

Comhla Ri Cheile – Together with Accord



SCOTS CANADA

**AMENDED AND
RESTATED
BY-LAW NO. 1**

As approved November 24, 2024



SCOTS CANADA
(formerly, Clans and Scottish Societies of Canada)

PATRONS:
Charles Edward Bruce, Lord Bruce DL MA MSc FSA Scot
Major The Hon. Sir Lachlan Maclean of Duart Bt. CVO DL

AMENDED AND RESTATED BY-LAW NO. 1

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AMENDED AND RESTATED BY-LAW NO. 1

**A By-Law relating generally to the conduct
of the affairs of**

SCOTS CANADA
(formerly, Clans and Scottish Societies of Canada)
(the “Corporation”)

WHEREAS the Corporation was incorporated on 15 January 1979;

AND WHEREAS the Corporation wishes to continue under the *Canada Not-for-Profit Corporations Act*;

AND WHEREAS the Corporation wishes to change its name from Clans and Scottish Societies of Canada to “Scots Canada” on or around 24 November 2024;

AND WHEREAS the Corporation has an existing By-Law No. 1 dated on or around November 26, 2023 (the “Existing By-Law”), which it now wishes to repeal;

NOW THEREFORE BE IT ENACTED that the following Amended and Restated By-Law No. 1 be enacted to replace the Existing Bylaw as follows:

ARTICLE 1: DEFINITIONS:

Definitions – In this By-Law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- a. “Act” means the Canada Not-for-Profit Corporations Act S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation;
- c. “Board” means the Board of Directors of the Corporation;
- d. “By-Law” means this By-Law and all other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;

- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.
- f. "Director" means a member of the Board;
- g. "Letters Patent" means the letters patent granted to the Corporation on 28 February 1979;
- h. "Meeting of Members" includes an annual meeting of Members and/or a special meeting of Members;
- i. "Member" means a member of the Corporation;
- j. "Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- k. "Proposal" means a proposal submitted by a member that meets the requirements of Section 163 (Member Proposals) of the Act;
- l. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- m. "Special meeting of members" means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue; and
- n. "Special Resolution" means a resolution passed by not less than two thirds (2/3) of the votes cast on that resolution.

ARTICLE 2: INTERPRETATION:

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

- a. Except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- b. Words importing the singular number only shall include the plural and vice versa;
- c. Words in one gender shall include all genders;
- d. The word "person" shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- e. The headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- f. Except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic communication and references to "address" or similar terms shall include electronic address.

ARTICLE 3: GENERAL:

3.1 AIMS AND OBJECTIVES:

The aims and objectives of the Corporation shall include, but shall not be limited to, the following:

- a. To advance Scottish Cultural Heritage in Canada, such Scottish culture be defined to include, but not be restricted to, traditional Highland, Island and Lowland cultures, whether in Scotland, Canada or wherever Scottish Culture may be expressed;
- b. To foster, in support of 3.1(a), the organization of and co-operation and communication amongst individuals and groups through the initiation and co-ordination of projects and undertakings. Such projects and undertakings may:
 - i. encompass all those interested in Scottish Culture and heritage;
 - ii. include the preservation of Scottish and Scottish-Canadian history, culture, language and fine arts;
 - iii. include research into any related matters;
 - iv. include liaison with other groups and organizations wherever located;
 - v. include the establishment and/or maintenance of an office, cultural centres, libraries, historical museums and research facilities anywhere, provided such are available to all Canadians.

3.2 NAME:

The name of the Corporation has been renamed from Clans and Scottish Societies of Canada in English and Clans et Sociétés Écossaises du Canada in French, to “Scots Canada”.

3.3 CORPORATE SEAL:

The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board, and the Secretary of the Corporation shall be the custodian of the corporate seal.

3.4 MOTTO:

The motto of the Corporation shall be *Comhla Ri Cheile*, which means ‘Together with Accord’ in English and ‘Ensemble avec Accord’ in French.

3.5. TARTAN:

The tartan of Corporation shall be the “Scots Canada” or “Clans and Scottish Societies of Canada” tartan or a name that will be accepted by the Scottish Register of Tartans.

3.6. HEAD OFFICE:

The head office of the Corporation shall be within the territories of Canada.

3.7 FISCAL YEAR:

The fiscal year shall extend from September 1st to August 31st.

3.8 MEMBERSHIP YEAR:

The membership year shall be an annual period with anniversary date as determined by the board of directors for a single member or a class of membership..

3.9 PATRONS:

- a. The Patrons of the Corporation shall be Canadians and/or Scots of outstanding reputation who have made a contribution to Scottish Culture;
- b. They shall be elected for life and shall number not more than six (6) at any one time;
- c. They may be nominated by any member group of the Corporation in good standing, the nomination to be approved at the Annual General Assembly.

ARTICLE 4: MEMBERS:

4.1 MEMBERSHIP:

Subject to the approval of the Corporation's Board of Directors, membership in the Corporation is open to all those who are aligned with furthering the aims and objectives of the Corporation as stated in Article 3.1 Aims and Objectives, and

- a. there shall be two (2) classes of full membership, namely,
 - (i) Class "A" voting members, also known as organizational members, being the persons whom the Board of Directors may admit as Class "A" members. Each Class "A" member shall be entitled to receive notice of, attend and, when active, vote at all meetings of the members of the Corporation. Organizations accepted as Class "A" members shall appoint a Delegate and may appoint an Alternate Delegate and a Youth Delegate. Delegates must be of the age of majority as defined by the jurisdiction of Canada.
 - (ii) Class "B" non-voting members, also known as household members, being the persons whom the Board of Directors may admit as Class "B" members. Each Class "B" member shall be entitled to receive notice of, attend but not vote at all meetings of the members of the Corporation. Households accepted as Class "B" members shall appoint a Household Representative and may appoint Alternate and Youth Representatives. Representatives must be of the age of majority as defined by the jurisdiction of Canada.
- b. No person, group, or association shall face discrimination as outlined in the Canadian Human Rights Act on the grounds of any protected characteristic.
- c. The annual fee, as set by the board for each membership class, shall be due upon the anniversary date for a member;
- d. Dues are deemed to be in a state of nonpayment if not received when due or at a date as set by the Board of Directors for all members, for a class of members, or for a specific member as the Board of Directors may from time to time determine;
- e. Members whose dues are in a state of non-payment shall be deemed to have a status of inactive as opposed to a status of active for members whose dues are not in a state of non-payment;
- f. For members having a status of inactive, the reduction in member benefits and rights, including any voting rights, shall be determined by the Board for any or all such members;

- g. Each member, irrespective of class category, shall conduct themselves in a manner consistent with civil behavior both in dealings with fellow members and, in general, publicly. The actions of one or more persons belonging to a member organization or family are considered equivalent to being actions by the member organization unless that person or persons have been explicitly disallowed by that member organization or family as a whole.

Specifically:

- no member shall knowingly make false statements themselves, or attribute false or defamatory statements about another member or members, with the intent of disseminating misinformation, or to bring into disrepute an individual or group.
 - no member shall exhibit improper behavior (whether in public or on the internet), whether in statements, opinions, or allegations which are not in the spirit of clan-ship.
 - no member shall use public or private forms of digital communication, including various internet platforms, in a manner which is intended to intimidate, defame or attempt to bring into disrepute any member of the Corporation or the Corporation as a whole.
 - no member shall knowingly allow the public or private dissemination of deliberately inflammatory material against a member or against the Corporation or any associate organization, either in speech, in print, in video, or any social media platform.
- h. Each member, irrespective of class category, shall adhere to the laws governing intellectual property ownership and copyright in Canada, as well as enforced through treaties which Canada has in place with foreign nations. No member shall knowingly put the Corporation in a position that it would violate such laws and treaties regarding intellectual property ownership and copyright.
- i. Each member, irrespective of class category, shall respect the laws and standards of heraldry in Canada including mutual treaties covering such/same with foreign nations and additionally shall adhere, in terms of matters of heraldry when dealing with the Corporation, to the directives, standards and jurisdiction of the Lord Lyon Court. The Lord Lyon Court being the heraldic authority for Scotland and Scots outside of Scotland.

4.2 SUSPENSION OF MEMBERSHIP:

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

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the Member that the Member is

suspended from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the Member, without any further right of appeal.

4.3 TERMINATION OF MEMBERSHIP:

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

- a. resignation in writing, in which case such resignation shall be effective from the date specified in the resignation;
- b. expulsion by a vote of the majority of the member groups present at a duly constituted business meeting, provided that in the case of the proposed expulsion, the person(s) or group being considered for the expulsion has been previously suspended by the board or otherwise has been given at least 20 days' notice of this action. In either case the person(s) or group shall be entitled to be heard at the meeting in person and with counsel if so desired;
- c. for Class 'A', when the member group is dissolved;
- d. for Class 'B', when there is no individual in the household available to act as representative;
- e. the Corporation is liquidated or dissolved pursuant to the Act

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

ARTICLE 5: DIRECTORS:

5.1 THE BOARD OF DIRECTORS:

- a. The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors on the board shall be a minimum of 5 and a maximum of 15 and the precise number of Directors from time to time between the minimum and maximum noted above shall be determined by the members at the Annual General Assembly.
- b. Any person who is a member of any Member Group of the Corporation will be eligible to be a Director;
- c. The members shall elect by ordinary resolution at each Annual General Assembly, directors to hold office for a term expiring at the next Annual General Assembly. If directors are not elected at a meeting of members, the incumbent directors continue in office until their successors are elected;
- d. All elected Directors may be re-elected;
- e. Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable

expenses incurred in the performance of his or her duties. A Director shall not be prohibited from receiving compensation for service provided to the Corporation in another capacity;

- f. Vacancies in any office occurring for whatever reason between elections provided for herein may be filled at the discretion of the Board of Directors until the next Annual General Assembly. In the event of the inability from any cause of the incumbent to perform the duties of his/her office, the Directors may appoint a member pro-tempore and such appointee shall perform the duties of the vacated office during the period of the incumbent's inability or for the remainder of the term;
- g. The Board of Directors may prescribe such rules and regulations, not inconsistent with these By-Laws, relating to the management and operation of the Corporation, as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Assembly of the Corporation, when they shall be confirmed. Failing such confirmation at an Annual General Assembly they shall, at and from that time, cease to have any force and effect.
- h. The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next Annual General Assembly, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous Annual General Assembly.

5.2 CONSENT:

- a. A Director who is elected or appointed must consent to hold office as a Director;
- b. If present at the meeting at which the election or appointment takes place, by not refusing to hold office;
- c. If not present at the meeting at which the election or appointment takes place, by either:
 - i. Consenting to hold office in writing before the election or appointment takes place within ten (10) days, or
 - ii. By acting as a Director after such person's election or appointment.

5.3 MEETINGS OF THE BOARD:

- a. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that the Directors are notified of the meeting by any of the following: mail, courier, personal delivery, telephone, or electronic communication between seven (7) and fourteen (14) days before the meeting. There shall be at least one (1) meeting per year.
- b. No error or omission in giving notice of any meeting of the Directors or any adjourned meeting of the Directors shall invalidate such meeting or make void any proceedings taken thereat, and any Director at any time may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- c. Each Director is authorized to exercise one (1) vote. With the exception of changes described in Article 10 and subject to the Act, all questions and resolutions arising at any meeting of Directors shall be decided by a majority of votes or ordinary resolution. 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.

- d. If all the Directors of the Corporation consent, a meeting of Directors may be held by means of such telephone, electronic or other communication facilities as permit all person participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.
- e. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- f. A resolution transmitted electronically, when provided to all Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors;
- g. Quorum for the Board of Directors is five.

ARTICLE 6: OFFICERS:

6.1 ELECTION:

The Board may designate the offices of the Corporation, specify the duties of the officers and delegate to them the power to manage the affairs of the Corporation. The officers shall be elected by the Members at the Annual Meeting. A director may be elected to any office of the Corporation.

6.2 OFFICERS:

- a. The officers of the Corporation may be a Chair, Past-Chair, 1st Vice-Chair, 2nd Vice-Chair, Youth Vice-Chair, Treasurer, Secretary and any such other officers as the Board of Directors may determine;
- b. Two or more offices may be held by the same person; however, the positions of Chair and Vice-Chairs must be held by different individuals;
- c. Officers of the Corporation shall hold office for one (1) year from the date of the appointment or election or until their successors are elected or appointed in their stead;
- d. All officers shall be Directors of the Corporation and they shall cease to be officers if they cease to be Directors or if they are removed by a majority of the board.
- e. The signing officers of the Corporation shall be at least three individuals, a combination of either directors or officers, or such other individuals as the Board may authorize. In addition, all individuals designated with signing authority must be at arm's length with one another.

6.3 DUTIES OF OFFICERS:

- a. The Chair of the Board, or any title designated by the board, shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and General Assembly. He/She shall appoint all committees for which there is no provision herein, subject to the approval of the Directors, and shall be an ex-officio member of all committees. He/She

shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the board are carried into effect.

- b. The Past-Chair, if appointed by the Board, shall act in an advisory role to the Board and may, upon request, be asked to chair the Nominating Committee.
- c. First Vice-Chair: The First Vice-Chair, or any title as designated by the board, in the absence of or at the request of the Chair, shall be vested with the powers of the Chair. He/She shall perform other duties as delegated by the Chair
- d. Second Vice-Chair: The Second Vice-Chair, or any title as designated by the board, shall perform such duties as delegated by the Chair.
- e. Treasurer: The Treasurer, or any title as designated by the board, shall receive and, safely and separately keep, all monies and properties of the Corporation entrusted to his/her care and shall disburse the same under the direction of the Directors. The Treasurer shall keep and complete an accurate account of the finances of the Corporation, which shall be open for inspection at any time by the Directors and by any voting members. The Treasurer shall remit such reports and perform such other duties as the Directors may prescribe. The Treasurer shall, at the discretion of the Directors, have an assistant appointed to assist in the above matters, and act in the place of the Treasurer should the need arise.
- f. Secretary: The Secretary, or any title as designated by the board, shall keep an accurate list of membership of the Corporation as received from the Treasurer. The status of members shall be available to all. The Secretary shall keep an accurate record of all proceedings of all meetings of the Directors and General Assembly. All records of the Secretary shall remain the property of the Corporation. The Secretary shall perform such other duties as are prescribed by the Directors.

6.4 OTHER COMMITTEES:

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

6.5 NOMINATING COMMITTEE:

The Nominating Committee shall consist of the Past-Chair as convener, and may also include up to two other members, appointed by the Board of Directors. The convener shall present a slate of Directors for approval at the Annual General Assembly Meeting. Further nominations may be made from the floor provided consent of the nominee has been obtained, as in Article 5.2 above.

ARTICLE 7: INDEMNITIES:

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 company 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:

- a. All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
- b. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her wilful neglect or default.

ARTICLE 8: MEETINGS OF MEMBERS:

8.1 MEETINGS OF MEMBERS:

- a. The Annual General Assembly Meetings shall be held within ninety (90) days of the end of the fiscal year annually for the purpose of:
 - i. Considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
 - ii. Electing the Chair and other Directors;
 - iii. Transacting such other business as may properly be brought before the meeting or is required under the Act;
 - iv. Other business to be determined by the Directors
 - v. Appointment of auditors or accountant if required under Part 12 of the Act;
- b. General Assembly Meetings may be held, in addition to the Annual General Assembly, as called by the Board; but there must be at least one (1) meeting of the General Assembly annually between January 1st and June 30th. This requirement for at least one additional meeting may be temporarily waived or amended, at the discretion of the board, should there be overriding factors preventing such a meeting to be conducted in a safe and/or effective manner.
- c. The General Assembly is comprised of the members of the Board of Directors together with the official voting Delegate from each Class 'A' member and Observers as specified in 8.1.e.
- d. A quorum for the duly constituted General Assembly Meetings and the Annual General Assembly Meetings shall be three (3) voting Delegates, together with the members of the Board of Directors present.
- e. Any individual belonging to either Class 'A' or Class 'B' members are encouraged to attend all Assembly Meetings as an Observer.
- f. If the Board or the members call a meeting of Members, the Board or the Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.2 NOTICE OF MEETING:

- a. Notice of Meeting shall be given by any of the following options:
 - i. Notice is sent by mail, courier or personal delivery, between 21 and 60 days before the meeting;
 - ii. Notice is communicated by telephone or other electronic communication means, between 21 and 35 days before the meeting;

- iii. Notice is communicated via the Corporation's newsletter, "*An Drochaid – The Bridge*", between 21 and 60 days before the meeting.
- b. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member or Director for any meeting or otherwise, the mailing or electronic address of the member or director shall be his/her last address recorded on the books of the Corporation.

8.3 ANNUAL FINANCIAL STATEMENTS:

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

8.4 VOTING AT ASSEMBLY MEETINGS:

- a. Each member of the Board of Directors shall have one (1) vote at the General Assembly.
- b. Each Class "A" member group, with status of active shall have one (1) vote at the General Assembly, usually the official Delegate of that group. A Class 'A' member group not having status of active may attend and be heard at the General Assembly but may not have a vote nor may participate in the election of officers in any manner whatsoever.
- c. No voting Delegate of a member group can represent more than one member group, except where a proxy has been issued in proper form and signed by the elected officer of the member group, such proxy to state the Delegate's name who will represent the member group's vote. The proxy shall be for one Assembly Meeting of the Corporation and shall not be transferable.
- d. Unless otherwise required, a simple majority rule shall apply at all meetings.
- e. One of a standard meeting procedures such as Bourinot's Rules of Order, Lochrie's 'Meeting Procedures', or Robert's Rules of Order shall apply at all proceedings as determined by the Board;
- f. If it becomes necessary to use a mailed-in ballot, this may be in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each voting Member voted;
- g. If it becomes necessary to use electronic voting, this may be by means of telephonic, electronic or other communication facility, if the facility enable the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each voting Member voted.

ARTICLE 9: AUDIT:

If required by the Act, Auditors may be appointed at the Annual General Assembly Meeting and shall report at the Annual General Assembly Meeting, next following.

ARTICLE 10: AMENDMENTS:

- a. By-Law: Subject to the Articles, the Board may, by special resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the members by ordinary resolution of the voting members of the assembly at a meeting duly called for the purpose of considering the said By-Law.
- b. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.
- c. Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All directors, officers, and persons acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.
- d. This section does not apply to a By-Law change that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-Law amendments or repeals are only effective when confirmed by members.
- e. Constitution: the articles of a corporation are set out by the Government of Canada in the Not-for-Profit Act in Form 4031 – Article of Continuance. The form sets out the following:
 - i. Corporate Name
 - ii. Province or territory where the registered office is situated
 - iii. Minimum and maximum number of Directors or the fixed number of Directors
 - iv. Statement of the purpose of the Corporation
 - v. Any restrictions on the activities of the Corporation
 - vi. The classes, or regional or other groups, of members that the Corporation is authorized to establish
 - vii. Statement regarding the distribution of property remaining on liquidation/dissolution
 - viii. Any additional provisions
 - ix. The By-Law articles are attached to the Certificate of Continuance that is issued to the Corporation by Corporations Canada. The Certificate of Continuance and the By-Law articles together become the Corporation's Constitution and replaces the Letters Patent.

ARTICLE 11: BOOKS AND RECORDS:

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

ARTICLE 12: DESIGNATED FUNDS:

- a. Funds received by the Corporation for designated purposes shall be, for accounting purposes, recorded separately and apart from the general operating funds of the Corporation;
- b. Designated funds may be used for the purpose so designated, with each expenditure approved by the General Assembly or form part of a formal expense budget approved by the General Assembly;
- c. The Treasurer shall issue receipts for all donations received and shall prepare and submit to the Department of Revenue those reports prescribed by the Registered Charities Act of Canada;
- d. The Treasurer shall prepare and present a financial report of designated funds to the Annual General Assembly and when so requested by the Board of Directors or the General Assembly;

ARTICLE 13: DEBTS:

The Corporation is not responsible for any debts incurred by any member group or any individual member of any member group and it is equally true that any single member group is not liable for any debts incurred by the Corporation.

ARTICLE 14: DISSOLUTION:

All net assets remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act, having Aims and Objectives generally similar to those of the Corporation.