

BY-LAW NUMBER 1

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

UNIVERSITIES ART ASSOCIATION OF CANADA INC. L'ASSOCIATION D'ART DES UNIVERSITÉS DU CANADA INC.

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

"Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

"Atlantic Region" means the geographical region of Canada comprised of the provinces of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland;

"board" means the board of directors of the Corporation;

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

"Class A members" means the individuals who are members in the Corporation in accordance with the by-laws and are designated in this by-law as the **"Individual Voting Members"**;

"Class B members" means the institutions that are members in the Corporation in accordance with the by-laws and are designated in this by-law as the **"Institutional Members"**;

"Class C members" means the individuals who are members in the Corporation in accordance with the by-laws and are designated in this by-law as the **"Associate Voting Members"**;

"Class D members" means the individuals and bodies corporate who are members in the Corporation in accordance with the by-laws and are designated in this by-law as the **"Sustaining Members"**;

"Class E members" means the individuals who are members in the Corporation in accordance with the by-laws and are designated in this by-law as the **"Student Members"**;

"director" means an individual occupying the position of director on the board, as more specifically designated in section 15(b) of this By-law;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"Member" includes a Class A member, a Class B member, a Class C member, a Class D member and a Class E member, and **"Members"** includes the collective membership of the Corporation and, as the context requires, a class of the membership of the Corporation;

"Membership Committee" has the meaning set out in paragraph 16(h)(i) of this by-law;

"Nominating Committee" has the meaning set out in paragraph 16(h)(ii) of this by-law;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Prairies Region" means the geographical region of Canada comprised of the provinces of Manitoba, Saskatchewan and Alberta and the territories of Nunavut, the Northwest Territories and the Yukon;

"Regulations" means the regulations made under the *Act*, as amended, restated or in effect from time to time;

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

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

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 and unincorporated organization. Other than as specified in Section 1, above, words and expressions defined in the *Act* have the same meanings when used in these by-laws.
3. **CORPORATE SEAL** -- The Corporation may have a corporate seal, and it shall be in such form as shall be approved by the board.
4. **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 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 (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.
5. **FINANCIAL YEAR END** -- The financial year end of the Corporation shall be the 31st day of December in each year, or on such other day in each year as the board may from time to time by resolution determine.
6. **BANKING ARRANGEMENTS** -- 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 may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.
7. **ANNUAL FINANCIAL STATEMENTS** -- The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the *Act* to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and on the UAAC-AAUC website.
8. **MEMBERSHIP** -- Subject to the articles, there shall be five classes of membership in the Corporation, namely, Class A members, Class B members, Class C members, Class D members and Class E members. The following conditions of membership shall apply to each class of membership:
 - (a) **Class A Members – Individual Voting Members**
 - (i) Class A members will also be known and designated as "Individual Voting Members."
 - (ii) Class A members shall be limited to individuals who, at the time of or within the 11 months preceding the submission of their application for membership, are or have been faculty members in the fields of visual and material culture history, as well as practitioners in the field of the visual arts and design, at universities and

other degree-granting institutions in Canada, whether such institutions are themselves Institutional Members or not, or whose attainments in the scholarship of art history or whose creative attainments as artists shall satisfy the Membership Committee that they have achieved equivalent standing.

(iii) Individuals who satisfy the qualifications described in the immediately preceding clause shall be admitted to membership in the Corporation as Class A members upon payment of the membership fees prescribed by the board from time to time and upon approval by the Membership Committee. The Membership Committee shall have no discretion to refuse membership as a Class A member to any individual who meets the stated qualifications and who has paid the membership fees prescribed by the board and made application to be admitted as a Class A member.

(iv) Except as otherwise provided by the *Act*, each Individual Voting Member shall be entitled to one vote on each matter or question that is the subject of a vote at annual or special general meetings of members.

(b) Class B Members – Institutional Members

(i) Class B members will also be known and designated as “Institutional Members.”

(ii) Class B members shall be limited to organizations that are either a university or college of art in Canada or an art gallery or museum whose permanent collection includes works of art by Canadian artists or if, in the discretion of the Membership Committee, such art gallery or museum can assist the Corporation in the furtherance of its purposes.

(iii) Organizations that satisfy the qualifications described in the immediately preceding clause shall be admitted to membership in the Corporation as Class B members upon payment of the membership fees prescribed by the board from time to time and upon approval by the Membership Committee.

(iv) Except as otherwise provided by the *Act*, each Institutional Member shall be entitled to one vote on each matter or question that is the subject of a vote at annual or special general meetings of members.

(c) Class C Members – Associate Voting Members

(i) Class C members will also be known and designated as “Associate Voting Members.”

(ii) Class C members shall be limited to individuals who support the purposes of the Corporation.

(iii) Individuals who satisfy the qualifications described in the immediately preceding clause, make an application to the board to become Associate Voting Members, in the manner prescribed from time to time by the board, and pay the membership fees prescribed by the board from time to time shall be admitted to membership in the Corporation as Class C members.

(iv) Except as otherwise provided by the *Act*, each Associate Voting Member shall be entitled to one vote on each matter or question that is the subject of a vote at annual or special general meetings of members.

(d) Class D Members – Sustaining Members

- (i) Class D members will also be known and designated as “Sustaining Members.”
- (ii) Class D members shall be limited to individuals and bodies corporate that support the purposes of the Corporation.
- (iii) Individuals and bodies corporate that satisfy the qualifications described in the immediately preceding clause, make an application to the board to become Sustaining Members, in the manner prescribed from time to time by the board, and pay the membership fees prescribed by the board from time to time shall be admitted to membership in the Corporation as Class D members.
- (iv) Class D members are entitled to attend meetings of the members, but, except as otherwise provided by the *Act*, may not vote on any matter or question that is the subject of a vote at annual or special general meetings of members.

(e) Class E Members – Student Voting Members

- (i) Class E members will also be known and designated as “Student Voting Members.”
- (ii) Class E members shall be limited to individuals who are enrolled in a terminal degree program at any post secondary educational institution in Canada, on a fulltime or part-time basis, who is engaged in studies in the fields of visual and material culture history or art and design practice.
- (iii) Individuals who satisfy the qualifications described in the immediately preceding clause make an application to the board to become Student Voting Members, in the manner prescribed from time to time by the board, and pay the membership fees prescribed by the board from time to time shall be admitted to membership in the Corporation as Class E members.
- (iv) Except as otherwise provided by the *Act*, each Student Voting Member shall be entitled to one vote on each matter or question that is the subject of a vote at annual or special general meetings of members.

9. TERM OF MEMBERSHIP – Unless earlier terminated in accordance with the by-laws of the Corporation, a Member’s membership shall end at 11:59 p.m. on December 31 in each year, but may be renewed by a vote of the board. **[NOTE TO DRAFT SEE CLAUSE 3 OF CURRENT BY-LAW]**

10. MEMBERSHIP FEES – The fees for each class of members shall be set annually by the board. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within six calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

11. TERMINATION OF MEMBERSHIP -- A membership in the Corporation is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

- (a) The Member dies, or, in the case of a Member that is an entity, is dissolved;
- (b) The Member fails to maintain any qualifications for membership in the Member’s class of membership, as described in Article 8 of this by-law;

- (c) The Member resigns by delivering a written resignation to the registered office of the Corporation, in which case such resignation shall be effective on the date specified in the resignation, or if no date is specified, on the date it is received;
- (d) The Member is expelled in accordance with article 13, below, or the Member's membership is otherwise terminated in accordance with the articles or by-laws;
- (e) The Member's term of membership expires; and
- (f) The Corporation is liquidated or dissolved under the *Act*.

Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. Individuals who wish to withdraw their membership at any time will not be refunded the current year's fees, nor any portion of those fees.

12. TERMINATION OF MEMBERSHIP – FAILURE TO MAINTAIN QUALIFICATIONS – For greater certainty, a person who ceases to have the qualifications for becoming a Member of a particular membership class, however the person ceases to have the qualifications, shall automatically cease to be a Member in the particular membership class.

13. DISCIPLINE OF MEMBERS -- The board shall have authority to discipline, 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 discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a Member should be disciplined, suspended or expelled from membership in the Corporation, the president of the Corporation, or such other officer as may be designated by the board, shall provide 20 days' notice of the proposed discipline, suspension or expulsion to the Member and shall provide reasons for the proposed discipline, suspension or expulsion. The Member may make written submissions to the president of the Corporation, 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 submissions are received by the president of the Corporation, then he or she, or such other officer as may be designated by the board, may proceed to notify the Member that the Member is disciplined, suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submissions. The board's decision shall be final and binding on the Member, without any further right of appeal.

14. MEETINGS OF MEMBERS

- (a) Annual Meetings -- Subject to the laws governing the Corporation, the annual meeting of members of the Corporation shall be held not later than 15 months after the holding of the preceding annual meeting of members, at such place within Canada, on such day and at such time as the board may determine. At every annual meeting of members, in addition to any other business that may be transacted, the members entitled to vote at the meeting

- (i) have presented to them the annual financial statements for the preceding financial year;
 - (ii) fill all vacancies on the board;
 - (iii) appoint the public accountant for the ensuing year;
 - (iv) fix the remuneration of the public accountant or provide for such remuneration to be fixed by the board; and
 - (v) receive reports from the appropriate officers, committees or bodies with respect to the implementation of policy and directives as may have been passed or established at earlier annual meetings of members.
- (b) Special Meetings of Members – A special meeting of members may be held from time to time as required to address matters that are appropriate to come before them, as determined by the board or by the application of the *Act*, the articles or the by-laws. Such meetings shall be held at such place within Canada, on such day and at such time as the board may determine.
- (c) Calling of Meetings - The board, the president of the Corporation or the secretary of the Corporation shall have power to call, at any time, a meeting of members. In addition, the Board shall call a special meeting of members on written requisition of members holding five percent of the votes that may be cast at that meeting of members.
- (d) Place of Meetings -- Subject to compliance with section 159 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.
- (e) Persons Entitled to Attend 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*, 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 ordinary resolution of the members entitled to vote.
- (f) Notice of Meetings -- Subject to the requirements of the *Act*, notice of the time and place of a meeting of members shall be given in the manner and subject to the terms and conditions of Section 20(a) of this by-law to each Member entitled to vote at the meeting and other persons entitled to notice by the following means:
- (i) 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
 - (ii) 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.

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

- (g) Waiver of Notice -- A Member and any other person entitled to attend a meeting of members may in any manner and at any time, whether before or after the meeting of members in respect of which the waiver is to apply, waive notice of a meeting of

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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.

- (h) Chairperson of Meetings -- Subject to the provisions of any resolution of the board, the president of the Corporation, or, in her absence or inability or refusal to act, the Vice President shall preside at all meetings of members. If the president of the Corporation or the Vice-President be absent or unable or refuse to act, the members may choose a chairperson for the purpose of presiding at the meeting of members.
- (i) Quorum -- A quorum for the transaction of business at any meeting of members of the Corporation shall be the smallest whole number that is 10% of the members entitled to vote at the meeting, present either in person or by proxy or by representative duly authorized in accordance with the by-laws.
- (j) Right to Vote -- Each Member entitled to vote shall have one vote on each matter or question that is the subject of a vote at annual or special general meetings of members. The duly authorized representative of, or holder of a proxy from, a Member may be present and may vote on behalf of such Member at any general or special meeting of members.
- (k) Votes to Govern -- At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or the *Act*, be determined by a majority of the votes cast on the question.
- (l) 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.
- (m) 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 entitled to vote or proxy holder for such Member or a duly authorized representative of a Member entitled to vote may demand a ballot, in which case the ballot shall be taken in such manner as the chair of the meeting directs and the decision of the members on the question shall be determined by the result of such ballot.
- (n) Resolution in lieu of Meeting -- Except where the *Act* requires a meeting of members with respect to the matter to be voted on by the members,
- (i) a resolution in writing, signed by all members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members; and
 - (ii) a resolution in writing dealing with all matters required by the *Act* to be dealt with at a

meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the *Act* relating to meetings of members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

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- (o) Absentee Voting -- Subject to compliance with the *Act*, in addition to voting in person in accordance with sections 14(l) and (m), above, every Member entitled to vote may vote by any of the following means:
- (i) *Proxies*: At any meeting of members, a proxy holder, who need not be a Member, who has been duly appointed by a Member entitled to vote at the meeting, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting and other rights that such Member appointing him or her would be entitled to exercise if present at that meeting. A proxy shall be in writing and executed by the Member entitled to vote who is making the appointment. A proxy may be in such form as the board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the board may prescribe.
 - (ii) *Electronic, Telephonic or other Communications Facilities*: If the board or the members of the Corporation who are entitled to vote 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* and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
 - (iii) *Mailed-in Ballot*: A Member entitled to vote may, if the written notice of the applicable meeting of members so permits, vote by mailed-in ballot, if the Corporation has a system that:
 - 1. enables the votes to be gathered in a manner that permits their subsequent verification; and
 - 2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- Pursuant to Section 197(1) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change any of the above-mentioned method of voting by members not in attendance at a meeting of members.
- (p) Casting Vote -- In the case of an equality of votes at any meeting of members, either upon a show of hands, a ballot or the results of telephonic or electronic voting, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.
- (q) Addresses -- Every Member shall furnish to the Corporation an address to or at which all corporate notices intended for the Member shall be mailed to him / her and, if any Member shall not furnish an address, any notice may be addressed to him / her at any other address of the Member at that time appearing on the books of the Corporation. If no

address appears on the books of the Corporation, such notice may be mailed to such address as the person sending the notice may consider to be the most likely to result in the notice promptly reaching the Member.

15. DIRECTORS

(a) Fixing the Number of Directors -- The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of

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directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by ordinary resolution of the board.

(b) Composition of the Positions on the Board -- Subject to section 15(c), the board shall be comprised of the following director positions (herein, each one referred to, generally, as a "director position" and collectively as the "director positions"):

- President;
- Vice-president;
- Treasurer;
- Secretary
- Director-at-large (Atlantic Region)
- Director-at-large (Quebec)
- Director-at-large (Ontario)
- Director-at-large (Prairies Region)
- Director-at-large (British Columbia)
- Director-at-large (Student Member Representative)

Director-at-large (RACAR)

Director-at-large (Student representative)

Director-at-large (Contract Academic Staff)

(c) Change in the Designation of Director Positions -- The designation of the director positions may be changed as a result of a change in the number of directors in accordance with the by-laws, and the change in the designation will occur at the same time that the change in the number of directors is approved.

(d) Election and Term of Directors -- Subject to the articles, each director elected at an annual meeting of members shall be elected by the members entitled to vote for a term expiring at the close of the third annual meeting of members (3 years) following his or her election or until his or her successor is elected or appointed, unless:

- (i) any such individual was elected to complete the unexpired term of a former director, in which case such individual shall be elected for the remainder of such term; or

(ii) prior to the annual meeting of members at which such individual is elected as a director, the board determines that in the interests of providing for a staggered terms, the vacancy which he or she has been elected to fill shall be for a term expiring at the end of the first or second annual meeting of members following his or her election.

(e) Limitation of Terms-- Each individual who has been elected as a director shall be eligible for re-election so long as such individual continues to meet the qualifications for being a director; provided that no individual may hold office for more than six consecutive years

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(except that time spent serving the unexpired portion of another director's term shall not count towards the six year maximum). For greater certainty, if the sixth annual meeting of members, following the date upon which an individual was first elected, as a director is later than the sixth anniversary of the director's election, then the director may continue his or her term of office until the holding of such sixth annual meeting of members. Following an absence from the board of at least 12 months, an individual who had previously served as a director shall again be eligible to serve as a director without regard to years served prior to such period of absence.

(f) Election of Directors

(i) At each annual meeting of members, the members entitled to vote shall elect a number of directors equal to the number of directors retiring in such year. A retiring director shall remain in office until the dissolution or adjournment of the annual meeting of members at which and his successor is elected.

(ii) The election of directors shall be from among those individuals who are duly nominated.

(g) Nominations

(i) The board shall adopt a policy from time to time relating to the nomination and election of directors, such policy not to be inconsistent with the provisions of the by-laws or the *Act*.

(ii) Subject to any policy that the board may from time to time adopt relating to the nomination and election of directors, the Nominating Committee shall, in every year, prepare a list of names of individuals to be nominated to stand for election as directors. The list prepared by the Nominating Committee shall be sent to each Member of the Corporation entitled to vote with the notice of the annual meeting of members.

(iii) In addition, any individual who is qualified to be a director may be nominated to stand for election as a director by three members entitled to vote, provided that such nomination is in writing, signed by the members making the nomination and includes the written consent of the individual being nominated. Such nomination shall be mailed or sent by electronic mail to the Secretary at least 30 days prior to the date of the annual or special meeting of members at which an election is to be held.

(iv) Nominations may also occur at the annual or special meeting of members at which an election is to be held, and shall be the first order of business following the opening of such meeting. Following the declaration by the chairperson of the meeting that

nominations are closed there shall be no further nominations from the floor at that meeting.

- (v) The call for nominations of candidates for election of directors that is issued shall specify the director positions (as designated in section 15(b) of this by-law) for which candidates are being sought. For greater certainty, for a nomination to be considered valid and proper, it must specify the particular director position for which an individual is being nominated.

(h) Qualifications for Directors -- In addition to the requirements of the Act, in order to be a director, an individual must be at the time of his or her election:

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- (i) in the case of all directors except a Director-at-large (Student Member Representative), either an Individual Voting Member or an Associate Voting Member;

- (ii) in the case of Director-at-large (Student Member Representative), a Student Voting Member who is enrolled in a terminal degree program in their field (e.g., PhD or MFA) and a resident of Canada, who will relinquish their position if these terms change (e.g., the completion of their degree or relocation outside of Canada)

- (iii) in the case of a Director-at-large (Atlantic Region), a resident of the Atlantic Region;

- (iv) in the case of a Director-at-large (Quebec), a resident of the Province of Quebec; (v) in the case of a Director-at-large (Ontario), a resident of the Province of Ontario;

- (vi) in the case of a Director-at-large (Prairies Region), a resident of the Prairies Region; and

- (vii) in the case of a Director-at-large (British Columbia), a resident of the Province of British Columbia.

- (viii) in the case of a Director-at-large, (RACAR representative) a resident of Canada

- (ix) in the case of a Director-at-large, (Contract Academic Staff) a Contract Academic Staff member who has a terminal degree in their field (e.g., PhD or MFA) and is a resident of Canada, who will relinquish the position if these terms change (e.g., securing a tenure-track position or relocation outside of Canada)

(i) Holding One Director Position -- No person may hold more than one director position at the same time.

(j) Removal -- Any director may be removed for whatever reason whatsoever at any meeting of members called for that purpose, by ordinary resolution, and at the same meeting another duly qualified person may be elected in his or her stead. The person so elected shall hold office during such time only as the director in whose place he or she was elected would have held the office if such director had not been removed.

(k) Vacancies -- A person shall cease to be a director and the office of director shall be

automatically vacated:

- (i) if the director shall resign his/ her office. Such resignation shall be given in writing or by telecommunication, including electronic mail, and shall take effect from the time of its receipt by the Secretary of the Corporation, unless some later time be fixed in the resignation and then from that time. The acceptance of a resignation by resolution of the board shall not be required to make it effective;
- (ii) if the director is found by a court to be of unsound mind;
- (iii) if the director has the status of a bankrupt;
- (iv) if, at a special general meeting of members, an ordinary resolution is passed by the members entitled to vote thereat that the director be removed from office;

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- (v) on death of the director; or
- (vi) if the director ceases to be qualified to be a director, either under the *Act* or the by-laws of the Corporation.

Any vacancy occurring in the board, except for vacancies caused by an increase in the number of the directors or except when a director is removed and replaced as provided in section 15(j), above, may, if there is a quorum of remaining directors, be filled for the remainder of the term by the directors from among those qualified in accordance with the by-laws of the Corporation.

- (l) Remuneration and Expenses -- The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her position as such; provided that, however, a director may be paid reasonable expenses incurred by him/her in the performance of her duties.

16. MEETINGS OF DIRECTORS

(a) Calling, Time and Notice of Meetings

- (i) Immediately after the annual meeting of members in each year, a meeting of such of the directors as are then present shall be held, provided they shall constitute a quorum, without notice, for the election and/or appointment of officers of the Corporation and the transaction of such other business as may come before the meeting.
- (ii) Meetings of the directors may be called at any time by the president of the Corporation or the Vice-President or the Treasurer or any three directors.
- (iii) Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section 20(a) of this by-law to every director of the Corporation not less than seven 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-law otherwise provides, 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) of the *Act* that

is to be dealt with at the meeting.

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

(b) Votes to Govern -- 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.

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(c) Chairperson of Meeting -- The president of the Corporation or, due to the absence or inability or refusal of the president of the Corporation to act, the vice-president of the Corporation shall preside at all meetings of directors. If the president of the Corporation and the vice-president of the Corporation be absent or unable or refuse to act, then the directors present may choose a chairperson from among their number. The chairperson at any meeting of directors, provided that he or she is a director, may vote as a director.

(d) Quorum -- Three directors shall constitute a quorum for meetings of the board. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

(e) Past President -- Unless with respect to a given meeting of the board, the Past President is entitled to attend meetings of the board, but shall not have the right to vote on any matter or question.

(f) Participating in Board of Directors Meetings by Electronic Means -- A director may, in accordance with the regulations under the *Act*, if any, and if all the directors of the Corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this *Act* to be present at that meeting.

(g) Resolution in Lieu of Meeting -- A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors.

(h) Committees

(i) *Membership Committee*: Each year the board shall establish a nominating committee, whose membership shall consist of three directors and such other individuals as the board may determine. Subject to any policy that the board may from time to time adopt relating to the admission of Members to the Corporation, the Membership Committee shall be responsible for overseeing the process relating to the admission of Members as set out in the by-laws.

(ii) *Nominating Committee*: Each year the board shall establish a nominating committee, whose membership shall consist of three directors. Subject to any

policy that the board may from time to time adopt relating to the nomination and election of directors, the Nominating Committee shall be responsible for overseeing the process relating to the nomination and election of directors.

(iii) *Other Committees*: The board may from time to time appoint any other 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 such regulations or directions as the board may from time to time make. Any committee member may be removed by ordinary resolution of the board.

17. OFFICERS

(a) Offices -- The individuals elected to the following director positions shall, from the date of their respective elections, be deemed to be appointed officers of the Corporation as follows:

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(i) Director position of President -- The individual elected to this director position will be the president of the Corporation, and will hold this office for so long as he or she occupies the director position of President.

(ii) Director position of Vice-President -- The individual elected to this director position will be the vice-president of the Corporation, and will hold this office for so long as he or she occupies the director position of Vice-President.

(iii) Director position of Secretary -- The individual elected to this director position will be the secretary of the Corporation, and will hold this office for so long as he or she occupies the director position of Secretary.

(iv) Director position of Treasurer -- The individual elected to this director position will be the treasurer of the Corporation, and will hold this office for so long as he or she occupies the director position of Treasurer.

(b) Past President -- The board may appoint an individual to the office of Past President, and if the board decides to make such an appointment, it shall do so at the first meeting of the board following each annual meeting of the members.

(c) Administrator -- The board may hire, supervise, guide, assess and dismiss an Administrator and determine his or her remuneration, and such person shall have such duties and powers as the board may from time to time determine.

(d) Other Officers -- The board may also appoint at any time and from time to time such other officers as the board may from time to time deem expedient, which officers need not be directors or members of the Corporation.

(e) Term -- All officers of the Corporation shall hold office until their successors are chosen or until they otherwise cease to hold office as provided in the by-laws.

(f) Duties of Officers -- Subject to the provisions of the *Act*, the board may specify the duties of such officers and, in accordance with this by-law and subject to the *Act*, delegate to such officers powers to manage the activities and affairs of the Corporation, and, without limiting the generality of the foregoing:

(i) *President*: The president of the Corporation shall, when present, preside at all

meetings of the board and of the members. The president of the Corporation shall have such other duties and powers as the board may specify.

(ii) *Vice-President*: If the president of the Corporation is absent or is unable or refuses to act, the vice-president of the Corporation shall, when present, preside at all meetings of the board and of the members. The vice-president of the Corporation shall have such other duties and powers as the board may specify.

(iii) *Secretary*: The secretary of the Corporation shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary of the Corporation shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary of the Corporation shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary of the Corporation shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

(iv) *Treasurer*: The treasurer of the Corporation shall have such powers and duties as the board may specify. The treasurer of the Corporation shall attend all sessions

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of the Board and all meetings of members and works in collaboration with the Administrator.

(v) *Past President*: The Past President shall perform such duties as the board may from time-to-time request.

(g) 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 earlier of:

(i) the officer's successor being elected or appointed, as applicable;

(ii) the officer's resignation;

(iii) the officer ceasing, howsoever occurring, to occupy the director position by virtue of which he or she is an officer; and

(iv) the officer's death.

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.

(h) Remuneration -- The officers shall be paid such remuneration for their services as the Board may from time to time determine, except that no officer who is also a director shall be entitled to receive remuneration for acting as such. Officers shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the board may specify.

(i) Agents and Attorneys -- The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

18. INDEMNIFICATION AND INSURANCE

- (a) Indemnification -- Subject to the limitations contained in the *Act*, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, every present and former director and officer of the Corporation, and every other individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, provided that the individual to be indemnified
- (i) 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
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

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- (b) Advance of Costs -- The Corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in section 18(a). The individual shall repay the money if the individual does not fulfill the conditions of section 18(a).

- (c) Insurance -- The Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 18(a) against any liability incurred by the individual (a) in the individual's capacity as a director or an officer of the Corporation; or (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

19. BORROWING POWERS -- Subject to the limitations set out in the articles or the by-laws, the directors of the Corporation 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.

The directors may, by resolution, delegate the powers referred to in article 19 to a director, a committee of directors or an officer.

20. NOTICE

- (a) Method of Giving Notice -- Any notice (which term includes any communication or document) 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:

- (i) if delivered personally, to the person to whom it is to be given or 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 section 128 or 134 of the *Act*; or
- (ii) if mailed, to such person at 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 section 128 or 134 of the *Act* by prepaid ordinary or air mail, or
- (iii) if sent by courier, to such person at 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 section 128 or 134 of the *Act*; or
- (iv) if sent to such person by telephonic, electronic or other communication facility, at such person's address or contact information for that purpose as shown in the records of the Corporation; or
- (v) if provided in the form of an electronic document, in accordance with Part 17 of the *Act*.

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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; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; 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 of Corporation 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 be in electronic or digital form or printed or partly written, stamped, type-written printed or in electronic or digital form.

- (b) Omissions and Errors -- The accidental omission to give any notice to any members, 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.

21. INVALIDITY -- 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.

22. BY-LAW ENACTMENTS, AMENDMENTS AND REPEALS

- (a) Power to Enact, Amend and Repeal by-laws -- Subject to the *Act* and the articles, the board may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or

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

(b) Member Approval – The provision in section 22(a) does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the *Act* because such by-law amendments or repeals are only effective when confirmed by members.

23. REPEAL OF PRIOR BY-LAWS -- All prior by-laws of the Corporation shall be repealed in their entirety upon the coming into force of this by-law, without prejudice to any actions taken by or on behalf of the Corporation under or by the authority of such prior by-laws. Neither the enactment of this by-law nor the repeal of the prior by-laws of the Corporation shall invalidate any past act of any director, officer, Member or other person, including, without limitation, resolutions of the Board or of the members enacted or passed pursuant to any prior by-law, it being the intention that this by-law shall speak only from the date it comes into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior by-law of the Corporation.

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24. EFFECTIVE DATE – This by-law shall come into force and effect on the date that the Corporation is continued under the *Act*.

Revised and approved by the UAAC membership, October 29, 2016