

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

**CANADIAN ASSOCIATION OF EXPOSITION MANAGEMENT/
L'ASSOCIATION CANADIENNE DE GESTION D'EXPOSITIONS**

(the “**Corporation**”)

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

ARTICLE I
INTERPRETATION

1.1 Definitions – In this By-Law and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:

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

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

“**Board**” means the Board of directors of the Corporation and “**director**” means a Member of the Board;

“**By-Law**” means this By-Law and all other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Designated Representatives**” means the Primary Designated Representative and Secondary Designated Representatives identified by Associate Members in accordance with Section 3.2(b);

“**meeting of Members**” includes an annual meeting of Members and a special meeting of Members; “**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue;

“**Member**” means a member of the Corporation;

“**Membership Committee**” means the committee designated by the Board from time to time to fulfill the roles set out in Section 3.1 and Section 3.2, whether or not it has that name;

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

“**proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;

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

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

“**Voting Members**” shall be those Members entitled to vote at the relevant meeting on the matter in question.

1.2 Interpretation – In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, including the term “soliciting corporation”, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated Corporation or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

1.3 Rules of Procedure – Robert’s Rules of Order shall govern the transaction of the business of all meetings unless otherwise provided in the Act, the Articles or these By-Laws.

1.4 Purposes – The objects of the Corporation are:

- (a) To promote the study, knowledge and techniques of demonstrating, selling, advertising and marketing of products and services through trade, consumer, business and professional expositions and events;
- (b) To collect and disseminate information, and to foster and promote mutual understanding among various groups concerned with such expositions and events;
- (c) To advise and cooperate with government and private enterprises in all matters affecting these expositions and events;

- (d) To encourage and promote domestic and international trade and commerce through the medium of trade, industrial, consumer, business and professional expositions and events;
- (e) To act in concert on matters of mutual concern.

ARTICLE II
GENERAL

2.1 Registered Office – Until changed in accordance with the Act, the registered office of the Corporation shall be situated in the City of Toronto, Ontario.

2.2 Corporate Seal – The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation shall be the custodian of the corporate seal.

2.3 Fiscal Year – The fiscal year of the Corporation shall end on December 31 of each year or as otherwise set by the Board.

2.4 Execution of Documents – Deeds, transfers, assignments, contracts, obligations and other instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by any two of its officers or directors or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents or a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the Document.

2.5 Banking – The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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.

2.6 Invalidity of any Provisions of this By-Law – 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.

ARTICLE III
MEMBERS

3.1 Entitlement – Membership in the Corporation shall be available only to persons interested in furthering the Corporation’s purposes 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. Until determined otherwise by the Board, application for membership in the Corporation shall be addressed in writing to the Executive Director, in such form as the Board may from time to time prescribe. In every written application for membership, each Member shall give to the Corporation an address, which shall be deemed to be the Member’s registered place of business. Such Member shall notify the Corporation in writing of any address change. The Executive Director shall ascertain the eligibility of such applications and present the applications to the Membership Committee the responsibility of which is to make recommendations to the Board for approval. Lists of approved and rejected applicants shall be tabled at the earliest Board meeting possible. Applicants failing to receive approval of the Membership Committee shall be notified in writing. Applicants may appeal the refusal of membership to the Board, and there shall be no further appeal from its ruling.

3.2 Membership Conditions – Subject to the Articles, there shall be the following classes of Members in the Corporation: Exposition Members, Associate Members, Retired Members, Honored Life Members and Student Members. The following conditions of Membership shall apply:

- (a) **Exposition Members.** An Exposition Member shall be an individual whose primary activity is the management, planning or production of expositions and events, or who acts in an exposition consultant capacity. An individual that is part of management or ownership of an organization that also supplies associate services shall be defaulted to Associate Member as outlined in 3.2(b).

As set out in the Articles and subject to the employment requirement set out below, Exposition Members shall have the right to receive notice of, attend and vote at all meetings of Members. Each Exposition Member shall be entitled to one vote at such meetings.

Exposition Members shall be entitled to hold elective office.

An Exposition Member who becomes unemployed in an exposition management capacity may continue to hold Exposition membership, at no cost, until the earlier of (i) one year after such unemployment occurs, and (ii) re-employment in an exposition management capacity, but shall not, during that period of time, be entitled to vote or to hold a position as an officer or director of the Corporation.

- (b) **Associate Members.** An Associate Member shall be a company or organization that provides or represents providers of products or services used by expositions and events in the normal course of business. An individual that is part of management or ownership of an organization that also provides management,

planning or production of expositions, or acts in an exposition consultant capacity shall be an Associate Member.

Where the Associate Member is a company or organization the membership shall be in the name of the company or organization, rather than an individual. The Associate Member may designate one or more representatives (each a “**Designated Representative**”), only one of whom will be designated a Primary Designated Representative. The Primary Designated Representative shall be entitled to vote on behalf of the Associate Member at all meetings of Members. All other representatives designated by an Associate Member shall be called Secondary Designated Representatives and shall be entitled to receive notice of and attend meetings of Members but shall not be entitled to vote thereat and shall not have the right to hold elective office.

A maximum of six Primary Designated Representatives of Associate Members shall have the right to hold elective office on the Board as set out in Section 5.2. Primary Designated Representatives shall have the right to vote at Annual Meetings for the six Associate Member representatives on the Board. Up to two of these individuals may hold one of the offices set out in Section 10.1, with the exception of President and Past President.

- (c) **Retired Members.** A Retired Member shall be a former Exposition Member or Associate Member Designated Representative who has been an Exposition Member or Associate Member Designated Representative for at least five years and is no longer engaged in full time activity in the industry, as defined by the Membership Committee.

Retired Members shall not have the right to receive notice of, attend or vote at any meetings and shall not have the right to hold elective office.

- (d) **Honored Life Members.** An Honored Life Membership may be bestowed on persons whom the Corporation wishes to honor in accordance with criteria established by the Board.

Honored Life Members shall be entitled to receive notice of and attend meetings of Members but shall not be entitled to vote thereat and shall not have the right to hold elective office.

- (e) **Student Member.** A Student Member shall be a person who is enrolled in a recognized educational institution, or has graduated from such an institution within the past year, and has an interest in the exposition industry, and who does not qualify for any other category of membership.

Student Members shall not have the right to receive notice of, attend or vote at any meetings and shall not have the right to hold elective office.

3.3 Subsidiaries – Subsidiaries or related companies may hold separate memberships in the Corporation and appropriate dues must be paid by each Member. Each such company will be subject to the application process set out in Section 3.1.

3.4 Professional Conduct – All Members of the Corporation are required to comply with the Code of Professional Conduct as established from time to time by the Board. Failure to comply with such Code shall be cause for termination of membership in the Corporation.

3.5 Transferability of Membership – A membership may only be transferred to the Corporation.

3.6 Termination of Membership – The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a corporation, is dissolved;
- (b) the qualifications for membership are no longer met, including, without limitation, a change in employment or professional status incompatible with applicable membership requirements;
- (c) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or Section 3.8 or 3.9 below;
- (d) the Member is in default pursuant to Section 3.10 below;
- (e) the Member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved pursuant to 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. No membership due will be returned to a Member upon termination of such Member's membership for any reason whatsoever and any amount outstanding remains due and payable.

3.7 Resignation – Any Member may resign as a Member by delivering a written resignation to the Chair, in which case such resignation shall be effective from the date specified in the resignation.

3.8 Discipline of Members – The Board shall have the authority to suspend or expel any Member of the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-Law, Code of Professional Conduct 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 expelled or suspended from membership in the Corporation, the Executive Director or such other officer as may be designated by the Board shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Executive Director or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Executive Director or such other officer as may be designated by the Board, the Executive Director 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 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 twenty (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.

3.9 Expulsion of Members – The Members may, by Special Resolution passed at a special meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Corporation, provided that the Member shall be given the opportunity to be heard at such meeting and to be represented by counsel.

In addition, any Member of the Corporation may be suspended by a vote of at least four-fifths (4/5) of the Voting Members present at a meeting.

3.10 Membership Dues – The Board may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within [one (1) calendar month] of the membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Corporation.

3.11 Reinstatement – Any previous Member of the Corporation may apply to be reinstated. If the Member complies with all current requirements of membership and pays any outstanding monies owing to the Corporation, reinstatement shall be made upon favorable recommendation by the Chair of the Membership Committee and approval by the Board.

ARTICLE IV
MEETINGS OF MEMBERS

4.1 Place of Meetings – 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.

4.2 Annual Meetings – The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing directors; and
- (c) appointing a public accountant, if required under Part 12 of the Act, and transacting such other business as may properly be brought before the meeting or is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

4.3 Proposals at Annual Meeting – A Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a “**Proposal**”). Any such 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. Provided the proposal is submitted to the Corporation 90 to 150 days before the anniversary of the previous annual meeting of members and otherwise complies with Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. 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.

4.4 Special Meetings – The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (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.

4.5 Notice of Meetings – Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each director; and
- (c) to the public accountant of the Corporation.

Such notice shall be provided in accordance with the requirements of Article XIV of this By-Law and shall, subject to the Act, include any Proposal submitted to the Corporation under Section 4.3. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.6 Waiving Notice – A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 Persons Entitled to be Present – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-Law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

4.8 Chair of the Meeting – In the event that the Chair and the Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.9 Quorum – A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty percent (20%) of the Voting Members present 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. For the purpose of determining quorum, a Member may be present in person, or, if authorized under Section 4.11, by telephonic and/or other electronic means.

4.10 Participation at Meetings by Telephone or Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person

participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.

4.11 Meeting Held by Electronic Means – If the directors or Members call a meeting of Members, those directors or Members, as the case may be, may determine that the meeting shall be held 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.

4.12 Adjournment – The Chair may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.13 Absentee Voting – Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing a proxyholder or one or more alternate proxyholders, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member:
 - (A) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (B) with the Chair on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (iii) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

- (iv) if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - (A) indicate, in bold-face type:
 - (1) the meeting at which it is to be used;
 - (2) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
 - (3) instructions on the manner in which the Member may appoint the proxyholder;
 - (B) contain a designated blank space for the date of the signature;
 - (C) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (D) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors;
 - (E) provide a means for the Member to specify that the Membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors; and
 - (F) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 4.13(a)(iv)(D) or 4.13(a)(iv)(E) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (v) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.13(a)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (vi) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

- (vii) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.
- (b) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
- (c) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.14 Votes to Govern – All questions proposed for consideration of the Members shall be determined by ordinary resolution of the Members. In case of an equality of votes, the Chair shall not have a second or casting vote.

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

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

4.17 Resolution in Lieu of Meeting – Except where a written statement is submitted to the Corporation by a director or representations in writing are submitted to the Corporation by a public accountant:

- (a) a resolution in writing signed by all the 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 the Members; and
- (b) 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 that meeting of Members.

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

4.18 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 in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE V **DIRECTORS**

5.1 Powers – The Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number – Until changed in accordance with the Act, the Board shall consist of that number of directors specified in the Articles being a minimum of twelve (12) and a maximum number of twenty (20). The Board shall be composed 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 resolution of the Board. No decrease in the number of directors shall shorten the term of an incumbent director.

The Board shall consist of the President, Past President, two Vice Presidents, a Secretary and Treasurer and at least six (6) directors at large. At least two directors should be from outside Ontario, if possible. Six directors shall be Primary Designated Representatives of Associate Members (at least one of whom shall represent a facility). All other directors must be Exposition Members.

5.3 Qualifications – The following persons are disqualified from being a director of the corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt;
- (e) anyone who is not employed in a full-time capacity;
- (f) anyone who ceases to be a Member;
- (g) anyone who is absent from three (3) meetings of the Board within a year without reason deemed by the Board to be adequate.

All directors must be Voting Members or the Primary Designated Representative of a Member.

5.4 Election and Term – Directors shall be elected for two year terms. The Members shall elect by ordinary resolution, at each annual meeting at which an election of directors is required, directors to hold office for a term expiring not later than the close of the second annual meeting of Members following the election. Directors not elected for an expressly stated term cease to hold office at the close of the second annual meeting of Members following their election. Directors, if qualified, are eligible for re-election. If directors are not elected at a meeting of Members, the incumbent directors continue in office until their successors are elected.

5.5 Consent – A director who is elected or appointed must consent to hold office as a director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
 - (ii) by acting as a director after such person's election or appointment.

5.6 Vacation of Office – A director ceases to hold office when the director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as director.

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

5.8 Removal – The Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board. Notwithstanding the foregoing, a director elected by a class or group of Members that has an exclusive right to elect the director may only be removed by an ordinary resolution of those Members. No director shall be entitled to submit a written statement giving reasons for resigning or for opposing the removal or replacement of the director if a meeting is called for that purpose.

5.9 Vacancies –

- (a) A vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the directors.
- (b) Notwithstanding the above, if there is not a quorum of directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of directors provided in the Articles or (b) a failure to elect the number of directors required to be elected at any meeting of Members, the directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member. If the director who is ceasing to hold office was elected by a particular class or group of Members, such vacancy shall only be filled by a vote of the Members of that particular class or group of Members.

5.10 Remuneration and Expenses – Any director, officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their

respective capacities as a director, officer or employee. In addition, a director, officer or Member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a director, officer or Member. No director or Member shall be reimbursed for services as director or Member.

5.11 Borrowing Powers – 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; 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.

ARTICLE VI
EXECUTIVE COMMITTEE

6.1 Composition – The Executive Committee shall be comprised of the Officers described in Section 10.1. The Executive Director, shall be invited to all meetings of the Executive Committee but shall not count for quorum or have a vote. The Executive Committee shall be chaired by the President or, in the President’s absence, by the senior Vice President.

6.2 Duties and Responsibilities – In the intervals between meetings of the Board, the Executive Committee shall supervise the management of the Corporation, shall actively pursue its objectives, and shall oversee the financial affairs of the Corporation, subject to such directions, restrictions and limitations as may from time to time be given or imposed by the Board. Decisions of the Committee are subject to ratification by the Board at its next regularly scheduled meeting.

6.3 Meetings – The President, or in his/her absence, the Senior Vice President, may call an Executive Committee Meeting by giving seven (7) days’ notice in writing to each Executive Committee Member. Meetings of the Executive Committee may also be held without formal notice if all of the Members of the Executive Committee are present in person or if those absent waive their right to formal notice and consent to the holding of the meeting. The Executive Committee shall meet at least three (3) times a year.

6.4 Quorum – At any meeting of the Executive Committee, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote, unless otherwise specifically provided. A majority of Officers present shall be competent to do and perform all acts, which are or shall be directed to be done at any such meeting. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though Officers leaving reduce the number to less than a quorum. Officers who have declared a conflict of interest shall be counted in determining a quorum. No proxies or mail ballots are permitted.

6.5 Voting – All questions at meetings of the Executive Committee shall be decided by majority of the votes cast on the question. Each Member of the Executive Committee present other than the Chair shall be entitled to vote on every question. The Chair shall be entitled to vote only in the event of an equality of votes, in which case the Chair may cast the deciding vote

ARTICLE VII
STANDING AND SPECIAL COMMITTEES

7.1 Standing Committees

- (a) Standing committees of the Corporation may be established by the Board to conduct such business and perform such duties as may from time to time be determined. Standing committees shall report to the Board as determined by the Board which shall be at least annually.
- (b) The chair of each standing committee shall be appointed annually by the President of the Board and shall serve a two year term, subject to ratification by the Board.
- (c) Standing committees shall serve until discharged or until their successors shall be appointed.
- (d) No Member of a standing committee shall receive remuneration for duties performed on behalf of the Corporation, but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.

7.2 Special Committees –

- (a) The Board may appoint other committees, councils, working groups and/or task forces from time to time as required.
- (b) The President shall appoint the chairs of such committees, councils, working groups and/or task forces so appointed, subject to ratification by the Board, to serve for the duration of that committee's deliberations and submission of its report.
- (c) The mandate and term of office of any such groups shall be determined by the Board.
- (d) No Member of such a committee, council, working group or task force shall receive remuneration for duties performed on behalf of the Corporation, but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.

ARTICLE VIII
NOMINATIONS AND ELECTIONS

8.1 Appointment and Composition of the Nominating Committee – The Board shall at least ninety (90) days prior to the date of each Annual Meeting, appoint a Nominating Committee consisting of five (5) individuals, which shall include the Past President, as Chair, two (2) members of the Board, one (1) Hall of Fame Member and one (1) Member of the Year Member. All decisions of the Nominating Committee are to be decided by majority vote and each Member present having one vote, except the Chair. Only in the event of an equality of votes shall the Chair of the meeting cast the deciding vote. All Nominating Committee Members shall be voting Members. The President shall be a non-voting participant on the Committee.

8.2 Duties of the Nominating Committee – The duties of the Nominating Committee shall be set forth in terms of reference which shall be established from time to time by the Board. Such duties will include:

- (a) Nomination of a full slate of candidates for election to the Board in accordance with Section 5.2 and Section 5.4.
- (b) Recommendation to the Board naming candidates for:
 - (i) President of the Board
 - (ii) Past President
 - (iii) First Vice-President
 - (iv) Second Vice-President
 - (v) Secretary, and
 - (vi) Treasurer
- (c) No persons shall be nominated unless they have filed with the Nominating Committee or the Secretary of the Corporation, written consent to stand.

8.3 Nominating Procedure – No fewer than 90 days prior to the Corporation’s Annual Meeting, the Nominating Committee shall seek, through an official Corporation publication, the names of eligible Members to consider for possible nomination as directors.

8.4 Additional Nominations – Each additional nomination must be submitted in writing on the official nomination form, must have the written consent of the nominee if elected, and for Exposition Member Directors, must be signed by no fewer than three (3) Exposition Members of the Corporation. In the case of the Associate Member Primary Designated Representative Directors, the nomination form must be signed by no fewer than three (3) Primary Designated Representatives of Associate Members. The three (3) signers noted above must each be from a different Member organization. Such additional nominations from the membership shall close 40 days prior to the Corporation’s Annual Meeting.

8.5 Election of Directors –

- (a) In the event that additional nominations are received by the Corporation, the Secretary shall distribute ballots to the Voting Members for election of Directors in each category no less than 30 days prior to the Corporation annual meeting.
- (b) The President shall, no fewer than 10 days prior to the Corporation's Annual Meeting, appoint three scrutineers from among the Voting Members of the Corporation who shall be neither Members of the Board nor candidates for election to the Board.
- (c) Each Voting Member of the Corporation shall have one vote. Directors will be declared elected on the basis of a plurality of votes cast, as verified by the scrutineers.
- (d) At the Corporation's Annual Meeting, the Secretary shall announce the results of the election or declare the slate of Officers and Directors elected by acclamation if no additional nominations have been received.

8.6 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:

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

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

ARTICLE IX
MEETINGS OF DIRECTORS

9.1 Place of Meetings – Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

9.2 Calling of Meetings – Meetings of the Board may be called by the Chair, the Vice-Chair, or any two (2) directors at any time.

9.3 Notice of Meeting – 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 fourteen 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. Every notice of meeting must specify the purpose or the business to be transacted at the meeting.

9.4 First Meeting of New Board – Provided that a quorum of directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

9.5 Regular Meetings – The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

9.6 Quorum – At any meeting of the Board, a quorum shall consist of a simple majority (50%) minus one of those entitled to be present and vote, unless otherwise specifically provided. Such quorum of directors present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. Provided a quorum is present at the beginning of a meeting, the meeting may continue to be closed even though directors leaving reduce the number to less than a quorum. Directors who have declared a conflict of interest shall be counted in determining a quorum. No proxies or mail ballots shall be permitted.

9.7 Resolutions in Writing – 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, shall be as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

9.8 Participation at Meeting by Telephone or Electronic Means – A director may, if all directors are in agreement and have provided their consent, participate in a meeting of directors or of a committee of directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A

director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

9.9 Chair of the Meeting – In the event that the Chair and the Vice-Chair are absent, the directors who are present shall choose one of their number to chair the meeting.

9.10 Votes to Govern – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director present other than the Chair shall be entitled to vote on every question. The Chair shall be entitled to vote only in the event of an equality of votes, in which case the Chair may cast the deciding vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE X
DESCRIPTION OF OFFICES

10.1 Description of Offices – Subject to the Act and the Articles, and unless otherwise specified by the Board, the offices of the Corporation, shall be the President, the Past President, First and Second Vice-Presidents, a Secretary, a Treasurer and such other Officer or Officers as the Board may appoint. The offices of Secretary and Treasurer may be combined. Officers must be directors. Two or more offices may be held by the same person. If officers are appointed, they shall have the following duties and powers associated with their positions:

- (a) **President.** The President shall be the chief executive officer of the Corporation. He or she shall, if present, preside at all Members and Directors Meetings. He or she shall have the general supervision of the business and affairs of the Corporation. He or she shall see that all orders and resolutions of the Board are carried into effect and perform such other duties as shall from time to time be approved by the Board.
- (b) **Past President.** The Past President shall have such duties as shall from time to time be approved by the Board.
- (c) **Vice-President.** In the absence or disability of the President, the most senior Vice-President shall perform the duties and exercise the powers of the President. Vice Presidents shall perform such other duties as shall from time to time be approved by the Board.
- (d) **Secretary.** The Secretary shall record the proceedings of all General Meetings of the Corporation and meetings of the Board, and shall perform such other duties as may be assigned by the Board. The duties of the Secretary may be assigned to the Executive Director, in which case the Secretary shall be responsible for overseeing such duties.
- (e) **Treasurer.** The Treasurer shall be the custodian of all moneys of the Corporation, and shall see that all moneys belonging to the Corporation are deposited in such bank or banks as the Board shall direct. The Treasurer shall be responsible for ensuring that the accounting and financial procedures of the Corporation are in accordance with the policies laid down by the Board. The Treasurer shall be responsible for preparation and presentation to the Board of the annual budget of operations, and render a true and complete report of the financial condition of the Corporation at each Annual Meeting and at meetings of the Board as required. The Treasurer shall also perform such other duties as may from time to time be directed by the Board. Detailed activities relating to financial and accounting matters may be delegated by the Treasurer to the Executive Director.
- (f) **Executive Director.** The Executive Director shall be responsible for the management of the Corporation in accordance with the policies and procedures established by the Board and shall serve as chief operating Officer responsible for the office staff. The Executive Director shall at all times devote full effort to the

fulfillment of the objectives of the Corporation and to the welfare of the Members.

- (g) The President and the Executive Director shall be Members, ex officio, of all standing and special committees, working groups, task forces and councils of the Corporation. Ex officio members of the committee shall not count for quorum or have a vote.

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 Executive Director 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.

10.2 Term of Office – The Officers shall remain in office for two years or until their successors shall be elected or appointed. With the exception of the Past President, in no event shall an elected Officer remain in the same office for more than four years, or if the elected Officer ceases to be a voting Member. The immediate past president of the Corporation shall hold the office of the Past President. If, due to the limitations contained in these By-Laws or for any other reason, he or she unable to hold the office of Past President, the most recent past president may remain in the same office for more than two consecutive terms. In the event that the most recent past president is unable hold the office of Past President, a former past president of the Corporation may be nominated to the office of Past President.

10.3 Remuneration of Officers – The remuneration of all officers appointed by the Board shall be determined in accordance with Section 5.10.

ARTICLE XI
CERTIFICATION OF MEMBERS

11.1 Certification Authority – The Corporation may certify Members in the practice of exposition management.

11.2 Appointment and Composition of Certification Council – The Board shall appoint a Certification Council as specified in the Certification Council’s Terms of Reference.

11.3 Duties and Responsibilities Certification Council – The Certification Council shall, subject to approval by the Board, be empowered to:

- (a) Establish, manage and administer the certification program and to recommend to the Board such rules and regulations thereof as it may deem necessary, including the granting of a certificate which will remain the property of Corporation, authorizing the use of the designation to those Members of the Corporation who successfully complete the requirements of the certification program, and the rules governing the use of the designation granted to those certified.
- (b) Require that each Member of the Certification Council, staff personnel, invigilators, examiners and all persons having access to the confidential information relating to the program shall sign a commitment to keep such information confidential.
- (c) Do such other things and take such other actions as may be necessary to successfully administer the certification program.

11.4 Officers of the Certification Council – The Officers of the Certification Council shall be a Chair and Vice-Chair who shall be elected by the Members of the Certification Council from among their own number. The Chair or a person designated by the Chair shall serve as Secretary of the Certification Council.

11.5 Duties of Officers – The Chair, or if the Chair is not available, the Vice- Chair, shall be responsible for the conduct of business of the Certification Council at and between meetings of the Council. The Chair may delegate or assign duties to other Members of the Certification Council and to the Executive Director of the Corporation.

11.6 Vacancies – Should a vacancy occur in the membership of the Certification Council for any reason, it may be filled by the Board for the remainder of the term of the vacating Member.

ARTICLE XII
CONFLICT OF INTEREST

12.1 Conflict of Interest –

- (a) Any director or officer of the Corporation who:
 - (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation, or
 - (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Corporation,shall disclose in writing at the directors' meeting or have entered in the minutes, the nature and extent of such director or officer's interest in such actual or proposed material contract or material transaction with the Corporation.
- (b) The disclosure required by (a) above, shall be made, in the case of a director:
 - (i) at the directors' meeting at which a proposed contract or proposed transaction is first considered;
 - (ii) if the director was not then interested in a proposed contract or proposed transaction, at the first directors' meeting after such director becomes so interested;
 - (iii) if the director becomes interested after a contract or transaction is made, at the first directors' meeting held after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first directors' meeting held after the individual becomes a director.
- (c) The disclosure required by (a) above, shall be made, in the case of an officer who is not a director:
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a directors' meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Corporation's activities, would not require approval by the directors or Members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.
- (e) A director required to make a disclosure under Section 12.1(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:
 - (i) relates primarily to the director's remuneration as [a director,] an officer, an employee, or an agent of the Corporation or an affiliate;
 - (ii) is for indemnity or insurance under Section 151 of the Act; or
 - (iii) is with an affiliate.
- (f) For the purposes of this Section 12.1, a general written notice to the directors declaring that a director or officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 12.1(a)(ii);
 - (ii) the director or officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
- (g) A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction if:
 - (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (h) Even if the conditions under Section 12.1(g) above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which

disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:

- (i) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
 - (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed by the Members; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed by the Members.
- (i) A contract is not void by reason only of the failure of a director or officer to comply with the provisions of this Section 12.1 but a court may upon the application of the Corporation or a Member, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Corporation for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

ARTICLE XIII
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

13.1 Standard of Care – Every director and officer of the Corporation, in exercising such person’s powers and discharging such person’s duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, Articles, and By-Law.

13.2 Limitation of Liability – Provided that the standard of care required of the director or officer under the Act and the By-Law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer’s part, or for any other loss, damage or misfortune which shall happen in the execution of such person’s duties of office, unless the same are occasioned by the director or officer’s own wilful neglect or default or otherwise result from the director or officer’s failure to act in accordance with the Act or the regulations.

13.3 Indemnification of Directors and Officers – The Corporation may indemnify a director, an officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation’s request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that Corporation with the Corporation or other entity if:

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

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

13.4 Insurance – Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 13.3 against any liability incurred by the individual in the individual’s capacity as a director or an officer of the Corporation; or in the individual’s capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation’s request.

13.5 Advances – With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

ARTICLE XIV
NOTICES

14.1 Method of Giving Notices – 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-Law, 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 by mail, courier or personal delivery to each Member entitled to vote at the meeting, 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 during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by electronic, telephonic, 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; or
- (c) if by publication:
 - (i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Corporation reside as shown by their addresses in the register of members, or
 - (ii) at least once in a publication of the Corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

14.2 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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. 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.

14.3 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-Law 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.

14.4 Waiver of Notice – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE XV
DISPUTE RESOLUTION

15.1 Mediation and Arbitration – Disputes or controversies among Members, directors, or officers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 15.2.

15.2 Dispute Resolution Mechanism – In the event that a dispute or controversy among Members, directors, or officers of the Corporation arising out of or related to the Articles or By-Law, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, directors, or officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XVI
SPECIAL RESOLUTIONS

16.1 Special Resolutions – For greater certainty, a Special Resolution of the Members is required to make any amendment to these By-Law or to the Articles to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a Membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XVII
DISSOLUTION

17.1 Upon the dissolution or termination of the existence of the Corporation for any reason, any assets remaining after the payment and satisfaction of the debts and liabilities of the Corporation shall be transferred to an organization or organizations in Canada or elsewhere having cognate or similar objects and in no event shall the same be distributed or paid or shall otherwise be available for the personal benefit of any Member of the Corporation.

ARTICLE XVIII
REPEAL AND AMENDMENTS

18.1 Upon this By-Law coming into force, all previous By-Laws of the Corporation are repealed. However, such repeal shall not affect the previous operation of such By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such By-Laws prior to such repeal. All officers and persons acting under such repealed By-Laws shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the members or board with continuing effect passed under such repealed By-Laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this By-Law.

18.2 The By-Laws of the Corporation may be repealed or amended by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least a majority of the Voting Members present in person or by proxy at a Meeting duly called for the purpose of considering the repeal or amendment of the By-Laws.

18.3 Proposed amendments must be received by the Secretary at least thirty (30) days prior to the date of the Annual or Special General Meeting called to consider them. The Secretary shall send a copy of all proposed amendments to all Voting Members.

18.4 Amendments to an amendment may be discussed and voted on at the same meeting without previous notice hereof.

ENACTED this _____ day of _____, 20__.

Chair

Secretary

CONFIRMED by the Members this _____ day of _____, 20__