

**THE CANADIAN MARITIME LAW ASSOCIATION**  
**L'ASSOCIATION CANADIENNE DE DROIT MARITIME**

**BY-LAW No. 1**

**(as amended on June 14, 2018 and on June 11, 2020)**

**SECTION 1 - GENERAL**

**1.01 Definitions**

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

“**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;

“**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**board**” means the board of directors of the Corporation and “**director**” means a member of the board;

“**by-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“**meeting of members**” includes an annual meeting of members or a special meeting of members; “**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“**ordinary resolution**” means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;

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

**1.02 The Name**

The name of the Corporation is “THE CANADIAN MARITIME LAW ASSOCIATION / L'ASSOCIATION CANADIENNE DE DROIT MARITIME”.

**1.03 The Head Office**

Its head office shall be in the City of Montreal, Quebec.

#### **1.04 The Objects and Purposes**

The objects and purpose for which the Corporation is hereby constituted are:

To promote the study and the advancement of maritime law and its administration in Canada;

To promote and to consider with other associations proposals for the unification of the maritime law and practice of different nations;

To afford opportunities for the discussion and consideration of matters of interest to members of the Corporation and to undertake or to assist in the preparation and promotion of agreements and arrangements in respect of such matters;

To do all such other lawful things as are incidental to or conducive to the attainment of the above objects or of any of them.

#### **1.05 Interpretation**

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

#### **1.06 Corporate Seal**

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation.

#### **1.07 Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

#### **1.08 Financial Year End**

The financial year end of the Corporation shall be December 31 in each year.

## **1.09 Banking Arrangements**

The banking business of the Corporation shall be transacted at the BANK OF MONTREAL, or such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **1.10 Borrowing Powers**

The Board of Directors of the Corporation are authorized to borrow moneys or obtain other financial assistance from time to time from BANK OF MONTREAL (the “Bank”) (including without limitation through the issuance of bills of exchange drawn by the Corporation and accepted by the Bank) upon the credit of the Corporation in such amounts as they deem proper and by way of overdraft or otherwise.

Any promissory notes, bills of exchange or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Corporation by the officer or officers of the Corporation authorized from time to time to sign negotiable instruments on its behalf and granted to or accepted by the Bank for moneys borrowed and interest thereon as may be agreed upon or other financial assistance obtained from the Bank shall be binding upon the Corporation.

The Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation, pledge or otherwise, covering all or any of the property and assets of the Corporation, present and future, as security for all or any moneys borrowed by the Corporation from the Bank or any other liability of the Corporation to the Bank, and any such mortgage, hypothecation, pledge or other security shall be valid and binding upon the Corporation if signed by any of the officers authorized to sign negotiable instruments on the Corporation’s behalf.

All contracts, deeds, grants, assurances and documents reasonably required by the Bank or its Counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Corporation.

## **1.11 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION**

### **2.01 Membership Conditions**

Subject to the articles, there shall be four classes of members in the Corporation who shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board:

**Constituent Members:** Any association, society or body corporate, interested in the objects of the Corporation and who may be elected as such at a meeting of the members by a majority of those present and voting. Each body elected as aforesaid shall be entitled to nominate from time to time one representative (with power to appoint an alternate) to attend the meetings of the members and to vote thereat.

**Regular Members:** Any individual, resident in Canada, interested in the objects of the Corporation and whose application may be accepted by the Board of Directors. Each Regular Member shall be entitled to attend and vote at the meetings of the members and at any of the Corporation's committees of which he or she is a member.

**Student Members:** Any individual who is ordinarily resident in Canada, and is participating during the year in an educational programme in Canada, or elsewhere, and is interested in the objects of the Corporation and whose application may be accepted by the Board of Directors. Each student member shall be entitled to attend and vote at the meetings of the members and at any of the Corporation's Committees of which he or she is a member. He is entitled to pay a nominal subscription in an amount less than that paid by the other classes of members. In this sub-clause, 'educational programme' means the full time study of law or commerce, participation in temporary supervised employment necessary to obtain admittance to a profession, full time enrolment in a cooperative educational programme, or such other full time formal education as may be recognized by the Board of Directors.

**Honorary Life Members:** The Corporation may elect as an honorary life member any member who has rendered special services in the advancement of the objects of the Corporation. Honorary life members shall not pay any subscriptions but shall have the privilege of voting. Any honorary member shall, upon the coming into effect of this By-Law become an honorary life member if at the time of his election as an honorary member he was an associate member of the Corporation.

Subject to the articles, there shall be two classes of members in the Corporation who are entitled to receive notice of and to attend all meetings of the members, but shall not be entitled to vote. Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

**Non-Resident Members:** Any individual, association, partnership or body corporate who is not a resident of Canada, interested in the objects of the Corporation and whose application may be accepted by the Board of Directors. Each Non-Resident Member shall be entitled to attend but not

vote at the meetings of the members and to attend any of the Corporation's Committees of which he or she is a member.

**Honorary Members:** The Corporation may elect as an honorary member any person who may render special services in the advancement of the objects of the Corporation. Honorary members shall not pay any subscriptions and shall not have the privilege of voting.

In all cases, in the event that a member no longer qualifies to be in the class he was admitted to, but wishes to continue being a member, then the Board of Directors may prescribe by resolution the change of that member to another class of membership provided he meets the qualifications of that new class.

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

## **2.02 Membership Transferability**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **2.03 Notice of Members' Meeting**

Notice of the time and place of a meeting of members, including any special or annual meeting of members, shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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

## **2.04 Accidental Omissions**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **2.05 Special Meetings**

Special meetings at which a matter must be passed by special resolution shall be held at such time and place as the President or the Board of Directors may determine and the representatives of one Constituent Member and five other Regular Members, entitled to vote, shall constitute a quorum

to decide matters which require a special resolution of the members. The Board of Directors shall call a Special Meeting of members on a written requisition of members carrying not less than five percent (5%) of the voting rights and the representatives of three Constituent Members and three other Members, entitled to vote, shall constitute a quorum.

## **2.06 Annual Meeting**

The annual meeting shall be held within the six (6) months following the end of the fiscal year at such place as the President, with the concurrence of the Board of Directors, shall designate, provided that the President with such concurrence may designate some other date. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

**[Note: Amendment adopted at Annual General Meeting, June 11, 2020]**

### **2.06.01 Virtual Meetings**

Where the Board of Directors so decides, an annual meeting may be held entirely in a virtual manner, through a digital channel that allows all participants to communicate with one another during the meeting. Any members participating in such meeting via such digital channel shall be deemed to be present at the meeting and shall be entitled to vote digitally in a manner that permits the member's votes to be verified, tallied and presented, while maintaining their anonymity.

## **2.07 Members Calling a Members' Meeting**

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **2.08 Voting at Meetings**

Each voting member present at a meeting shall have the right to exercise one vote.

## **2.09 Absentee Voting at Members' Meetings**

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

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary

- (i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall
  - (i) indicate, in bold-face type,
    - (A) the meeting at which it is to be used,
    - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    - (C) instructions on the manner in which the member may appoint the proxyholder,
  - (ii) contain a designated blank space for the date of the signature,
  - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
  - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
  - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
  - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **2.10 The Nominating Committee**

The election of the Chairman of the Nominating Committee will be on the agenda of the annual meeting and the Chairman so elected will remain in office until after the next annual meeting.

## **2.11 Report of the Nominating Committee**

The notice of the annual meeting shall be accompanied by a copy of the Report of the Nominating Committee to be submitted at the meeting, and shall contain a statement that other nominations may be made and changes to the number of directors to be elected may be made by the members at the meeting. The Report shall contain recommendations to the members concerning the directors and officers being nominated for election, concerning the number of directors and officers to be elected, and concerning a reason for any change, if any, in the number of directors and/or officers from the number from the preceding year.

## **2.12 Public Accountants**

The members shall, at each annual meeting, appoint a Public Accountant as defined in the Act to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The Public Accountant shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the Public Accountant shall be fixed by the Board of Directors. The Public Accountant of the Corporation shall not be a director, officer or employee of the Corporation, without the consent of all of the members.

Subject to the Act, the members may resolve at an annual meeting not to appoint a Public Accountant provided that all members entitled to vote consent to the resolution.



## **SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.01 Membership Dues**

The annual subscriptions for the ensuing year for Constituent Members, Regular Members, Student Members and Non-Resident Members shall be fixed at the annual meeting.

All subscriptions shall be due at the commencement of the year in respect of which they are payable.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member falls to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- (c) the member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws; or
- (e) the Corporation is liquidated or dissolved under the Act.

### **3.03 Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.04 Discipline of Members**

Any member may be required to resign by a vote of three-quarters (3/4) of the members present at an annual meeting.

### **3.05 Leaves of Absence**

The Board of Directors, by simple majority vote, shall have the discretion to waive or reduce a member's membership dues for one (1) year on account of the member taking parental, medical or compassionate leave from his or her practice or employment. The membership dues may only be relieved for one (1) fiscal year of the Association, even if the parental, medical or compassionate leave is taken over a period of time that encompasses more than one (1) fiscal period. In exercising its discretion, the Board of Directors shall consider:

- (a) the length of time that the member has been involved with the Association;
- (b) the length of time that the member intends to be away from his or her practice or employment on parental, medical or compassionate leave;
- (c) whether the member will be receiving salary or other benefits from his or her employer in excess of the benefits to which he or she is entitled under Employment Insurance or any similar program;
- (d) any other factor submitted by the member and relevant to alleviating any hardship in the payment of the Association's dues while on parental, medical or compassionate leave.

**[Note: Amendment adopted at Annual General Meeting, June 14, 2018]**

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.01 Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board.

### **4.02 Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### **4.03 Chair of Members' Meetings**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **4.04 Quorum at Members' Meetings**

The representative of at least one Constituent Member and at least five from the Regular Members, entitled to vote, shall constitute a quorum.

### **4.05 Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **SECTION 5 - DIRECTORS**

### **5.01 Number of Directors**

The Board of Directors shall consist of not less than ten and not more than thirty individuals, all of whom are of the age of majority and who enjoy the capacity to contract and who are elected annually at the annual meeting of the members, including the officers of the Corporation who shall also be members of the Board of Directors. At least one of the members of the Board of Directors shall be a representative from Constituent Members of the Corporation. The Chairman of the Board of Directors shall be a director which the Board may elect from time to time.

### **5.02 Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election.

### **5.03 Role and Responsibility of Directors**

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

### **5.04 Expenditures and Trust Arrangements**

The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

### **5.05 Various Rights and Powers of Directors**

- (a) The Board of Directors, either on their own initiative or at the suggestion of any member in writing, may consider and report to a meeting of the members such matters as in the opinion of the Board concern the objects of the Corporation.
- (b) The Chairman of the Nominating Committee shall be invited to all meetings of the Board of Directors without the right to vote thereat in that capacity. He shall, within six months of his appointment, inform the Board of Directors of the other members appointed by him to his Committee, who shall be no less than two and no more than four.
- (c) The Board of Directors shall appoint from their number or otherwise as they see fit (and if they see fit with power to co-opt) such committees as may be deemed necessary to accomplish the objects of the Corporation. Such committees shall report in writing to the

Board of Directors and their terms of office shall expire at the next annual meeting of the Corporation.

- (d) The Board of Directors may authorize any committee or one or more representatives of Constituent Members, Members or Honorary Life Members of the Corporation to represent the Corporation and present its views at any National or International Conference or other meeting at which it is considered that the objects of the Corporation call for such representation.
- (e) The Board of Directors may fill vacancies between annual meetings in all elected offices and on the Board of Directors, such appointees to hold office until the next annual meeting. In any event, the directors may appoint one or more additional directors who shall hold office for a term expiring not later than that of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members, and in no event, shall the total number of directors, elected and appointed, exceed the maximum number of directors allowed under the articles.
- (f) All disbursements of funds of the Corporation must be approved by the Board of Directors.

## **5.06 Indemnities to Directors**

Every director of the Corporation 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 which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

## **5.07 Submissions of Reports and Recommendations**

The approval of a majority of the members of the Board of Directors present and voting thereon (at a validly constituted meeting) shall be required for any report or recommendation of the Corporation to be submitted to the Comité Maritime International or to any government body or other institution, provided that, in the case of reports other than those of an informative nature only, and when time allows, copies of such reports shall be made available to all members of the Corporation so as to enable them to make their views known to the Board of Directors before the latter deliberates thereon.

## **5.08 Books and Records**

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

## **5.09 Rules and Regulations**

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 meeting of the members of the Corporation when they shall be confirmed, and falling such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

## **SECTION 6 - MEETINGS OF THE DIRECTORS**

### **6.01 Calling of and Notice of Meeting of Board of Directors**

Meetings of the Board of Directors may be held by personal attendance or telephone conference or other electronic means or any combination of the foregoing at any time and place to be determined by the directors or called by the President provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting at the last address recorded on the books of the Corporation. Notice may be sent by electronic mail to a designated information system or by fax transmission to a designated telephone, as provided and consented to by the addressee. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

### **6.02 Quorum**

Two-fifths (2/5) of directors in office, from time to time, but no less than five directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

### **6.03 Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **SECTION 7 - OFFICERS**

### **7.01 Appointment of Officers**

#### **OFFICERS**

There shall be a President, five Vice-Presidents, a Secretary and a Treasurer. The immediate Past President of the Corporation shall also be an officer. The same person may hold the offices of Secretary and Treasurer. The officers, excepting the Immediate Past President, shall be elected at the annual meeting of the Corporation to serve for one year or until their successors have been elected. The President, upon being elected shall be deemed to have been elected as the Immediate Past President at the next annual meeting for the same term as his successor, unless he refuses or is otherwise incapable of so acting.

### **7.02 Description of Offices**

#### **PRESIDENT**

The President shall preside at all meetings of the Corporation. He shall have power to call special meetings of the members and meetings of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be an ex-officio member of all committees. Upon completion of his term as President, he shall become the Immediate Past President with the duty to advise and give counsel as circumstances require to the President.

#### **VICE-PRESIDENTS**

The Vice-Presidents shall perform such duties as may be assigned to each of them by the President or by the Board of Directors and a Vice-President shall discharge the duties of the President whenever, in the discretion of the Board of Directors, the disability or absence of the President makes such appointment advisable. The President, subject to ratification by the Board of Directors, may appoint, as circumstances dictate, an International Vice-President.

#### **SECRETARY**

The Secretary shall keep a record of the proceedings of all meetings of the Corporation. He shall notify the officers and all members of committees of their election or appointment and shall issue notices of all meetings. He shall keep a roll of the members of the Corporation. He shall do and prepare such other matters as the Board of Directors may from time to time require. He shall be the custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

#### **TREASURER**

The Treasurer shall collect and have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and

other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

## OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for by the members at the annual meeting, or the Board of Directors requires of them.

### 7.03 Vacancy in Office

The office of director or officer shall be automatically vacated:

- (a) if a director or officer shall resign his office by delivering a written resignation to the Secretary of the Corporation;
- (b) if a director or officer is found by a court to be of unsound mind;
- (c) if a director or officer he becomes bankrupt;
- (d) if at a special general meeting of Members a resolution is passed by seventy-five percent (75%) of the members present at the meeting who are entitled to vote that a director or officer be removed from office;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy maintaining the number and representation in conformity with sections 5.01 and 5.05(e) herein.

## SECTION 8 - EFFECTIVE DATE

### 8.01 By-Laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CERTIFIED AS BEING PASSED AND APPROVED AT A SPECIAL MEETING OF THE MEMBERS HELD AT VANCOUVER, BRITISH COLUMBIA ON FRIDAY MAY 11, 2012 FOLLOWING THEIR APPROVAL OF THE RESOLUTION TO APPROVE THE ARTICLES OF CONTINUANCE OF THE CORPORATION, AND AMENDED ON THURSDAY, JUNE 14, 2018 AND ON THURSDAY, JUNE 11, 2020.

A handwritten signature in blue ink that reads "Robert C. Wilkins". The signature is written in a cursive style and is positioned above a horizontal line.

ROBERT C. WILKINS  
SECRETARY-TREASURER