
**CANADIAN BIOSPHERE RESERVES ASSOCIATION/
L'ASSOCIATION CANADIENNE DES RESERVES DE
LA BIOSPHERE**

GENERAL OPERATING BY-LAW NO. 1-2009

BY-LAW NO. 1

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

**CANADIAN BIOSPHERE RESERVES ASSOCIATION/
L'ASSOCIATION CANADIENNE DES RESERVES DE LA BIOSPEHERE**

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BY-LAW NO. 1

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

CANADIAN BIOSPHERE RESERVES ASSOCIATION/ L'ASSOCIATION CANADIENNE DES RESERVES DE LA BIOSPEHERE

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION I **INTERPRETATION**

1.01 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 Corporations Act*, R.S.C. 1970, c. C-32, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time;
- (b) "Biosphere Reserves" means areas of terrestrial and coastal/marine ecosystems or a combination thereof, which are internationally recognized within the framework of UNESCO's Programme on Man and the Biosphere (MAB) in accordance with The Statutory Framework of the World Network of Biosphere Reserves;
- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- (d) "by-laws" 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) "letters patent" means the letters patent as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the Act;
- (f) "member delegate" means an individual appointed by an Active or Associate member of the Corporation pursuant to Section 3.01;
- (g) "operating rules and procedures" means the rules and procedures approved in accordance with this by-law; and

- (h) "The Statutory Framework of the World Network of Biosphere Reserves" means the provisions setting out the conditions for the acceptance into, and the functioning of, the World Network of Biosphere Reserves adopted under 28C/Resolution 2.4 of the UNESCO General Conference in November 1995, and as may be amended from time to time; and
- (i) "UNESCO" means the United Nations Educational, Scientific and Cultural Organization, a Specialized Agency of the United Nations system.

1.02 Interpretation

In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- (d) words importing the masculine gender include the feminine and neuter genders and
- (e) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.03 Language

This by-law may be reproduced and translated in both the English and French languages. In that event and in the event of any conflict or inconsistency between the two, the English version shall prevail.

SECTION II GENERAL

2.01 Head Office

The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario subject to change by by-law sanctioned by at least 2/3 of the votes cast at a special meeting of members.

2.02 Corporate Seal

The corporate seal of the Corporation shall be such as the board of directors may by resolution from time to time approve.

2.03 Fiscal Year

The fiscal year of the Corporation shall be March 31st or as otherwise determined by the board of directors.

2.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

2.05 Banking

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof 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.

2.06 Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members. The auditor shall hold office until the next following annual meeting provided, however, the board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors. The auditor may not be a director, officer or employee of the Corporation, unless the consent of all members has been obtained.

2.07 Operating Rules and Procedures

The board of directors may prescribe operating rules and procedures not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in this by-law as they may deem expedient.

2.08 Rules of Order

The procedure during meetings of the Corporation and related governance questions will be determined using the order of precedence and rules referred to in the material and governing documents below:

- (a) The Act;
- (b) The letters patent;
- (c) The by-laws of the Corporation;
- (d) The operating rules and procedures; and
- (e) Robert's Rules of Order, 10th edition or if a more current version exists, the most current version of Robert's Rules of Order.

SECTION III **MEMBERS**

3.01 Membership Categories

There shall be three (3) categories of members in the Corporation, namely, Active members, Associate members and Honorary members. The board of directors will approve the admission of the members of the Corporation or it may designate a committee or officer of the Corporation with authority to admit members in the manner described in the by-laws and operating rules and procedures. It is a condition of membership in the Corporation that members meet and continue to meet the criteria for membership described in the by-laws and that they comply with the letters patent, by-laws, policies and operating rules and procedures of the Corporation.

The following classes of members are hereby established:

- (a) Active Members
 - (i) Active membership shall be available to Biosphere Reserves in Canada upon application and acceptance into Active membership in the Corporation.
 - (ii) Each Active member shall notify the Corporation in accordance with the operating rules and procedures regarding the name and contact particulars of its member delegate who will act as the single point of contact between the member and the Corporation, as well as any changes in the name and contact particulars. Such member delegate shall automatically become a director of the Corporation in accordance with Section 5.04 .
 - (iii) Each Active member is entitled to receive notice of, attend and vote at all meetings of members and each Active member shall be entitled to one (1) vote at meetings of the members of the Corporation.
- (b) Associate Members
 - (i) Associate membership shall be available to the Committee on Man and the Biosphere (MAB) and the Canadian Commission for UNESCO, government and university representatives, companies and technical experts. Associate membership shall also be available to organizations that have submitted an

application for the creation of a new Biosphere Reserve pending UNESCO approval of Biosphere Reserve status. Upon receipt of approval as a Biosphere Reserve, membership in the Corporation shall be transitioned to Active membership upon notice to the member.

- (ii) Each Associate member shall notify the Corporation in accordance with the operating rules and procedures regarding the name and contact particulars of its member delegate who will act as the single point of contact between the member and the Corporation, as well as any changes in the name and contact particulars.
 - (iii) An Associate member does not have the right to receive notice of, attend or vote at any meeting of the members. The board of directors may extend an invitation to Associate members to attend a members' meeting but they shall have no vote.
- (c) Honorary Members
- (i) The board of directors may, upon the recommendation of the nominating committee, designate and approve any person who has made an outstanding contribution to the Corporation as an Honorary member of the Corporation.
 - (ii) Honorary members may continue as such without the requirement for annual payment of dues.
 - (iii) An Honorary member does not have the right to receive notice of, attend or vote at any meeting of the members. The board of directors may extend an invitation to Honorary members to attend a members' meeting but they shall have no vote.

3.02 Membership Dues

Members shall be notified in writing of the membership dues, if any, at any time payable by them which shall be paid in accordance with the requirements set forth in the operating rules and procedures.

3.03 Membership Transferability

The interest of a member in the Corporation is not transferable.

3.04 Termination of Membership

Upon the recommendation of the board of directors, a member may be expelled as a member of the Corporation upon confirmation by a vote of two-thirds (2/3) of the votes cast at a special general meeting of members. Before any such expulsion becoming effective, the chair shall provide a minimum of twenty (20) days notice of expulsion to the member and shall provide reasons for the proposed expulsion. The member may

make written submissions to the chair 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 may proceed to notify the member that the member is expelled from membership in the Corporation. Where 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 ten (10) 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.

3.05 Resignation of Members

Any member may resign as a member by delivering a written resignation to the chair of the board of the Corporation. A resignation shall be effective from the date specified in the resignation.

SECTION IV **MEETINGS OF MEMBERS**

4.01 Annual Meetings

Subject to the by-laws, the board shall call, at such date and time as it determines, an annual meeting of members. The annual meeting of members shall take place at the annual gathering of the Corporation referred to in Section 7.04 and will be chaired by the outgoing chair of the Corporation. The annual meeting of members will include the following agenda items:

- (a) Report from the chair;
- (b) Receipt of financial statements and report of the auditors;
- (c) Approval of minutes of previous annual general meeting;
- (d) Appointment of auditors;
- (e) Approval of meetings by teleconference;
- (f) Other business.

4.02 Special Meetings

The board of directors may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 51% of the voting rights.

4.03 Place of Meetings

Subject to compliance with Section 102 of the Act, meetings of the members may be held at any place within Canada or, if a majority of the members so agree, outside Canada.

4.04 Special Business

All business transacted at a special meeting or an annual meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of officers and reappointment of the incumbent auditor constitutes special business.

4.05 Notice of Meetings

Notice of the time and place of a meeting of members shall be provided in the manner provided in Section 10.01 of this by-law to the following:

- (a) each member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the board of directors or failing which, in accordance with the Act);
- (b) each director; and
- (c) the auditor of the Corporation

in the case of the annual general meeting of members not less than sixty (60) days before the meeting is to take place and in the case of a special meeting of members, not less than fourteen (14) days before the meeting it to take place. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any resolution or by-law to be submitted to the meeting. Notice of a meeting of members must remind members that they have the right to vote by proxy.

4.06 Waiving Notice

A member and any other person entitled to attend a meeting of members may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person 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.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, the letters patent or by-laws of the Corporation to be present at the meeting. Any other person may be

admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

4.08 Chair of the Meeting

In the event that the chair of the board and the vice-chairs 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.

4.09 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the Active members present at the meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.10 and/or 4.11, by telephonic and/or by other electronic means.

4.10 Participation at Meeting by Telephone

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

A written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the members.

4.11 Participation at Meetings by Other Electronic Means

Any person entitled to attend a meeting of members may participate in the meeting using other electronic or other communications facility permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the board of directors of the Corporation has addressed the procedure for establishing quorum and recording votes;
- (b) the Corporation makes available such a communication facility or the person in question has access to such a communication facility; and
- (c) each person has consented in advance to meeting by such means and a written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the members.

A person participating in the meeting by any such means shall be deemed to have been present at that meeting.

4.12 Adjournment

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

4.13 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every member entitled to vote at a meeting of members may vote by either of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who must be members of the Corporation, as the member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- (b) except where the Act requires a meeting of members with respect to the matter to be voted on by the members, by using a mailed-in ballot in the form provided by the Corporation; or
- (c) by means of a telephonic, electronic or other communication facility in accordance with section 4.10 and 4.11.

4.14 Consensus Decision-Making

Decisions at meetings of members shall be made by consensus. For the purposes of this by-law, consensus shall be achieved when no member objects to the matter at issue. Should the chair determine after a reasonable amount of time that consensus will not be reached regarding a particular matter, the chair may refer the matter to a vote. In that event, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by this by-law. The chair of the meeting shall have the right to exercise a casting vote in accordance with any process set out in the operating rules and procedures. If the chair does not exercise a casting vote, then any tie vote shall be considered a lost vote.

4.15 Show of Hands

Subject to the Act and this by-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

4.16 Ballots

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the letters patent, the board of directors shall supervise the management of the activities and affairs of the Corporation.

5.02 Number

There shall be a minimum of five (5) directors of the Corporation. The precise number of directors of the Corporation from time to time shall be equivalent to the number of Biosphere Reserves that are Active members of the Corporation.

5.03 Qualifications

Each director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes incapable and is so found, such person shall thereupon cease to be a director. A director must be and remain a member delegate of an Active member of the Corporation.

5.04 Appointment and Term

Subject to the provisions of this by-law, the board of directors of the Corporation shall be comprised of the incumbent member delegates appointed by the Active members of the Corporation. Upon the appointment of a member delegate by an Active member, the member delegate shall automatically become a director of the Corporation. A director shall hold office until the appointment of a replacement member delegate by the appointing Active member in accordance with Section 3.01(a)(ii). Directors shall be eligible for re-appointment without limitation.

5.05 Consent

A director who is elected or appointed must consent to hold office as a director by:

- (a) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or

(b) by acting as a director pursuant to such person's election or appointment.

5.06 Vacancy in Office

A director ceases to hold office when the director dies, resigns, is removed from office by the Active member that appointed the director, or becomes disqualified to serve as director.

5.07 Resignation

A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.08 Removal

Subject to the Act, each appointing Active member may remove its member delegate as a director at any time and may appoint a replacement member delegate to fill the resulting vacancy.

5.09 Filling Vacancies

Subject to Section 5.08 above and to the provisions of the Act, any other vacancy on the board may be filled for the remainder of its term by the Active member appointing a replacement member delegate as a director.

5.10 Remuneration and Expenses of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties in accordance with any rules set forth in the operating rules and procedures.

SECTION VI
COMMITTEES

6.01 Executive Committee

The executive committee shall be comprised of the chair of the board, 1st vice-chair, 2nd vice-chair, the secretary and the treasurer. The chief executive officer of the Corporation shall be a member of the executive committee, *ex-officio*, with no vote. The past-chair may be invited to attend executive committee meetings but shall not have a right to vote. The executive committee shall exercise such powers as are authorized by the board of directors. The executive committee may not take any action to modify any action or decision of the board. A quorum at any meeting of the executive committee shall be a

majority of its members. Meetings shall be held on not less than fourteen (14) days notice to the committee members. Subject to the by-laws and any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. Executive committee members shall be subject to removal by resolution of the board of directors.

6.02 Nominating Committee

There shall be a nominating committee which shall be appointed by the executive committee annually. The nominating committee shall consist of at least three (3) individuals and shall not include the chair of the board. The committee shall appoint a chair of the committee from among its members. The nominating committee will carry out its duties in accordance with these by-laws and any applicable requirements of the operating rules and procedures. The committee will:

- (i) solicit from among the members of the Corporation the names of potential candidates to fill officer positions of the Corporation (not including the chief executive officer) and if considered desirable, to make recommendations for Honorary membership in the Corporation;
- (ii) provide an interim report to the executive committee each year and a final report to the board, along with any required information, no later than sixty (60) days before the annual general meeting and to participate in presentation of the report at the annual general meeting in each year; and
- (i) fulfil such other duties, including following such procedural and other requirements in carrying out its mandate as may be directed by the board of directors by resolution or as provided in the operating rules and procedures.

Nominating committee members shall be subject to removal by resolution of the board of directors. Meetings shall be held on not less than fourteen (14) days notice to the committee members. Nominating committee members shall not be entitled to receive remuneration for serving as such but shall be entitled to be reimbursed for any reasonable expenses incurred by them in the exercise of their duty in accordance with any policies adopted by the board of directors.

6.03 Finance Committee

The board of directors may annually appoint a finance committee comprised of such individuals as the board may from time to time determine. Meetings shall be held on not less than fourteen (14) days notice to the committee members. All members of the finance committee shall be directors of the Corporation except that the chief executive officer of the Corporation shall be a non voting member of the committee. The precise duties of the finance committee shall be established by the operating rules and procedures. Finance committee members shall be subject to removal by resolution of the

board of directors.

6.04 Other Committees

The board may, by resolution, establish or repeal standing committees and *ad hoc* committee of the Corporation at its discretion. The board of directors shall appoint the members of each committee and the chairs of such committees. Meetings shall be held on not less than fourteen (14) days notice to the committee members. The mandate, work, procedural rules and reporting requirements applying to each of the standing committees of the Corporation shall be detailed in the operating rules and procedures. Any committee member may be removed by resolution of the board of directors.

SECTION VII **MEETINGS OF DIRECTORS**

7.01 Place of Meetings

Meetings of the board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the board may determine.

7.02 Calling of Meetings

Meetings of the board may be called by the chair of the board, a vice-chair of the board or any two (2) directors at any time.

7.03 Notice of Meeting

Except in the case of the annual gathering of the Corporation referred to in Section 7.04 which meetings require not less than sixty (60) days advance notice to the directors and members to be given in the manner described in this by-law, meetings of the board of directors shall require not less than fourteen (14) days notice before the meeting is to take place. Notice of any meeting shall be served in the manner specified in Section 10.01 of this by-law. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.04 Corporation's Annual Gathering

There will be an annual gathering of the Corporation which will consist of:

- (a) A meeting of the board of directors to be chaired by the outgoing chair and the agenda for which will address the finishing of business of the current year, including approval of the financial statements;
- (b) The annual general meeting of members at which the financial statements will be presented to the members and the other business referred to in Section 4.01 will be transacted; and
- (c) A meeting of the board of directors to be chaired by the newly elected chair which meeting will address priorities, plans and budget for the coming year.

7.05 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

7.06 Regular Meetings

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

7.07 Quorum

A majority of the directors in office shall form a quorum for the transaction of business. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 7.08 and/or 7.09 below, by teleconference and/or by other electronic means.

7.08 Participation at Meeting by Telephone

The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation. A written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the board and/or committees of the board.

7.09 Participation at Meeting by other Electronic Means

The directors may, if all are in agreement and have provided their written consent, participate in a board meeting using such electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the board of directors of the Corporation has addressed the procedure for establishing quorum and recording votes; and
- (b) each director has equal access to the specific means of communication to be used.

A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the board and/or committees of the board.

7.10 Chair of the Meeting

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

7.11 Votes to Govern

Each director is authorized to exercise one (1) vote. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not vote except to break a tie vote.

7.12 Disclosure of Interest

A director or officer of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or committees of directors, the nature and extent of any interest that the director or officer has in any material contract or material transaction whether made or proposed, with the Corporation if the director or officer:

- (a) is a party to the contract or transaction,
- (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction or
- (c) has a material interest or may acquire a material interest in a party to the contract or transaction.

Disclosure shall be made at the time and in the manner required by the Act, and a director or officer so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

SECTION VIII **OFFICERS**

8.01 Chief Executive Officer

The board of directors may engage a chief executive officer of the Corporation who shall hold office in accordance with the terms of such person's contract of engagement with the Corporation. The chief executive officer shall be *ex-officio* non-voting members of all committees of the Corporation. The chief executive officer shall have full power to manage and direct the business and affairs of the Corporation subject to any limitations imposed by the board of directors, and to employ and discharge agents and employees of the Corporation. The chief executive officer shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the board all information it may require regarding the affairs of the Corporation.

Without restricting the generality of the foregoing, the chief executive officer shall:

- (a) keep or have kept the minutes of the proceedings of the Corporation, have the care and custody of its records and attend to the preparation of reports, including financial reports on receipts and disbursements and make all necessary filings with the government by their respective due dates;
- (b) be responsible for the development of a business plan to accompany the strategic plan for review and approval by the board;
- (c) be responsible for development and management of the Corporation's programs in accordance with the budget approved by the board;
- (d) fix the remuneration to be paid to agents and employees of the Corporation, unless otherwise determined by the board.
- (e) perform such other duties as shall be prescribed from time to time by the board and in general attend to all matters pertaining to the welfare of the Corporation and its members;

Any duties of the Secretary of the Corporation may be delegated by the board of directors to the chief executive officer. The chief executive officer may resign from the position of chief executive officer by delivering a written resignation to the chair of the Corporation or as may otherwise be provided in such person's contract of engagement with the Corporation.

8.02 Other Officers and Duties

The directors may designate the offices of the Corporation and appoint officers for the terms specified below and with reference to the report of the nominating committee. In the event that two (2) or more candidates are running for the same position, the vote may,

in the discretion of the chair, proceed by way of secret ballot. The board may specify the duties of officers and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. Officers may not hold more than one office at a time and officers shall be eligible for re-appointment without limitation.

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a director. The chair will hold office for a term of two (2) years from the date of appointment or until the chair's successor assumes the office. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors (with the exception of the nominating committee), if any, and the members. Any other specific duties of the chair shall be as provided in the operating rules and procedures. Subject to clause (d) below, the chair of the board shall automatically become the past-chair on the expiration of the chair's term of office. In the event of a vacancy in the position of chair, the 1st vice-chair of the board shall assume the position of chair and serve for the balance of the unexpired term of the chair.
- (b) **1st Vice-Chair of the Board** - The 1st vice-chair of the board, if one is to be appointed, shall be a director. The 1st vice-chair will hold office for a term of two (2) years from the date of appointment or until the 1st vice-chair's successor assumes office. If the chair of the board is absent or is unable or refuses to act, the 1st vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members. Any other specific duties of the 1st vice-chair shall be as provided in the operating rules and procedures. In the event of a vacancy in the position of chair of the board, the 1st vice-chair of the board shall assume the position of chair and serve for the balance of the unexpired term of the chair.
- (c) **2nd Vice-Chair of the Board** - The 2nd vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board and 1st vice-chair of the board are absent or unable or refuse to act, the 2nd vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors, committees of directors, if any, and the members. Any other specific duties of the 2nd vice-chair shall be as provided in the operating rules and procedures.
- (d) **Past-Chair** – The past-chair will be a non-voting director and will hold office until the conclusion of the incumbent chair's term of office. The past-chair may be invited to attend meetings of the executive committee of the Corporation in a non-voting advisory capacity and will carry out such other duties as may be prescribed by these by-laws and by the board of directors. The immediate past chair of the board shall automatically become the past-chair on the expiration of the chair's term of office unless the immediate past-chair declines to hold such

position. In the event of a vacancy in the position of past-chair, the most immediate and available past-chair shall assume the balance of the unexpired term of the office of past-chair.

- (e) **Secretary** - The secretary, when in attendance, shall be the secretary of all meetings of the board, members and committees of the board and, whether or not the secretary attends, the secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the auditor and members of committees; the secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation. Any other specific duties of the secretary shall be as provided in the operating rules and procedures.
- (f) **Treasurer** - The treasurer will hold office for a term of two (2) years from the date of appointment or until a successor is appointed. The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the board an account of all such person's transactions as treasurer and of the financial position of the Corporation. Any other specific duties of the treasurer shall be as provided in the operating rules and procedures.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

8.03 Transition Provision

The officers referred to in Section 8.02 who are in office as of the date of approval of this by-law by Industry Canada shall continue in office for the balance of their unexpired terms. For greater certainty, the term of office of the incumbent chair of the board shall continue until the board of directors' meeting in June, 2011 at which the officers of the Corporation are appointed or officer positions are assumed as provided in Section 8.02.

8.04 Removal from Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation.

8.05 Vacancy in Office

Subject to Sections 8.02 and 8.03, and unless removed in accordance with Section 8.04, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed or assuming office,
- (b) the officer's resignation,

(c) such officer ceasing to be a director (if a necessary qualification of this appointment) or

(d) such officer's death,

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

8.06 Remuneration of Officers

With the exception of the chief executive officer of the Corporation and any other officer who holds office pursuant to a contract of engagement with the Corporation, officers shall serve as such without remuneration; provided that an officer may be reimbursed for reasonable expenses incurred by the officer in the performance of the officer's duties.

SECTION IX **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

9.01 Limitation of Liability

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

9.02 Indemnity of Directors and Officers

Subject to the Act, the Corporation may indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

9.03 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section.

SECTION X NOTICES

10.01 Method of Giving Notices

Any notice, communication or other document required to be given by the Corporation to a member, director, officer, or auditor of the Corporation pursuant to the Act, the letters patent or by-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary.

10.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the date for which notice is given shall be included.

10.03 Omissions and Errors

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

10.04 Waiver of Notice

Any member, director, officer, member of a committee of the board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

**SECTION XI
BY-LAWS**

11.01 By-laws

The board of directors may from time to time enact by-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, by-laws providing for applications for supplementary letters patent, and may from time to time by by-law amend, repeal or re-enact the by-laws but no by-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same and the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.

ENACTED this 16th day of February 2010.

Chair

Secretary