

**COCA
BYLAWS
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Updated: June 2024

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PROPOSED

By-Law No. 1

CANADIAN ORGANIZATION OF CAMPUS ACTIVITIES

(the "Corporation")

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the **CANADIAN ORGANIZATION OF CAMPUS ACTIVITIES** upon the continuance of the Corporation under the provisions of the Canada Not-for-Profit Corporations Act S.C. 2009, c.23

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

SECTION 1 - GENERAL

1.1 Definitions

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

- a. **"Act"** means the *Canada Not-For-Profit Corporations Act, S.C. 2009, c. 23* including the Regulations made pursuant to the Act, as such statute or Regulations may be amended, restated or in effect from time to time.
- b. **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- c. **"Board"** means the board of directors of the Corporation, and **"Director"** means a member of the Board.
- d. **"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.
- e. **"Corporation"** means the Canadian Organization of Campus Activities or "COCA".
- f. **"meeting of members"** includes an annual meeting of voting members or a special meeting of voting members; and **"special meeting of members"**

includes a meeting of voting members. A “**meeting of all members**” includes a meeting of any class of member.

g. “**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

h. “**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.

i. “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time.

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

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “**person**” includes an individual, body corporate, partnership, trust, joint venture or unincorporated organization or organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

1.3 Severability

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.6 Financial Year End

The financial year end of the Corporation shall be the 31st day of December.

1.7 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.

1.8 Borrowing Powers

The Board may, without authorization of the members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

1.9 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided electronically on request, or physically by prepaid mail.

SECTION 2 – DIRECTORS

2.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles, being a minimum of three (3) to a maximum of twelve (12). The Board shall be composed of a fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution and powers of the Directors to determine the number, by resolution of the Board.

2.2 Election and Term of Office of Directors: Two Year Term

Subject to the foregoing, the members shall, by ordinary resolution, elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a two-year term expiring not later than the close of the second annual meeting of members following the election.

Directors may serve additional terms appointed to fill a vacancy left by a director who dies, resigns, or is removed.

Subject to the foregoing, if any director positions are not filled at the annual meeting of the members the board may choose to run a regional by-election to fill vacant director positions.

2.3 Election and Term of Office of Directors - One Year Term

Subject to the foregoing, if no nominations for two-year terms are received the members shall, by ordinary resolution, elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a one-year term expiring not later than the close of the subsequent annual meeting of members following the election. Directors may serve additional terms if appointed to fill a vacancy left by a director who dies, resigns, or is removed.

All Associate Member terms shall be one-year terms.

2.4 Election and Term of Office of Directors – Conference Chair: Two Year Term

The members shall at each annual meeting appoint one director, nominated by the board, of whom shall act as Conference Chair for a two-year term (first year as the “**Future Conference Chair**” and the second year as the “**Conference Chair**”) expiring not later than the close of the second annual meeting of members following the election.

The Conference Chair positions are voting ex-officio positions put forward by the board of directors. In the case of the Conference Chair not being appointed at the annual meeting the board shall appoint a suitable candidate at the earliest date to fill the position.

2.5 Qualification

Every director shall be at least eighteen (18) years of age and shall be a member of the Corporation or shall become a member of the Corporation within ten (10) days after election or appointment as director, provided that the National Conference Chairs shall be limited to a member of any of the Eastern, Central or Western Region.

2.6 Removal

The members of a corporation may by ordinary resolution at a special meeting remove any director or directors from office.

2.7 Filling Vacancy

A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed. A vacancy created by the resignation or death of a director may be filled by a quorum of directors.

2.8 Limit of Term

A member in good standing may run for a director position for a maximum of two consecutive terms. In the situation where no eligible nominations are put forward, a school or associate member in good standing may put their name forward for an additional term.

SECTION 3— MEETINGS OF DIRECTORS

3.1 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chairperson, the vice-chair or any two Directors at any time.

3.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this By-law to every Director of the Corporation not less than three days before the time when the meeting is to be held. 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. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

3.3 Regular Meetings of the Board of Directors

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, but no other notice shall be required for any such regular meeting except if subsection 136(3)

(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

3.4 Alternate Modes of Participation

Subject to the consent of all directors of the Corporation, a meeting of directors may be held by telephone conference, electronic or other means of communication as permit all directors to hear one another simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at the meeting.

3.5 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.

3.6 Committees of the Board of Directors

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

SECTION 4 – OFFICERS

4.1 Appointment of Officers

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

4.2 Description of Offices

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, shall have the following duties and powers associated with their positions:

- a. ***Chair of the Board*** – The chairperson of the Board, if one is appointed, shall be a Director. The chairperson of the Board, if any, shall,

when present, preside at all meetings of the Board and of the members. The chairperson shall have such other duties and powers as the Board may specify;

b. **Vice-Chair of the Board**— The vice-chair of the Board, if one is appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify;

c. **Secretary** — If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. 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 public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and

d. **Treasurer** — If appointed, the treasurer shall have such powers and duties as the Board may specify.

e. **Executive Director**— If appointed, the executive director shall attend meetings of the Board at the discretion of the Board. The executive director shall have the and such other duties and powers as the Board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or chairperson requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.3 Vacancy in 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. Unless so removed, an officer shall hold office until the earliest of:

- a. the officer's successor being appointed;
- b. the officer's resignation, such officer ceasing to be a Director (if a necessary qualification of appointment); or
- c. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill such vacancy.

SECTION 5 – MEMBERS

5.1 Membership Conditions

Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, Class A - School Members and Class B - Associate members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Class A – School Members

Class A voting membership shall be available only to School Members as described below who should have a right to vote in the Corporation and who have applied and have been accepted for Class A voting membership in the Corporation.

Eastern Region Members

- a. Eastern Region membership shall be available to individuals at post-secondary institutions located in Newfoundland, Prince Edward Island, New Brunswick or Nova Scotia who have applied for and been accepted into membership in the Corporation and who have paid the appropriate fee.
- b. Membership shall be for a twelve-month term which shall include not less and not more than one national conference.
- c. As set out in the articles, each Eastern Region member is entitled to receive notice of, attend and vote, either in person or by proxy, at all Eastern Region meetings of members and at all Annual General and Special meetings of members.

Central Region Members

- a. Central Region membership shall be available to individuals at post-secondary institutions located in Quebec or Ontario who have applied for and been accepted into membership in the Corporation and who have paid the appropriate fee.
- b. Membership shall be for a twelve-month term which shall include not less and not more than one national conference.
- c. As set out in the articles, each Central Region member is entitled to receive notice of, attend and vote, either in person or by proxy, at all Central Region meetings of members and at all Annual General and Special meetings of members.

Western Region Members

- a. Western Region membership shall be available to individuals at post-secondary institutions from British Columbia, Alberta, Saskatchewan, Manitoba, the Northwest Territories, Nunavut or Yukon who have applied for and been accepted into membership in the Corporation and who have paid the appropriate fee.
- b. Membership shall be for a twelve-month term which shall include not less and not more than one national conference.
- c. As set out in the articles, each Western Region member is entitled to receive notice of, attend and vote, either in person or by proxy, at all Western Region meetings of members and at all Annual General and Special meetings of members.

The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members – Associate Members

Class B non-voting membership shall be available only to Associate Members, as described below who should not have a right to vote in the Corporation, and who have applied and have been accepted for Class B non-voting membership in the Corporation.

Associate Members

- a. Associate Membership shall be available to individuals, organizations and corporations 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 and who have paid the appropriate fee.
- b. Membership shall be up to a maximum of a twelve-month term which shall include not less and not more than one national conference.

The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

5.2 Membership Dues

The annual full membership fees shall be established by the Board.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

5.3 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies or resigns;
- (b) the member is expelled or his or her membership is otherwise terminated in accordance with the Articles or By-laws;
- (c) the member's term of membership expires; or
- (d) the Corporation is liquidated and dissolved under the Act.

5.4 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

5.5 Discipline of Members

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

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

If the Board determines that a member should be expelled or suspended from membership in the Corporation, the chairperson, or such other officer as may be designated by the Board, shall provide 20 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the chairperson, or such other officer as may be designated by the Board, in response to the notice received within such 20-day period. If no written submission is received by the chairperson, the chairperson, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 6— MEETINGS OF MEMBERS

ANNUAL GENERAL MEETING

6.1 Timing

The Annual General meeting of members shall be held during the National Conference on a date to be determined by the directors that is not later than fifteen (15) months after the date of the last preceding meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

6.2 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

6.3 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 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.

6.4 Persons Entitled to be Present at Members' Meetings

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 public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act or the Articles 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 by resolution of the members.

6.5 Chair of Meeting of Members

If the chairperson 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.

6.6 Official Documents

The Board of Directors shall send the following documents via email 1 week prior to the first day of the National Conference.

- (a) Agenda for AGM including minutes from previous AGM
- (b) Annual Audit
- (c) Interim Board Reports

ANNUAL MEETINGS OF EASTERN, CENTRAL, AND WESTERN MEMBERS

6.7 Timing

Each of the two (2) classes of members shall meet individually as a class during the National Conference, prior to the Annual General meeting of members. Each class shall agree upon a nominee for the board of directors from its class membership to be presented to the members at the Annual General meeting of members.

6.8 Persons Entitled to be Present

Eastern Region members are entitled to attend all Eastern Region meetings of members; Central Region members are entitled to attend all Central Region meetings of members; and, Western Region members are entitled to attend all Western Region meetings of members, Associate members are entitled to attend all Associate meetings of members.

6.9 Chair of the Meeting

Either of the two (2) directors who are also Eastern Region members may chair the Eastern Region meetings of members, provided that if a director is standing for re-election that director may not chair the meeting; either of the two (2) directors who are also Central Region members may chair the Central Region meetings of members, provided that if a director is standing for re-election that director may not chair the meeting; and either of the two (2) directors who are also Western Region members may chair the Western Region meetings of members, provided that if a director is standing for re-election that director may not chair the meeting. The director who is also an Associate member may chair the Associate's meetings of members, provided that if a director is standing for re-election that director may not chair the meeting.

6.10 Quorum at Meetings of Members

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 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

6.11 Votes to Govern at Meetings of Members

At any meeting of members, every question shall, unless otherwise provided by the Articles, the By-laws or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes on a show of hands, 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.

6.12 Proposals Nominating Directors at Annual Meetings of Members

Subject to the Regulations, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

6.13 Cost of Publishing Proposals for Meetings of Members

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

6.14 Place of Meeting of Members

Subject to compliance with section 159 (Place of Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

6.15 Participation by Electronic Means at Meetings of Members

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

6.16 Meeting of Members Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 7 – NOTICE

7.1 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director appointed under the Act;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

d. if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.2 Omissions and Errors

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.

SECTION 8 – DISPUTE RESOLUTION

8.1 Dispute Resolution Mechanism

If a dispute or controversy among members, Directors, officers or committee members of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- a. the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- b. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 9 – AMENDMENT AND REPEAL

9.1 Amendment

Subject to the Articles, the Board 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 the Board 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) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to sections 5.1, 6.1, 7.1 and this section 9.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (1) or (m) of the Act.

SECTION 10 – EFFECTIVE DATE

10.1 Effective Date

This by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the xx day of June, 2024, and confirmed by the members of the Corporation by special resolution on the 19th day of June, 2024.

Dated as of the 12th day of June, 2015.

Alain Cyr-Russo Chairperson

Hayley Press, Vice-Chair