

BY-LAW NO. 1

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

CANADIAN ASSOCIATION OF RESEARCH LIBRARIES ASSOCIATION DES BIBLIOTHEQUES DE RECHERCHE DU CANADA

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

ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

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;

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

“**Corporation**” means CANADIAN ASSOCIATION OF RESEARCH LIBRARIES ASSOCIATION DES BIBLIOTHEQUES DE RECHERCHE DU CANADA;

“**Director**” means a an individual elected or appointed to the Board;

“**Meeting of Members**” includes an annual meeting of members or a Special Meeting of Members;

“**Member**” means either a research library of a Canadian University, or a non-university research library located in Canada, that has been admitted to the Membership of the Corporation according to the provisions of Article 3.

“**Members**” or “**Membership**” means the collective membership of the Corporation;

“**Officer**” means an individual appointed as an officer of the Corporation according to the provisions of Article 7.

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**Person**” means an individual, a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

“**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/or 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 of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words importing the singular number only shall include the plural and *vice versa*;
- (c) Words referring to gender include the feminine, masculine and neuter genders;
- (d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Articles, the Articles shall govern.
- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

ARTICLE 2 - GENERAL

2.1 Corporate Seal

The Corporation may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the Executive Director of the Corporation shall be the custodian of the corporate seal.

2.2 Financial Year End

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

2.3 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

2.4 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and any other documents required by the Act to the Members between twenty-one (21) and sixty (60) days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

2.5 Operating Policies

Subject to the Act, the Board may, by Ordinary Resolution, adopt such operating policies that are not inconsistent with the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent Ordinary Resolution of the Board.

ARTICLE 3 - MEMBERS

3.1 Classes of Membership

Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to research libraries of a Canadian University, or non-university research libraries located in Canada, which are interested in furthering the Corporation's purposes and who have applied for membership according to the Corporation's policies, and have been admitted into Membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of the Members of the Corporation.

3.2 Term of Membership

The term of membership for each Member is annual, subject to renewal in accordance with the operating policies of the Corporation.

3.3 Dues for Membership and Fees

Any dues payable by Members for membership in the Corporation shall be such dues as shall from time to time be fixed by Ordinary Resolution of the Board. Notwithstanding the foregoing, no change in dues payable by Members for membership in the Corporation shall be effective until such change is confirmed by the Members by Ordinary Resolution at the annual Meeting of Members.

Any fees payable by Members to the Corporation shall be such fees as shall from time to time be fixed by Ordinary Resolution of the Board.

3.4 Membership Transferability

A Membership may only be transferred to the Corporation.

3.5 Termination of Membership

A Membership in the Corporation is terminated when:

- (a) the Member is liquidated, wound up, dissolved, or no longer operating as a research library of a Canadian University, or a non-university research library located in Canada;
- (b) the Member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date the resignation is sent to the Corporation or the date specified in the resignation, whichever is later;
- (c) the Member is expelled or its Membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) the Member's term of Membership expires; or
- (e) the Corporation is liquidated or dissolved under the Act.

3.6 Effect of Termination of Membership

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. Notwithstanding the generality of the foregoing, no dues and/or fees paid by a Member for membership in the Corporation, or any portion thereof, shall be credited, refunded, or in any way paid back to a Member whose membership is terminated pursuant to the provisions of section 3.5 above.

3.7 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation on any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.
- (b) In the event that the Board determines that a Member should be suspended or expelled from Membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide 10 days' written 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 President, or such other Officer as may be designated by the Board, in response to the notice received within such 10 day period. In the event that no written submissions are received by the President, the President, 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 10 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.8 Special Resolution Required

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this Article 3 if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

ARTICLE 4 – MEMBERS' MEETINGS

4.1 Notice of Members Meeting

- (a) Means of Notice. In accordance with and subject to the Act, notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (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 twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (b) Alternate Means of Notice. Where the Corporation provides notice electronically, and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in subsection 4.1(i).
- (c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held. Notice of any 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. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.
- (d) Change in Manner of Giving Notice. Pursuant to the Act, a Special Resolution is required to make

any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

4.2 Place of Members' Meeting

Meetings of 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.

4.3 Annual Meetings

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant, and transacting such other business as may properly be brought before the meeting or is required under the Act.

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.

4.5 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a Special Meeting of Members in accordance with the Act, on written requisition of Members carrying not less than five percent (5%) of the voting rights that may be cast at a Meeting of Members sought to be held. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.6 Special Business

All business transacted at a Meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.7 Waiver of Notice

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

4.8 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, 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.

4.9 Chair of Members' Meetings

The chairperson of Meetings of the Members shall be one of the Officers, according to the priority set out in section 7.3. If no Officers are present, or all are unable or decline to act as chair of the meeting, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.10 Quorum at Members' Meetings

- (a) Subject to the Act, a quorum at any Meeting of Members shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by proxy, or, by telephonic and/or by other electronic means.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (c) The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

4.11 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.12 Members' Meeting Held Entirely by Electronic Means

Notwithstanding section 4.11, if the Directors or Members of the Corporation call a Meeting of Members, 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.

4.13 Decision-Making by Consensus

Unless otherwise required by the Act or the Articles, questions arising at any Meeting of Members shall be decided by a consensus of the Members present at the meeting. A consensus will be considered to have been reached when no Member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair of the meeting shall refer the question to be decided by a vote of the Members. In that event, each Member is authorized to exercise one (1) vote. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote, and the question shall be considered a lost motion.

Consensus decision-making cannot be used to dispense with the public accountant, to adopt, amend or repeal a By-law, or to make any decision that requires a Special Resolution of the Members.

4.14 Resolution in Lieu of Meeting

A resolution in writing and 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, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of Meetings of Members.

ARTICLE 5 – DIRECTORS

5.1 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 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 resolution of the Board. At least two (2) Directors shall not be Officers or employees of the Corporation or its affiliates.

5.2 Composition of the Board

The Board shall comprise four (4) regional Directors and two (2) Directors-at-large, as follows:

- (a) One (1) Director from the Atlantic Region (comprised of Newfoundland and Labrador, Prince Edward Island, Nova Scotia, and New Brunswick);
- (b) One (1) Director from Québec;
- (c) One (1) Director from Ontario;
- (d) One (1) Director from the Western Region (comprised of Manitoba, Saskatchewan, Alberta, and British Columbia); and
- (e) Two (2) Directors-at-large.

In addition, if permitted by the Articles, the directors may appoint one or more additional qualified Directors who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.

5.3 Qualifications

In addition to the qualifications for Directors set out in the Act,

- (a) no individual who is an “ineligible individual” as defined in the *Income Tax Act* (Canada) shall be a Director of the Corporation; and
- (b) only those individuals who are the chief executive of a research library of a Canadian University, which is a Member of the Corporation, are eligible to be elected as Directors of the Corporation; and
- (c) other than the two (2) Directors-at-large identified in subsection 5.2(e), candidates nominated for election to the Board must reside in the region within which the research library is located.

5.4 Election and Term of Directors

The Directors shall be elected by the Members at each annual meeting of Members for which an election of Directors is required. Each Director shall be elected to hold office until the second annual meeting after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.

5.5 Nomination and Election Procedure

- (a) Approximately six (6) months prior to the annual meeting of Members, the staff of the Corporation, under the supervision of the Executive Director, shall
 - (i) determine the number of Directors to be elected at the next annual meeting of Members, in order to comply with the composition of the Board set out in section 5.2 above;
 - (ii) seek, in writing, the names of eligible and qualified individuals to consider for nomination as Directors;
 - (iii) prepare ballots identifying all nominees, listing in alphabetical order, the names of candidates for the available positions to comply with section 5.2 above; and
 - (iv) submit the ballots to each Member, in accordance with the methods set out in this By-law, at least sixty (60) days prior to the annual meeting of Members;
 - (v) each Member shall have one vote for each of the available Director positions;
- (b) Ballots shall be returned to the Corporation not less than twenty (20) days prior to the annual meeting of Members;
- (c) The Secretary shall, no fewer than twenty (20) days prior to the annual meeting of Members, appoint three (3) scrutineers who shall be neither Directors nor candidates for election to the Board, who shall tabulate the ballots;
- (d) Directors will be declared elected on the basis of a plurality of votes cast, as verified by the scrutineers, and the results of the ballot shall be submitted to the Members not less than fifteen (15) days prior to the annual meeting of Members;
- (e) No nominations for election as a Director may be made from the floor at any Meeting of Members;
- (f) The Members shall then elect the Directors at the annual meeting by confirming the results of the ballot voting.

5.6 Ceasing to Hold Office

A Director ceases to hold office when

- (a) the Director dies or resigns;
- (b) the Director is removed from office by the Members in accordance with section 5.8, or
- (c) the Director no longer fulfils all of the qualifications to be a Director set out in section 5.3, as determined in the sole discretion of the Board.

Where an individual is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable.

5.7 Effective Date of Resignation of Director

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.8 Removal of Director

Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting of Members remove any Director from office before the expiration of the Directors' 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.

5.9 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except

- (a) a vacancy created by the resignation or removal of any one of the Directors-at-large;
- (b) a vacancy resulting from an increase in the number or the minimum or maximum number of Directors; or
- (c) from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members.

If there is not a quorum of the Board, or if the vacancy has arisen as a result of subsections 5.9(a) to 5.9(c) above, the Board shall forthwith call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.10 Committees

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

ARTICLE 6 - MEETINGS OF DIRECTORS

6.1 Calling of Meetings of the Board

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.2 Notice of Meeting of the Board

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.1 of this By-law to every Director of the Corporation not less than five (5) business days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits of Authority) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings of the Board of Directors

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

6.4 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications 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 the meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.5 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to sections 5.4 and 5.5 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.6 Decision-Making by Consensus

Unless otherwise required by the Act or the Articles, questions arising at any meeting of the Board shall be decided by a consensus of the Directors present at the meeting. A consensus will be considered to have been reached when no Director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair of the meeting shall refer the question to be decided by a vote of the Directors. In that event, each Director is authorized to exercise one (1) vote. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote, and the question shall be considered a lost motion.

6.7 Resolutions in Writing

A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

6.8 Disclosure of Interest

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in the Act.

6.9 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

ARTICLE 7 – OFFICERS

7.1 Officers – Generally

The Officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer, the Executive Director, and any other officer the Board may designate from time to time. The Board may specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of

the Corporation. An Officer may, but need not be, a Director unless these By-laws otherwise provide. Two (2) or more offices may be held by the same person.

7.2 Appointment of Officers

- (a) Term. Each Officer, other than the Executive Director, shall be elected or appointed for a term of two (2) years from date of the meeting at which such Officer is elected or appointed, or until a successor is appointed. The term of the Executive Director shall be subject to the terms and conditions of the Executive Director's employment.
- (b) Appointment. The Members shall appoint the Vice-President from the Directors-at-large, by Ordinary Resolution, at the annual meeting of Members, immediately following the election of Directors. The Board shall appoint the Secretary and the Treasurer by Ordinary Resolution at the meeting of the Board held immediately following the annual meeting of Members.
- (c) Removal. The Members may by Ordinary Resolution at a Special Meeting of Members remove the President or the Vice-President from office, and may fill a vacancy created by such removal at the meeting of Members at which such removal takes place. The Board may by Ordinary Resolution remove the Treasurer or the Secretary from office, and may fill a vacancy created by such removal at the meeting at which such removal takes place.
- (d) President. Once the term of the Vice-President has concluded, the Vice-President shall automatically become the President, as long as such individual continues to meet the Director qualifications set out in section 5.3 above and is re-elected as a Director in the election described in section 5.5(f) above.

7.3 Description of Offices

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

- (a) President – The President, if one is to be appointed, shall be a Director-at-large. The President, shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
- (b) Vice-President – The Vice-President, if one is to be appointed, shall be a Director-at-large. If the President is absent or is unable or refuses to act, the Vice-President, shall, when present, preside at all meetings of the Board and of the Members. The Vice-President shall have such other duties and powers as the Board may specify.
- (c) Treasurer – If appointed, the Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation. If the President and the Vice-President are absent or are unable or refuse to act, the Treasurer, shall, when present, preside at all meetings of the Board and of the Members.
- (d) Secretary – If appointed, the Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees. If the President, the Vice-President and the Treasurer are absent or are unable or refuse to act, the Secretary, shall, when present, preside at all meetings of the Board and of the Members.
- (e) Executive Director – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the

Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

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 President 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.

7.4 Vacancy in Office

- (a) Other than the Executive Director, unless so removed, an Officer shall hold office until the earlier of:
 - (i) the Officer's successor being appointed,
 - (ii) the Officer's resignation,
 - (iii) such Officer ceasing to be a Director (if a necessary qualification of appointment), or
 - (iv) such Officer's death.
- (b) If the office of any Officer, other than the President or the Vice-President, shall be or become vacant, the Directors may, by Ordinary Resolution, appoint an individual to fill such vacancy.
- (c) If the office of either the President or the Vice-President shall be or become vacant, the Board shall forthwith call a Special Meeting of Members to fill such vacancy.

ARTICLE 8 – GENERAL MATTERS

8.1 Method of Giving Any Notice

- (a) Method of Delivery. Subject to sections 4.1 and 6.2 above, any notice 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 if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance the Act.
- (b) Time of Delivery. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2 Computation of Time

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

8.3 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of its new address.

8.4 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

8.5 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.6 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.

8.7 Rules of Order

All Meetings of Members and the Board shall be conducted in accordance with the most current edition of *Nathan's Company Meetings Including Rules of Order*, or such other published rules of order as the Board may from time to time determine.

ARTICLE 9 - AMENDMENTS

9.1 Amendment to Articles

The Articles may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.2 By-laws and Effective Date

Subject to 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 Ordinary Resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

ENACTED by the Board as of the 27th day of May, 2013.

<signed> Thomas Hickerson

President

<signed> Richard Dumont

Secretary

CONFIRMED by the Members as of the 29th day of May, 2013.

<signed> Richard Dumont

Secretary