-compliant application for membership by a Regulatory Body until all application requirements are satisfied. The Board must refuse an application from any Person or Organization that is not a Regulatory Body.

2.5 **Member's Designated Representative**

Each Initial Member, and each Regulatory Body subsequently admitted as a Member, must be represented in its capacity as Member by the Chief Executive Officer, Executive Director or equivalent senior staff employee of the Regulatory Body as the Regulatory Body may determine.

Such Person is the designated representative of the respective Regulatory Body and is authorized to exercise the rights of membership on behalf of the Member.

Each Member must confirm the name and contact information for its designated representative, by notice in writing delivered to the Corporation and signed by the president or chair of the council or board of the respective Regulatory Body.

A Member may alter its designated representative at any time by providing notice in writing to the Corporation with the name and contact information for the new representative, who must be eligible in accordance with the provisions of this Bylaw 2.5. The appointment of a new representative is deemed to revoke the appointment of the previous representative.

2.6 **Membership not Transferable**

Membership is not transferable by a Member to any other Person, Organization or Regulatory Body.

2.7 Compliance with Articles, Bylaws and Policies

Every Member will:

- (a) comply with the Articles, Bylaws and the policies of the Corporation adopted by the Directors from time to time; and
- (b) not hinder the purposes of the Corporation.

2.8 Annual Contribution of Members

It is an obligation of membership that each Member will annually contribute an amount of funds determined in accordance with this Bylaw 2.8 to facilitate the operations of the Corporation in pursuit of its purposes. This obligation for the annual contribution to fund operations is separate from funding requests for Initiatives as set out in Bylaw 2.11.

Each year prior to the annual general meeting, the Board will, by Board Resolution:

- (a) approve an operating budget for the Corporation for the coming fiscal period taking into consideration the operating costs of the Corporation during that period;
- (b) determine the contribution payable by each Member required to cover all budgeted operating costs and expenses, plus reasonable contingencies in accordance with generally accepted accounting principles, with the contribution of each Member determined on the basis of the contribution formula established by the Board and in effect from time to time; and
- (c) determine the date by which all such contributions are payable by Members, which date must be after the annual general meeting.

The Corporation will provide a list of all the annual contributions determined by the Board, along with the approved annual operating budget for the coming year, to all Members for review prior to the annual general meeting.

2.9 Special Assessments

In exceptional circumstances, the Board may, by Board Resolution, propose a special assessment to be contributed by the Members over and above the annual contribution amount. Any proposed special assessment must:

- (a) include a description of the circumstances necessitating a special assessment and its proposed use;
- (b) include a proposed payment date, or payment schedule if applicable; and
- (c) be approved by Ordinary Resolution.

2.10 Standing of Members

All Members are deemed to be in good standing except a Member that has failed to pay any amount owing to the Corporation, as determined with these Bylaws, when the same is due and payable as determined by the Board, and such Member is not in good standing until all outstanding amounts are paid in full.

2.11 Initiatives and Opt-Out Mechanism

In addition to the budget for operations of the Corporation, the Board may, from time to time, refer a proposed activity and /or present a budget to the Members for one or more Initiatives of the Corporation, including but not limited to costs for committees and special projects. Any Member unable or unwilling to participate in a particular Initiative (each, an “**Opt-Out Member**”), must declare their intention to opt out, at such time as the Initiative is either put forward at an Annual General Meeting or Special General Meeting for consideration by Members, or at such time as Board might bring forward a budget in relation to the Initiative, provided at all times that Members have not less than twenty-one (21) days to review and consider the Initiative before declaring their opt out. Any Member so declaring will neither be required to contribute to that Initiative nor directly receive the benefits or results of that Initiative.

In the event one or more Members chooses to opt out of a budget for an Initiatives (an “**Opt-In Initiative**”), the Board must adjust the budget to reflect the reduction in contributions and present the new budget to the remaining, participating Members (each, an “**Opt-In Member**”) for consideration and approval. For clarity, only Opt-In Members are entitled to vote in respect of a budget for an Opt-In Initiative.

Except as otherwise provided in the Bylaw 2.11, non-contribution to an Initiative will not affect the standing or rights of a Member except that any Opt-In Member who fails to pay any amount owing for an Initiative will be subject to the provisions of 2.10, 2.12, 2.13, 2.14 and 2.15.

2.12 Withdrawal from Membership

A Member may voluntarily withdraw from membership in the Corporation by providing notice in writing to the Registered Office, and such withdrawal will be effective as of the date such notice is received at the Registered Office or such later date as specified on the notice of withdrawal. Any amounts due to the Corporation by a Member who withdraws continue to be a debt owing to the Corporation.

2.13 Expulsion of Members

A Member may be expelled by a Special Resolution for:

- (a) non-payment of amounts due and owing to the Corporation for not less than 90 days; or
- (b) hindering or undermining the objectives, or acting contrary to the best interests of the Corporation.

Notice of a Special Resolution to expel a Member will be accompanied by a brief statement of reasons for the proposed expulsion. The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution is considered by the Members.

Expulsion will be effective as of the date such Special Resolution is approved, or such later date as may be specified in the resolution.

2.14 Cessation of Membership

A Regulatory Body will cease to be a Member:

- (a) upon the effective date of its withdrawal from membership in accordance with Bylaw 2.12;
- (b) upon the date which is 180 days after the Member has ceased to be in good standing for non-payment of amounts due and payable to the Corporation; or
- (c) upon its expulsion in accordance with Bylaw 3.

2.15 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in Bylaw 2.14. Cessation of membership for any reason does not relieve such Regulatory Body from its obligation to pay all amounts due and payable to the Corporation as of the date of cessation.

All memberships in the Corporation, and the rights of all Members, terminate on the dissolution or liquidation of the Corporation.

PART 3. MEETINGS OF MEMBERS

3.1 Time and Place of Meeting of Members

Subject to the Act and the Bylaws, each Meeting of Members will be held at a place in Canada that the Directors determine.

3.2 Annual General Meetings

Subject to the Act, the first annual general meeting of the Corporation will be held not more than 18 months after the date of incorporation. Thereafter, an annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, but no later than 6 months after the end of the Corporation's preceding financial year.

3.3 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.4 **Calling of Special General Meeting**

The Board may, whenever it thinks fit, convene a special general meeting. The Board will call a special general meeting on the written requisition of one or more Members.

3.5 **Notice of Meeting of Members**

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may be, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held.

However, the Corporation will provide notice as set out in paragraph(a) of this Bylaw 3.5 if a Member requests that the notice be given by non-electronic means.

3.6 **Contents of Notice**

Notice of a Meeting of Members will state the day and the hour of the meeting, and will specify the address at which the meeting will be held, except that in the case of a Meeting of Members conducted entirely by Electronic Means, the notice need not specify an address but will provide instructions on how Members may participate in the meeting.

Notice of a Meeting of Members will:

- (a) specify the business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment on the business;
- (b) include the text of any Special Resolution to be considered at the meeting; and
- (c) include a copy of the financial reporting described in section 172(1) of the Act.

3.7 **Entitlement to Notice of Meeting of Members**

Notices of a Meeting of Members will be given to:

- (a) every Member shown on the register of members as a Member at:
 - (i) the close of business on the day immediately preceding the day on which the notice is given; or
 - (ii) the close of business on such day as may be fixed by the Directors in accordance with the Act;

- (b) each Director; and
- (c) the Public Accountant if any is appointed.

No other Person or Organization is entitled to receive notice of a Meeting of Members.

3.8 Waiver or Reduction of Notice Period

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing. The attendance of a Member at a Meeting of Members will constitute waiver of notice of the meeting, except where such Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.9 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Attendance at Meetings of Members

The following Persons are entitled to attend any Meeting of Members:

- (a) each Member, via its duly designated representative;
- (b) each Director; and
- (c) the Public Accountant.

No other Person is entitled to attend a Meeting of Members. However:

- (d) the Board may invite a Person or Persons to attend a Meeting of Members as non-voting advisors, observers or guests; and
- (e) a Member may invite not more than three (3) additional representatives to attend as non-participating observers to the meeting.

4.2 Special Business

Special business is:

- (a) all business that is transacted at a special general meeting; and
- (b) all business that is transacted at an annual general meeting, except:
 - (i) consideration of the financial statements;
 - (ii) presentation of reports for the Board or committees;

- (iii) consideration of the Public Accountant's report;
- (iv) the election of Directors; and
- (v) re-appointment of the incumbent Public Accountant.

4.3 **Quorum**

A quorum for a Meeting of Members is a majority of Members on the date of the meeting, represented by their designated representatives, or duly appointed substitute. To be counted for quorum purposes, the Member must be in good standing.

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members if a quorum is not present at the opening of the meeting, provided that if quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

4.4 **Lack of Quorum**

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next week, on the same day of the week, at the same time and by Electronic Means arranged by the Corporation and provided promptly to all Members, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.5 **Participation in a Meeting by Electronic Means**

The Board may determine that any Meeting of Members may, in accordance with the Act, be held entirely, or in part, by Electronic Means.

Any Person entitled to, or invited by the Board to attend a Meeting of Members may, in accordance with the Act, participate in the meeting by Electronic Means if the Corporation makes available such a communication facility.

4.6 **Arrangement and Notice of Electronic Means**

For every Meeting of Members where the Board has determined to allow participation by Electronic Means, the Corporation must:

- (a) arrange for the provision of Electronic Means for use at the meeting, which Electronic Means must permit communication and voting in accordance with the Act;
- (b) notify all parties entitled to attend the Meeting of Members of the availability (or requirement, as the case may be) of participating by Electronic Means, with instructions to enable them to do so; and
- (c) permit:

- (i) any Member to attend, participate and vote, in accordance with the Act, by the arranged Electronic Means; and
- (ii) any other Person that is entitled or invited to attend the Meeting of Members to attend and participate by the arranged Electronic Means.

Any Person participating in a Meeting of Members by Electronic Means is deemed for all purposes to be present at such meeting.

4.7 Chair

The Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all Meetings of Members; but if at any Meeting of Members the Chair and such alternate Person appointed by a Board Resolution, if any, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

4.8 Alternate Chair

If a Person presiding as chairperson of a Meeting of Members wishes to step down as chairperson for part of that meeting, that Person may designate an alternate to preside as chairperson during such portion, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, the designated alternate may preside as chairperson.

4.9 Adjournment

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

PART 5. DECISION-MAKING BY MEMBERS

5.1 Ordinary Resolution Sufficient

Any issue at a Meeting of Members which is not required by the Bylaws or the Act to be decided by a Special Resolution will be decided by an Ordinary Resolution.

5.2 Entitlement to Vote

Subject to the opt-out provisions of Bylaw 2.11, each Member in good standing is entitled to one (1) vote on each matter for determination at a Meeting of Members. No other Person or Organization is entitled to a vote on a matter for decision by the Members.

5.3 Voting Method

Voting at a Meeting of Members will be by one or more of the following methods, at the discretion of the Board:

- (a) show of hands;
- (b) voice vote;
- (c) roll-call vote; and
- (d) ballot vote (whether at the meeting, or in advance, and whether by paper or by Electronic Means),

provided that, at the request of any Member entitled to vote at the meeting, a secret vote by ballot will be required.

5.4 Electronic Voting

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote using the Electronic Means arranged provided by the Corporation, which Electronic Means meets the following criteria:

- (a) the identity of the voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification; and
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible to identify how an individual Member voted.

5.5 Absentee Voting by Members

If the designated representative of a Member is unable to attend a Meeting of Members, that Member may, by notice in writing provided to the Corporation prior to the call to order of the meeting and signed by either:

- (a) the designated representative; or
- (b) the president/chair of the council or board of the respective Member,

appoint another member of the respective council or board, or a senior staff-person from the Regulatory Body to stand as in place of the designated representative and exercise the rights of membership on behalf of the Member at that meeting.

5.6 Resolution in Writing

Subject to the Act, an Ordinary Resolution or a Special Resolution that has been submitted to the Members and consented to in writing (including electronic signatures) by all of the Members entitled to vote on the resolution in person at a Meeting of Members is valid and effective as a resolution as if it had been passed at a duly called and constituted Meeting of Members. Such a resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A copy of every resolution in writing will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

5.7 Member Proposals

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Corporation and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a Proposal has been submitted.

5.8 Notice of Proposal

If a Proposal is received by the Corporation in accordance with the provisions of the Act, the Corporation will include the Proposal in the notice of the annual general meeting.

PART 6. BOARD OF DIRECTORS

6.1 Management of Property and Affairs

Subject to the Act, the Articles and the Bylaws, the Board will manage or supervise the management of the activities and affairs of the Corporation.

6.2 Composition of Board

The Board will be composed of no fewer than seven (7) and no more than thirteen (13) Directors, each of whom are eligible in accordance with Bylaw 6.4, consisting of no more than one (1) Person from each of the Regulatory Bodies that are Members, as respectively nominated by such Member.

Except as provided for in the Act and these Bylaws, each Director will be elected by the Members in accordance with the Act. During any period where the Corporation is a soliciting corporation under the Act, at least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

6.3 **Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

6.4 **Qualifications of Directors**

A Person may not be nominated, elected, appointed or otherwise serve or continue to serve as a Director during any period he or she:

- (a) is less than 18 years of age;
- (b) has been declared incapable by a court in Canada or in another country;
- (c) has the status of a bankrupt;
- (d) is serving as a Member representative; or
- (e) in the event the Person is a registrant with a Regulatory Body, is removed from the register or suspended or deemed by that entity to not be in good standing

In addition to the foregoing, a Person may not be nominated, elected, appointed or otherwise serve or continue to serve as a Director unless he or she is:

- (f) a current member of the council or board of a Regulatory Body that is a Member;
or
- (g) a past member of the council or board of a Regulatory Body that is a Member.

6.5 **Nomination of Candidates for Election**

Prior to an election, a Member is entitled to nominate one (1) Person, qualified in accordance with Bylaw 6.4 (a “**Nominee**”), to stand for election as a Director, in accordance with such nomination policies and procedures and may be established by the Board and in effect from time to time.

There can be only one Nominee from each Member serving as Director at any given time. Therefore, notwithstanding the foregoing, a Member may only nominate where there is a current or pending vacancy on the Board for a Nominee from that Member. If there is no such vacancy in a Nominee’s position, then that Member may not nominate in that election.

A list of qualified Nominees for election shall be provided to all Members in advance of the annual general meeting.

6.6 **Election of Directors**

Directors will normally be elected by Ordinary Resolution at each annual general meeting at which an election of Directors is required and will take office commencing at the close of such meeting. Directors may be elected on a staggered basis, as recommended by the Board.

6.7 Term of Office

The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that one or more Directors' positions to be elected will have a term of less than three (3) years, the length of such term to be set out in the resolution.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected and will be deemed to expire at the close of the annual general meeting held in the last year of the Director's term.

6.8 Consecutive Terms

A Director may be elected for consecutive terms, without limit.

6.9 Election by Slate

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates may be elected as a slate by Ordinary Resolution.

6.10 Election by Secret Ballot

Where any three (3) Members give notice of objection to election by slate, election will be by secret ballot conducted by Electronic Means or by a combination of paper ballots and Electronic Means. The following rules will apply to any election by ballot:

- (a) ballots will be provided or otherwise made accessible to all Members participating in the meeting, and only to those Members;
- (b) each ballot will include the name of each qualified Nominee, the Member who nominated such Nominee, and the number of vacancies to be filled;
- (c) ballots will be counted following the close of voting by scrutineers appointed by the Chair (or, in the event the Chair is standing for re-election, by another sitting Director not currently standing for re-election); and
- (d) a Nominee receiving approval by more than half of the votes cast is deemed to be elected by Ordinary Resolution and will become a Director at the conclusion of the meeting.

6.11 Non-Election of Nominee

Where a nominee does not receive approval by more than half of the votes cast in an election, that nominee is not elected. In such case, the Member who nominated the non-elected nominee will, as soon as possible after the election concludes, nominate a qualified Person (other than the most recent non-elected nominee) to stand for election, and once nominated the Board will convene a separate by-election for the position to be conducted by Electronic Means without delay.

6.12 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect by Ordinary Resolution a qualified replacement Director nominated by the applicable Member to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with Bylaw 6.13.

6.13 Filling Vacancy Among Directors

Subject to the Act and Bylaw 6.12, the remaining Directors may fill any vacancy or vacancies arising on the Board by Board Resolution, provided that they seek a nomination from the relevant Member and no more than one (1) Director from each Member may serve on the Board at one time.

A Person appointed to fill a vacancy must be qualified in accordance with Bylaw 6.4 and will hold office for the remainder of the term vacated by his or her predecessor.

6.14 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Chair or to the Registered Office and the effective date of the resignation stated therein;
- (b) upon ceasing to be qualified pursuant to Bylaw 6.4;
- (c) upon his or her removal pursuant to Bylaw 6.12; or
- (d) upon his or her death.

PART 7. POWERS AND RESPONSIBILITIES OF THE BOARD

7.1 Powers of Board

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by the Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) the Articles and the Bylaws.

7.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Corporation;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to paragraphs (a) through (c) of this Bylaw 7.2, act in accordance with these Bylaws.

7.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Corporation as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, or these Bylaws.

7.4 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to receive and will not receive any remuneration for acting as a Director. However, a Director may be reimbursed for any expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation, provided that all claims for reimbursement are in accordance with policies established by the Board and in effect from time to time.

PART 8. PROCEEDINGS OF THE BOARD

8.1 First Board Meeting

After issuance of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;
- (b) appoint a Public Accountant to hold office until the first annual general meeting;
- (c) make banking arrangements; and
- (d) transact any other business.

8.2 Calling of Meetings

Meetings of the Board may be held at any place and time determined by the Board.

The Chair may at any time call a meeting of the Board. The Chair will call a meeting of the Board on the request of any two (2) Directors.

8.3 Notice

Notice of a meeting of the Board must specify any matters referred to in section 138(2) of the Act that is to be dealt with in the meeting.

At least sixty (60) days' notice ("Full Notice") of every meeting of the Board will be sent to each Director, provided that a shorter notice period of at least seven (7) days', or an error or accidental omission to give Full Notice of a meeting of the Board to, or the non-receipt of Full Notice by, any Director does not invalidate proceedings at that meeting, provided that:

- (a) all Directors of the meeting for which notice is required were present at the preceding meeting when the time and place of the meeting were determined; or
- (b) all Directors are present at the meeting; or
- (c) all Directors waive Full Notice thereof in writing.

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at a Meeting of Members, notice may be waived by unanimous agreement of all Directors.

8.4 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board. No other Person or Organization is entitled to attend a meeting of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as non-voting advisors or guests.

Furthermore, any Director may invite one (1) Person from the Member's Regulatory Body to attend a meeting of the Board, either in addition to the Director, or as a non-voting substitute for the Director. In either case, the invitee is a non-voting participant, attends the meeting at the pleasure of the voting Directors, may speak or report as necessary, and is not entitled to attend any in-camera Board meeting or portion thereof.

8.5 Quorum

A majority of the number of Directors currently in office will constitute a quorum for a meeting of the Board, and, despite any vacancy among the Directors, a quorum of directors may exercise all the powers of the Board.

8.6 Director Conflict of Interest

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act and will absent themselves from any meeting (or portion thereof) at which the proposed contract or transaction is discussed, unless requested by the Board to remain for a time prior to the vote to provide relevant information.

8.7 Chair of Meetings

The Chair will, subject to a Board Resolution appointing another Person, preside at all meetings of the Board. If at any Board meeting the Chair and such alternate Person appointed by Board Resolution, if any, is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

8.8 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

8.9 Electronic Participation

One or more Directors or other participants may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Person so participating in a meeting is deemed to be present at that meeting.

8.10 Consensus Decisions

Subject to the restrictions in the Act, Articles and Bylaws, the Board will strive to reach decisions for determination by the Board (whether at a meeting or otherwise) by consensus. Consensus refers to any action where a decision, issue or other matter for determination by the Board is proposed and discussed, and no objection is raised by any Director entitled to vote. In such case, the chairperson (if at a meeting), or Chair (if otherwise) will ask if there is consensus, and if there is no dissent raised, the decision is deemed to be made by consensus.

Where after a reasonable and appropriate amount of discussion or correspondence it appears that consensus is not likely to be reached, the chairperson will direct that the matter will be determined by Board Resolution determined by majority vote. The chairperson or Chair may call for a motion to table the matter, refer the matter to committee or postpone to the next meeting of the Board for further discussion. Such motion must be made, seconded and approved by majority vote and not by consensus.

Where an objection or dissent to consensus is raised by any Director, for any reason, the chairperson or Chair, as the case may be, may, in his or her discretion, facilitate reasonable further discussion to reach consensus, or direct that the decision will proceed by Board Resolution determined by majority vote.

8.11 Board Resolutions

Unless the Act, the Articles or the Bylaws require otherwise, every issue for determination by the Board (whether at a meeting or otherwise) will be decided by a Board Resolution.

8.12 Procedure for Voting

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by Electronic Means, in accordance with the Act, or by a combination of Electronic Means and roll-call vote.

8.13 Resolution in Writing

A Board Resolution in writing, signed (including electronic signatures) by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 9. OFFICERS

9.1 Composition of Officers

The officers of the Corporation are the Chair, Vice-Chair and Treasurer, together with such other offices, if any, as the Board may create in its discretion. The Persons serving in the offices of Chair, Vice-Chair and Treasurer must be Directors.

The Board may, by Board Resolution, create and remove such other offices of the Corporation as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

9.2 Election of Officers

At the first meeting of the Board and at each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. Officers will hold office until the first meeting of the Board held after the next following annual general meeting.

9.3 Removal and Replacement of Officers

A Person may be removed as an officer by Board Resolution.

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay. A vacancy in an officer position may be filled by Board Resolution.

9.4 Duties of Chair

The Chair will supervise the other officers and the Board of Directors generally in the execution of their duties and will normally preside at all meetings of the Corporation and of the Board.

9.5 Duties of Vice-Chair

The Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board or determined by Board Resolution.

9.6 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

9.7 Recording Secretary

The chairperson at a meeting of the Board will appoint a Person to act as recording secretary to record the minutes at that meeting.

9.8 Combination of Offices

With the exception of Chair, two offices may be held by one Director or Person, as applicable.

PART 10. ADMINISTRATOR

10.1 Appointment of Administrator

The Board may, by Board Resolution, appoint a Person as Administrator and determine the role and responsibilities of the Administrator. Where the Board delegates management of the affairs of the Corporation to the Administrator, the Board must supervise the Administrator in the conduct of such management duties.

10.2 Removal of Administrator

The Board may, by Board Resolution, remove a Person as Administrator.

PART 11. COMMITTEES

11.1 Standing Committees

The following standing committees are required and shall operate under the supervision of the Board:

- (a) the National Standing Committee on the Canadian Architectural Certification Board (CACB);
- (b) the Committee for the Examination for Architects in Canada (CExAC);

- (c) the International Relations Committee;
- (d) the Finance and Audit Committee; and
- (e) the Administrators Committee.

These standing committees may not be removed except by amendment of these Bylaws. The mandate, authority, powers and composition of each of the foregoing standing committees will be further set out in terms of reference approved by the Board from time to time.

11.2 Additional Standing and Special Committees

The Board may, from time to time, create such additional standing and special committees as it deems necessary, provided that such committee will include at least one Director. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may, in accordance with the Act, delegate its powers to the committees, which may be in whole or in part composed of Directors as it thinks fit.

11.3 Special Committees

Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

11.4 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish terms of reference for such committee. All committees, whether standing or special, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

11.5 Meetings

The members of a committee may meet and adjourn as they see fit. Unless other committee meeting rules are approved by the Board, Meetings of the committees will be governed by the rules set out in the Bylaws governing proceedings of the Board, with the necessary changes made to ensure that the language makes sense in the context.

11.6 Dissolution of Committees

A committee may be dissolved by Board Resolution.

PART 12. INDEMNIFICATION

12.1 Indemnification of Directors and Officers

Subject to the provisions of the Act and the Bylaws, the Corporation will indemnify and hold harmless every present or former Director or officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation.

12.2 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

12.3 Exception to Indemnification

The Corporation may not indemnify a present or former Director or officer if that Person

- (a) failed to act honestly and in good faith with a view to the best interests of the Corporation;
- (a) acted outside of the scope of his or her duties as a Director or officer, respectively, unless such Director or officer reasonably believed that he or she was acting within the scope of his or her duties; or
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

12.4 Approval of Court and Term of Indemnification

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in Bylaw 12.3.

12.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Corporation to comply with the provisions of the Act, or of the Articles or the Bylaws, will not invalidate any indemnity to which he or she is entitled under the Act and this part.

12.6 Purchase of Insurance

The Corporation may purchase and maintain insurance for the benefit of any or all Directors, officers, and other individuals who act at the Corporation's request, against personal liability

incurred by any such Person as a Director, officer, or individual who acts at the Corporation's request.

PART 13. EXECUTION OF INSTRUMENTS

13.1 No Seal

The Corporation will not use a seal for the execution of documents.

13.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed as follows:

- (a) by the Chair, together with the Vice-Chair or the Treasurer;
- (b) by the Chair, together with another Director; or
- (c) in the absence or inability of the Chair, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, including without limitation the Administrator, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 14. FINANCIAL MATTERS

14.1 Financial Powers of the Board

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into contracts on behalf of the Corporation in furtherance of the purposes of the Corporation.

14.2 Signing Officers

The Board may, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and banking documents on behalf of the Corporation.

14.3 Investment Powers and Standard of Care

The Board may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

14.4 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

14.5 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

14.6 Borrowing Powers of Directors

In order to carry out the purposes of the Corporation, the Board may, upon unanimous approval of a Board Resolution, on behalf of and in the name of the Corporation:

- (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 obligation of the Corporation.

PART 15. PUBLIC ACCOUNTANT

15.1 Appointment of Public Accountant

The Members will, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant to hold office until the close of the next annual general meeting.

15.2 First Public Accountant

The Directors may, by Board Resolution, appoint a Public Accountant prior to the first annual general meeting of the Corporation, and the Public Accountant so appointed will hold office until the first annual general meeting of the Corporation.

15.3 Failure to Appoint

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

15.4 Notice of Appointment and Removal

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

15.5 Removal and Replacement of Public Accountant

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

15.6 Ceasing to Hold Office

A Public Accountant will cease to hold office:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon his or her death or, in the case of an Organization, dissolution;
- (c) upon his, her or its removal in accordance with Bylaw 15.5; or
- (d) upon the date a replacement Public Accountant is appointed in accordance with the Act and the Bylaws.

15.7 Filling Vacancy

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with Bylaw 15.5, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

15.8 Replacement to Request Statement from Incumbent

The Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within 15 days of the request by the proposed Public Accountant, the Corporation may appoint the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.

15.9 Attendance at Meetings of Members

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

15.10 Review of Financial Statements

The Public Accountant will conduct an annual audit engagement in accordance with the Act.

15.11 Report to Members

After conducting the review required by Bylaw 15.10, the Public Accountant will report to the Members in the manner required by the Act.

PART 16. NOTICE

16.1 Method of Giving Notice

Except as otherwise provided in the Act or the Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or
- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

16.2 When Notice Deemed to have been Received

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canada Post mail receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day following the day on which it was sent to the electronic mail address that the Member has designated for the purpose of receiving notices.

16.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 17. MISCELLANEOUS

17.1 Examination of Records

The documents and records of the Corporation, including the books of account, the minutes of Meetings of Members and meetings of the Board will be open to the examination of the Directors at reasonable times and the Corporation will provide extracts or copies to Directors free of charge.

A Member or creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Corporation, examine the following documents and records of the Corporation during the Corporation's normal business hours.

- (a) the Articles and the Bylaws, including any amendments thereto;
- (b) the minutes of all Meetings of Members and the minutes of any committees of Members;
- (c) the resolutions of Members and any committees of Members;
- (d) the debt obligation register, if any;
- (e) the register of directors;
- (f) the register of officers; and
- (g) in the case of a Member only, the register of Members,

but no Member or creditor is entitled or has the right to examine any other document or record of the Corporation.

A Member or creditor of the Corporation may, on providing reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled to redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

17.2 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in the Bylaws will apply to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members, in each case with the necessary changes having been made to ensure that the language makes sense in the context.

17.3 Right to become Member of other Corporation

The Corporation will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

PART 18. BYLAWS

18.1 Special Resolution to Alter Articles or Bylaws

The Articles or the Bylaws, or both of them, may be amended, added to or repealed by Special Resolution.

18.2 Amendment and Repeal of Bylaws by Membership

The Members may amend, add to or repeal the Bylaws by Special Resolution.

A Member entitled to vote at an annual general meeting may, in accordance with Bylaw 5.7, make a proposal to make, amend or repeal a Bylaw.

18.3 Amendment and Repeal of Bylaws by Board

Subject to the Act, the Articles and the Bylaws, the Board may make, amend or repeal any Bylaws to regulate the activities or affairs of the Corporation. Any such Bylaw, 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 Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, 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.

Notwithstanding the foregoing, the Board may not make, amend or repeal any Bylaws where the enactment, amendment or repeal is restricted by section 197(1) of the Act.

18.4 Changes to be Filed

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within 12 months of the date the Special Resolution authorizing the alteration was passed.

The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

18.5 Effective Date

Any amendment, addition to or repeal of the Bylaws is effective as of the later of:

- (a) the date when the Special Resolution authorizing the alteration was passed; or
- (b) such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.