



Municipalities

Newfoundland and Labrador

By-Laws

2023

PREAMBLE

Whereas:

- A. The Newfoundland and Labrador Federation of Municipalities (the “**Corporation**”) was incorporated under The Companies Act (NL) on September 24, 1976;
- B. The Corporation was continued under the Corporations Act (NL) by Articles of Continuance filed on December 31, 1987;
- C. The Corporation changed its name to Municipalities Newfoundland & Labrador Inc. by Articles of Amendment filed on January 28, 2008; and
- D. By a special resolution passed at the Annual General Meeting on ●, the Members of the Corporation have approved of these By-Laws to replace the By-Laws of the Corporation dated December 2019, as amended.

ARTICLE 1: INTERPRETATION

1. Definitions

In these By-Laws, the following capitalized words shall have the meanings ascribed below:

“**Act**” means the Corporations Act, RSNL 1990 c C-36, as amended;

“**Annual General Meeting**” means the Annual General Meeting of the Members of the Corporation;

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

“**Board**” means the Board of Directors of the Corporation;

“**By-Laws**” means these By-Laws of the Corporation as amended from time to time;

“**Corporation**” means Municipalities Newfoundland & Labrador Inc.;

“**Directors**” means the directors of the Corporation as elected or appointed from time to time;

“**Holiday**” has the definition ascribed thereto in the Interpretation Act, RSNL 190 c I-19;

“**Member**” means any person described in ARTICLE 2: D.1 holding a membership in the Corporation in good standing.

“**Officer**” means an officer as set out in ARTICLE 4: 1 of these By-Laws;

“**Province**” means the Province of Newfoundland and Labrador.

2. Numbers

Words importing the singular number shall include the plural number and words importing the plural number shall include the singular number.

3. Headings

The headings used in these By-Laws are for convenience of reference only and shall not affect their interpretation.

4. Paramountcy of the Corporations Act

These By-Laws are supplementary to the Act and shall be valid only in so far as they are not inconsistent with the provisions of the Act or other applicable legislation. To the extent that there are any inconsistencies or conflicts, the Act shall prevail.

5. Gender

Where possible, gender-specific pronouns have been avoided, and the singular “they” and its other grammatical forms (“them”, “themselves”, and “their”) will be used to refer to indefinite pronouns and singular nouns.

Otherwise, and except where the context requires otherwise, words importing the feminine or masculine gender will be read in accordance with the Interpretation Act, RSNL 1990, c I-19, as amended.

ARTICLE 2: MEMBERSHIP

1. Members

Any municipality, regional government, city, indigenous community government or First Nations community incorporated or existing under an act of the legislature of the Province shall be eligible for membership in the Corporation.

2. Rights and Privileges of Membership

A Member shall have the right to attend and to vote at meetings of the Members in accordance with the provisions hereof.

3. Removal of Members

The Board shall have the right by resolution passed by a majority of the Directors, to remove any Member from the Corporation at anytime for reason of non-payment of membership dues.

4. Renewal of Membership

Any Member who has forfeited membership in the Corporation by reason of non-payment of membership dues or otherwise may be re-instated as a Member upon payment of the current and outstanding unpaid dues.

5. Membership Fees

The annual dues of memberships of all classes shall be determined by the Board and published annually.

6. Payment of Fees

Membership dues shall be payable in full on the day that a person described in ARTICLE 2: 1 becomes a Member and thereafter on January 1st of each year. All membership dues shall be paid in full when due for a Member to be considered in good standing.

ARTICLE 3: BOARD OF DIRECTORS

1. Powers of Board

The Board shall be a governance board responsible for managing the business affairs of the Corporation and setting the policies of the Corporation.

2. Policies of the Corporation

The Board shall ensure that the Corporation has at all times a policy or policies which address, at a minimum, ethical conduct, conflict of interest, respectful workplace and harassment applicable to Members, Directors, Officers, and employees of the Corporation.

3. Number of Directors

The Board shall consist of not less than three and not more than the maximum number of Directors authorized by the Articles of the Corporation from time to time.

4. Quorum

No business shall be transacted at any meeting of the Board or a committee of the Board unless a majority of the Directors then elected or appointed to the Board or committee, as the case may be, are present at the commencement of such meeting.

5. Power to Delegate

Except as provided by the Act, the Board may, in its absolute discretion, delegate any of its powers to committee(s) (on a continuing or ad hoc basis) or to individual(s). Any individual so empowered or committee so formed shall in the exercise of the powers so delegated, conform to any resolutions or directions that may from time to time be imposed upon it by the Board.

6. Qualification

A nominee for the office of Director shall:

- (a) be at least nineteen years of age;
- (b) be a member of a council of a Member in good standing;
- (c) be of sound mind and not have the status of bankrupt; and
- (d) not be a current Member of the House of Assembly, Member of Parliament, or elected member of any other provincial legislature.

Should a Director no longer meet the foregoing criteria before the end of their term as a Director, the Director shall cease to be a Director, except in the case of:

- (a) the Immediate Past President no longer being a member of a council of a Member, in which case the Immediate Past President shall be permitted to continue their duties as a Director until their term expires; and
- (b) a Director who is not re-elected in a municipal general election, in which case the Director shall be permitted to continue their duties as a Director until their successor is elected at the next Annual General Meeting.

7. Election and Term

The Board shall be elected for a two-year term of office. One half of the Board positions shall be open for election at each Annual General Meeting. Board members will hold office until the Annual General Meeting at which their term expires or until their successors have been duly elected.

The Board shall consist of and be elected as follows:

- (a) A **President**, who shall be elected at large by Members at each alternate Annual General Meeting.
- (b) A **Vice-President**, who shall be elected at large by Members at each alternate Annual General Meeting.
- (c) Seven **Regional Directors** who shall represent the various regions of the Province as determined by the Board from time to time and who shall be elected by the Members representing municipalities within such regions at each alternate Annual General Meeting.
- (d) An **Urban Municipalities Director**, who shall be elected by the Members representing municipalities with populations of 3,000 or greater based on the most current Census at each alternate Annual General Meeting.
- (e) A **Small Towns Director**, who shall be elected by the Members representing municipalities with a population of less than 3,000 based on the most current Census at each alternate Annual General Meeting.
- (f) An **Immediate Past President**, who shall be the individual whose term as President has just concluded. The Immediate Past President is a non-voting, ex-officio role with a term of two years.
- (g) Three Professional Directors, who shall be elected at each Annual General Meeting for a term of one year as more particularly set out below.

For any Board position (except for the Professional Director) where more than one candidate is presented, the election of that Board position shall be by secret ballot. For any Board position where only one candidate is presented, that candidate shall be acclaimed and shall assume that particular position on the Board.

8. Professional Directors

There shall be three positions on the Board which shall be filled by individuals with specific professional expertise (each a "**Professional Director**") as follows:

- (a) One position shall be filled by an individual experienced in the areas of finance or accounting;
- (b) One position shall be filled by an individual experienced in the law; and
- (c) One position shall be filled by an individual experienced in human resources.

A Professional Director may, but need not be, a member of a council of a Member. Where only one qualified candidate is nominated for any of the three Professional Director positions, such candidate shall be acclaimed and shall assume the position on the Board. Where more than one qualified candidate is nominated for a Professional Director position, an election shall be conducted for such position by secret ballot. Where no qualified candidate is nominated for a Professional Director position, the position shall remain vacant until the next meeting of the Members. Each of the Professional Director positions shall be for a term of one year, but each incumbent shall be eligible for re-election at each Annual General Meeting.

9. Nominations for Elections at Annual General Meetings

- (a) The chief executive officer of the Corporation (the “**Chief Executive Officer**”) shall publish the Board positions that are to be filled at the next Annual General Meeting pursuant to ARTICLE 3: 7 and the nomination period for such positions shall open fifty business days prior to the Annual General Meeting and shall close twenty-one business days prior to the Annual General Meeting (the “**Nomination Period**”). No nominations will be accepted outside the Nomination Period. At the end of this Nomination Period, the Chief Executive Officer shall provide a list of all nominees for each position to each Member.
- (b) Nominations for a Professional Director position shall be accompanied by the nominee’s current curriculum vitae. The Chief Executive Officer shall review the nominee’s curriculum vitae to confirm whether the nominee has the requisite experience for the Professional Director position to which the nominee is seeking election.
- (c) A nominee for the Board who, prior to the Annual General Meeting, is elected to the House of Assembly, Parliament, or any other provincial legislature, shall immediately cease to be a nominee for the Board.
- (d) The Chief Executive Officer shall announce the nominees at a time set aside for this purpose at the beginning of the Annual General Meeting.

10. Leave of Absence during Political Candidacy

A Director who becomes a candidate in a provincial or federal election or by-election shall take a leave of absence from the Board as soon as their candidacy is declared until the election or by-election, as the case may be, is concluded. Should the Director be elected in such election or by-election, they shall be deemed to have resigned from the Board as of the date of such election. Should the Director not be elected in such election or by-election, they shall be permitted to resume their role on the Board for the duration of their term.

11. Removal of Directors

Directors of the Corporation are to serve with honesty, integrity and in the best interests of the Corporation. Directors shall at all times comply with all policies of the Corporation, including but not limited to, any code of conduct adopted by the Board pursuant to ARTICLE 9: . In the case that the Board receives an allegation that a Director has breached their duties to the Corporation or violated a policy of the Corporation, the remaining members of the Board not subject to the allegation, may, but is under no obligation to, investigate the allegation in any manner that it deems appropriate. In the case that the Board determines that the Director has breached their duties to the Corporation or violated a policy of the Corporation, the Board may:

- (a) Request that the Director refrain from the conduct causing the violation;
- (b) Request that the Director refrain from voting on a matter in which they would be in a conflict of interest;
- (c) Request that the Director resign; or
- (d) Call a special meeting of Members to vote on the removal of the Director.

12. Vacancies

Should the President become unable or unwilling to continue in office, the Vice-President shall assume the office of the President. Should any position on the Board, with the exception of the President, become vacant the position shall remain unfilled until the next Annual General Meeting. In the case that a Board position with a two-year term becomes vacant in the first year of the term, the position shall be filled at the next Annual General Meeting for the one year remaining of the initial term.

13. Calling of Meetings

The Board shall meet as often as the business of the Corporation may require but not less than three times per year. A call for a meeting of the Board will be by direction of the President, Vice-President or at the written request of any two Directors. Notice of meetings shall be sent to the Directors at least forty-eight hours in advance of the meeting excluding any part of a Holiday. Notice of a meeting of the Board shall be deemed to be waived if all of the Directors are present and do not object to the holding of the meeting, or those absent have waived notice of or have otherwise consented to the hold of such meeting.

14. First Meeting of the New Board

Each newly elected Board may, without notice, hold its first meeting for the purpose of organization immediately following the meeting of the Members at which such Board was elected, provided a quorum of Directors is present.

15. Adjourned Meeting

Notice of an adjourned meeting of Directors is not required if the time and place of the reconvening of the adjourned meeting is announced at the original meeting.

16. Chairperson

The President, or in their absence the Vice-President, or in their absence a Director chosen by the Directors at the meeting shall be the chairperson of any meeting of the Board.

17. Participation by Telephone or Electronic Means

A Director may participate in any meeting of the Board by means of telephone, video-conferencing technology or other similar means as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

18. Votes to Govern

At all meetings of the Board, a resolution supported by not less than two-thirds of the Directors in attendance at a duly constituted meeting of the Board is required to adopt any motion that:

- (a) is listed in Robert's Rules of Order Newly Revised as requiring a two-thirds vote;
- (b) involves major financial decisions including but not limited to adoption of or revision to the annual operating budget, and acquisition or disposal of major assets; or
- (c) would have the result of hiring or dismissing the Chief Executive Officer.

All other motions before the Board shall be decided by a majority of the votes cast on the question at a duly constituted meeting of the Board.

19. Remuneration of Directors

The Directors shall not be paid remuneration for services rendered in performance of their duties as members of the Board but shall receive reasonable per diem expenses and travelling expenses for attendance at all meetings and incurred in the performance of their duties as members of the Board, provided that claims are properly vouchered and submitted to the Chief Executive Officer for payment.

20. Transaction of Business by Signature

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board duly called, constituted and held for that purpose.

21. Declaration of Interest

Every Director or Officer of the Corporation who is a party to a material contract or a proposed material contract with the Corporation or who is the director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of the Board, the nature and extent of their interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and that Director shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act.

22. Avoidance Standards

A material contract between the Corporation and one or more of its Directors or Officers or between the Corporation and another person of which a Director or Officer of the Corporation is a director or officer or in which they have a material interest is neither void or voidable by reason

only of that relationship or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of the Board that authorized the contract, provided that the Director disclosed their interest in accordance with ARTICLE 3: 21 and the contract was approved by the Directors or the Members and it was reasonable and fair to the Corporation at the time it was approved.

23. Protection of Directors and Officers

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by the error of judgement or oversight on his part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relation thereto unless in or as a result of any action, suit or proceeding is adjudged to be in breach of any duty or responsibility imposed on him under the Act or under any other statute.

24. Indemnity of Directors and Officers

The Corporation shall indemnify the Directors and Officers of the Corporation, former Directors and Officers of the Corporation and any person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor (an "**Affiliated Corporation**") and their heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgement reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they have been made a party by reason of being or having been a Director or Officer of the Corporation or director or officer of an Affiliated Corporation provided that:

- (a) they acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

25. Other Indemnity

The Corporation shall also indemnify such Directors or Officers who have been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the Corporation or Affiliated Corporation against all cost, charges and expenses reasonably incurred by them in respect of such action or proceeding.

26. Insurance for Directors and Officers

The Corporation shall purchase and maintain insurance for the benefit of any Director or Officer against liabilities, costs, charges and expenses sustained or incurred by such Director or Officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise

in comparable circumstances except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation.

27. Regulation of Meetings

The Board shall provide for the regulation and conduct of its meetings and those of the Members and proceedings for the transaction of business.

28. Geographic Areas

For the furtherance and more efficient implementation of the objects of the Corporation and for the purposes of electing Directors, the Province shall be divided into not less than seven regions, the boundaries of which shall be fixed by the Board. Board may, from time to time, in consultation with the Members, define, re-define, restrict, combine, divide, or merge the boundaries thereof if it deems it in the best interest of the Corporation.

ARTICLE 4: OFFICERS AND COMMITTEES

1. The Officers

The Officers of the Corporation shall be a President, a Vice-President, the Chairperson of the Finance and Administration Committee and the Chief Executive Officer who shall hold the offices of Secretary and Treasurer.

2. The Executive Committee

There shall be an Executive Committee of the Board consisting of the Officers.

3. Immediate Past President Role

The Immediate Past President shall provide support to the Board, as requested by the President from time to time. The attendance of the Immediate Past President at meetings of the Executive Committee shall be at the discretion of the President.

4. President

The President shall hold office until the election of their successor. The President shall, when present, preside at all annual and special meetings of the Corporation and shall be chairperson of the Board, and shall be charged with the general supervision of the business and affairs of the Corporation and shall perform such further duties as are usual and customary to the office of President.

5. Vice-President

During the absence or inability of the President, the duties and powers of the President shall be performed and exercised by the Vice-President. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate or the Board may prescribe.

6. Chief Executive Officer

The Chief Executive Officer shall have the general management and direction, subject to the authority of the Board and the supervision of the President, of the Corporation's business and affairs and such further and other responsibilities as the Board may delegate from time to time.

7. Hiring of Chief Executive Officer

The Board shall be responsible for hiring the Chief Executive Officer of the Corporation. The Executive Committee shall be delegated the responsibility to manage the recruitment process and to make hiring recommendations to the Board. Before commencement of the recruitment process, the Board shall give the Executive Committee clear directions as to its mandate and procedure, including consideration for the following (i) the engagement of a professional recruitment advisor, (ii) confidentiality of the recruitment process, and (iii) the expectations of the Board.

8. Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as considered advisable.

9. Standing Committees

The following shall be the standing committees of the Corporation:

- (a) the **Advocacy Committee** whose mandate is to act in an advisory capacity to provide strategic input into and feedback on the Corporation's advocacy planning and key advocacy initiatives. This committee shall review resolutions put forward by Members and provide recommendations to the Board prior to the Annual General Meeting;
- (b) the **Membership Committee** whose mandate is to advise the Board on membership services through regular monitoring and review of existing services, fee structures and member categories. In addition, this committee shall provide recommendations for membership services to the Board for consideration;
- (c) the **Small Towns Advisory Committee** whose mandate is to provide a venue for discussion of issues of common concern to communities of 3,000 people or fewer. This committee shall provide advice to the Small Towns Director and apply a small towns lens to activities of the Corporation;
- (d) the **Urban Municipalities Committee**, whose mandate is to provide a venue for discussion of issues of common concern to communities with populations of 3,000 people or more;
- (e) the **Youth Committee**, whose mandate is to act in an advisory capacity and provide strategic input to support young people in municipal governance, encourage young people to consider joining municipal councils, and encourage municipal civic engagement among children and young adults;
- (f) the **Committee for Women and Gender Diverse Individuals**, whose mandate is to support women and gender diverse individuals who are elected to municipal councils or work for a municipal government.

The chair of the Small Towns Advisory Committee shall be the Small Towns Director, or in their absence a person appointed by the Board, and the chair of the Urban Municipalities Committee shall be the Urban Municipalities Director, or in their absence a person appointed by the Board. The chairs of all other committees shall be appointed by the Board.

10. Task Committees

The Board may appoint task committees from time to time as it deems necessary or desirable to carry out or further the objectives of the Corporation. The Board shall appoint a chairperson and the members of each committee and decide its terms of reference. All other matters relating to the time and place of meeting and functions shall be decided by the committee.

ARTICLE 5: MEETINGS OF MEMBERS

1. Meetings of the Membership

The Annual General Meeting shall be held at such place within the Province, including via telephone, electronic means or other method of communication, as the Directors may determine, for the purpose of hearing and receiving the financial reports and statements and any other documentation as required to be read and laid before the Members at any annual meeting; electing Directors; appointing, if necessary, the auditor; fixing or authorizing the Board to fix their remuneration; and the transaction of such other business as may properly be brought before the Annual General Meeting.

2. Special Meeting

Special meetings of the Members may be called at any time by the President, the Board, or on a requisition signed by the representatives of twenty Members in good standing setting forth the purpose for which the meeting is to be called. If the meeting is called by the President or the Board, it shall be held at such a time and place as they decide and where it is called on a requisition, it shall be held within twenty-one days of the receipt of the requisition by the Board. In either event, the notice calling the meeting shall state the purpose for which the meeting is called and no other business shall be transacted or discussed at the meeting. If a quorum is not present at the special meeting, it shall be dissolved if called on the requisition and adjourned to a later date if called by the President or Board and notice of such later date shall be given to the Members.

3. Notice

Notice of any meeting of the Corporation, whether annual or special, shall be given by the Chief Executive Officer or the President by sending a copy to each Member by ordinary post or email not less than twenty-one days nor more than fifty days before the meeting.

4. Program

The program for the Annual General Meeting shall be prepared by the Board and shall be circulated to all Members not less than twenty-one days in advance of the meeting.

5. Delegates

Each Member may each appoint not more than two voting delegates to attend meetings of the Corporation as representatives of the Member and such representatives must be members of the

municipal council of the Member ("**Voting Delegate**"). Only those Voting Delegates duly appointed by the Member's council shall have voting privileges at a meeting of the Corporation. Such Voting Delegate shall present satisfactory credentials before voting on any matter at any meeting of the Corporation. A Voting Delegate has only one vote on each question presented at a meeting of the Corporation. A Voting Delegate may vote by proxy in such manner as the Board may determine in advance of the meeting.

6. Quorum

Quorum at any annual or special meeting of the Corporation shall be not less than thirty percent of the Members in good standing.

7. Votes to Govern

At all meetings of the Corporation every question shall, unless otherwise required by the Act, the Articles of the Corporation, or these By-Laws, be decided by the majority of the votes duly cast on the question.

8. Show of Hands

At all meetings of the Corporation, every question shall be decided by a show of hands unless a poll therein shall be required by the chairperson or be demanded by any Voting Delegate. Whenever a vote by show of hands shall have been taken upon a question, unless a poll therein be so requested or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number of proportions of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Corporation. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

9. Adjournment

The chairperson of a meeting of the Corporation may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE 6: OTHER

1. Computation of Time

In computing the date when notice must be given under any provision of the Articles of the Corporation or these By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting of other event shall be excluded.

2. Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

3. Waiver of Notice

Any Member, Director, Officer or auditor may waive any notice required to be given under any provision of Articles of the Corporation, these By-Laws, or the Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

4. Method of Giving Notice

Any notice, communication or other document to be given by the Corporation to a Member, Director, Officer, or auditor of the Corporation under any provision of the Articles of the Corporation or these By-Laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to them at their last address as recorded in the books of the Corporation or if sent by means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the books of the Corporation of any Member in accordance with any information believed by them to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

5. Procedure

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order which the Corporation may adopt.

6. Actioning Resolutions

The Board will report to the membership on the progress made in actioning resolutions no later than sixty days following the conclusion of the Annual General Meeting. Quarterly updates will be provided to the membership thereafter.

ARTICLE 7: CORPORATE SEAL AND EXECUTION OF DOCUMENTS

1. Registered Office

The Board may from time to time by resolution fix the location of the registered office of the Corporation within the place in the Province designated as such by the Articles of the Corporation.

2. Seal

The Corporation may have a seal which shall be adopted and may be changed by resolution of the Directors.

3. Execution of Instruments

Any two Officers shall have the authority to sign in the name and on behalf of the Corporation all instruments in writing and any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time

to time by resolution to appoint any other Officer or Officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing. Any signing officer may affix the seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

ARTICLE 8: FINANCIAL MATTERS

1. Financial Year

The fiscal year of the Corporation shall be from January 1st in one year to December 31st in the same year, or such other annual period as the Board may decide.

2. Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

3. Administration

All dues and other revenues of the Corporation shall be deposited in any chartered bank in Canada, designated by the Board, and the Chief Executive Officer shall furnish reports of the Corporation's revenue and expenditures to the President upon request.

4. Audit

The books and accounts of the Corporation shall be audited annually at such time as will permit the report of the auditors to be presented at the annual meeting of the Corporation in each year.

5. Signing Authority

Cheques and orders drawn upon the Corporation's bank account shall be signed by the Chief Executive Officer and such other person or persons as the Board may, by resolution, decide.

ARTICLE 9: CODE OF CONDUCT

All Members, Directors, Officers, and employees of the Corporation shall subscribe and adhere to any code of conduct adopted by the Board.

ARTICLE 10: AMENDING BY-LAWS

1. Amending By-Laws

These By-Laws may be amended at any properly constituted meeting of the Members of the Corporation by a two-thirds majority vote of the Voting Delegates present, provided that the amendment has been submitted in writing sixty days in advance of the meeting. Any amendment duly passed at any duly constituted meeting of Members shall be deemed to take effect immediately upon conclusion of the vote.

