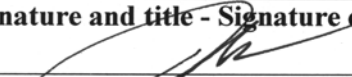
 Industry Canada Industrie Canada	POLICY STATEMENT ÉNONCÉ DE POLITIQUE 13.6
Corporations Canada	Date May 1, 2007
Reference or division - Référence ou division External Distribution – Diffusion externe	 Cancels – Annule New
Signature and title - Signature et titre 	Page 1 of – de 11

CANADA CORPORATIONS ACT PART II
MODEL BY-LAW
PREPARED BY CORPORATIONS CANADA

DISCLAIMER

This by-law contains certain provisions which are not specifically dealt with (neither permitted nor prohibited) in Part II of the *Canada Corporations Act* (CCA). While it will be accepted for filing, Corporations Canada can give no assurance that a court would find the provisions of this by-law to be validly authorized by the CCA. Accordingly, you may wish to consult with legal counsel or other professional advisors before using this model.

BY-LAW NO. 1

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

[name of corporation]
(the “Corporation”)

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

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.¹

HEAD OFFICE

2. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law², change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

CONDITIONS OF MEMBERSHIP

3. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation.³
4. There shall be no membership fees or dues unless otherwise directed by the board of directors.
5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
6. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

¹ The seal need not be imprinted until after incorporation.

² This by-law is essentially a special resolution.

³ If there are more than 1 class of members, specify which classes are voting.

MEMBERS' MEETINGS

7. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
8. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. _____members present in person [* or represented by proxy] at a meeting will constitute a quorum.
9. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation.

10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

BOARD OF DIRECTORS

12. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.
13. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.

At the (first, second, etc.) _____ meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.

14. Directors shall be elected for a term of _____ year(s) by the members at an annual meeting of members.
15. The office of director shall be automatically vacated:
 - a. if at a special general meeting of members, a resolution is passed by _____ of the votes cast in favour of the removal of the director;
 - b. if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
 - c. if he is found by a court to be of unsound mind;
 - d. if he becomes bankrupt or suspends payment or compounds with his creditors;
 - e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.
17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

POWERS OF DIRECTORS

18. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
19. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;

- c. to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.
20. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
21. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

DIRECTORS' MEETINGS

23. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
24. A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

25. Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;
- a. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

OFFICERS

26. The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members.
27. Officers of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
28. The officers of the corporation shall hold office for ____ year(s) from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

29. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.
30. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
31. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.
32. The secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be. The secretary shall be the custodian of the seal of the corporation.
33. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

34. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

EXECUTIVE COMMITTEE⁴

35. There shall be an executive committee composed of _____ directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
36. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. _____ (not less than 2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

EXECUTION OF DOCUMENTS

37. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

38. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

39. The financial year of the Corporation shall be determined by the board of directors

AMENDMENT OF BY-LAWS

40. The by-laws of the corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

⁴ An Executive Committee is optional. If your corporation does not want an Executive Committee, please remove this section from the by-laws.

AUDITORS

41. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

42. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

43. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

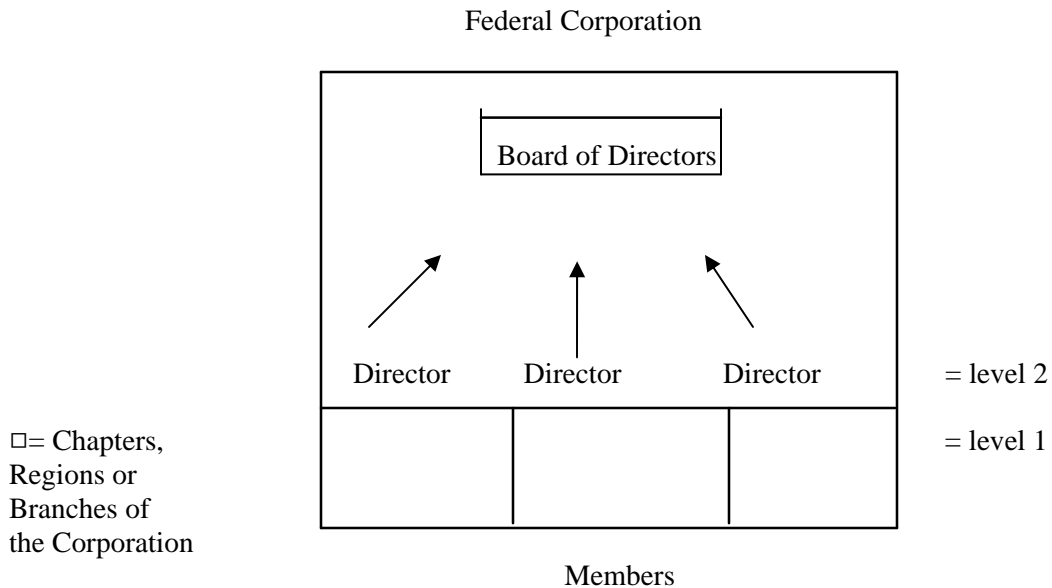
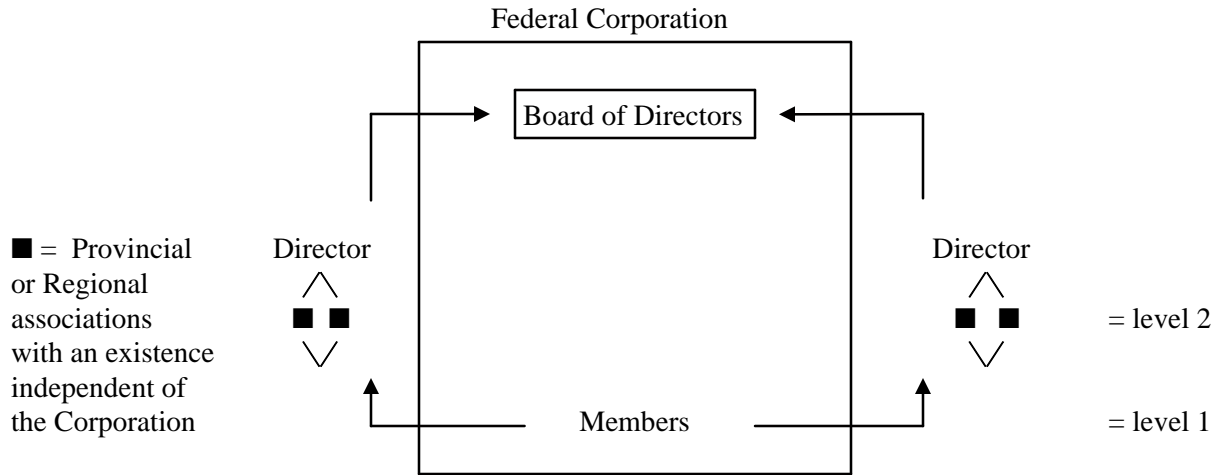
44. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ANNEX 1

MODEL BY-LAW SUPPLEMENT

BY-LAWS RELATING TO CORPORATIONS WITH MORE THAN ONE "LEVEL"

You may wish to design a corporate structure which has one or more "levels" between the Board of Directors and the Membership. The terminology used to describe the intermediate "level" is not important. The following diagrams illustrate typical intermediate "levels".



When adopting this kind of structure, it is important to deal clearly with certain matters in your by-laws:

I MEMBERSHIP

1. State clearly which of the “levels” are the “members” of the corporation, e.g. the individuals at the bottom of the regional associations or both?
2. Are there different kinds of membership for different levels? e.g. individuals are Class A members, regional associations are Class B members.
3. What are the different rights attaching to different classes of membership? e.g. Class A members to have right to vote, Class B members to have no voting rights.
4. How is each type of member admitted to membership? e.g. on application approved by resolution of the board of directors, or, approved by resolution of the board of directors upon recommendation of the executive of the chapter in whose area the applicant lives, or, automatically, upon admission as a member of the chapter.

Please note that where the regional associations are already in existence at the time of the federal incorporation, neither they nor their members can be made members of the federal corporation without their consent. Any “admission to membership clause” which says that certain specific entities are members should be careful to use the words “upon application for membership”.

II APPOINTMENT OR ELECTION OF DIRECTORS

State clearly who appoints or elects the directors to manage the corporation.

- e.g. the individual members voting together at the annual meeting of the federal corporation using a formula to ensure regional representation
- e.g. the individual members voting in separate regional units at the annual meeting of the federal corporation, to select a certain number of directors per region
- e.g. the members of the regional associations voting in their respective regional meetings to select a certain number of directors per regional association
- e.g. the executive of the regional associations appointing a certain number of persons to represent the regional association on the board of directors of the federal corporation
- e.g. the federal board of directors appointing a certain number of persons to succeed themselves, from a list of nominees submitted by the regional associations

III REMOVAL OF DIRECTORS

Directors must be removable for any reason. Unless they are elected by the voting members (through their delegates, if applicable) annually, they must be removable by those voting members (through their delegates, if applicable) in addition to anyone else.

1. In the by-laws, specify whether a director is removable only by the membership of the region who elected him, or whether the membership as a whole, of the federal corporation, votes on his removal.

2. In the by-laws, specify how a special general meeting of voting members can be requisitioned by those members for the purpose of voting on the removal of a director. In the case where members' permanent delegates to members' meetings are themselves the directors, go on to clarify that this is a meeting of the voting members themselves and that they will not be voting through their delegates.

IV MEMBERS MEETINGS

1. Reasonable notice must always be sent in writing directly to the voting member. If he is an individual, it should not go to the regional association of which he forms a part, and not to any delegate which may represent him on a permanent basis at members' meetings (unless some clear mechanism can be set out whereby it is inevitable that the regional association or delegate will deliver the written notice to each voting member).

In cases where the members' permanent delegate to members' meetings is also the individual who represents them on the board of directors of the corporation, the by-laws must make it very clear that the voting members themselves have the right to attend all members' meetings even though their vote is exercised through their delegate.

2. State clearly how the right to vote is to be exercised.

e.g. each voting member can go directly to the annual meeting to vote, or can send his proxy

e.g. each voting member can submit his mail ballot (except where the Act or by-laws require a meeting)

e.g. if the voting members are the individuals (level 1), the voting members from each region get together (perhaps at a regional association meeting), select a certain number of delegates, carrying a certain number of votes, to represent them at the members' meeting, for a certain period of time. It should be clear whether the delegate so selected is also the director representing that region on the board of directors

V CONTROLS ON CHAPTERS

Where the federal corporation has, by its by-laws, delegated certain powers to its chapters or branches, for example the power to accept an individual as a member on behalf of the corporation, the by-laws of the federal corporation should go on to specify how those chapters and branches are responsible to the board of directors of the corporation which manages the corporation, e.g. submit by-laws and financial statements to national board of directors for approval, provide for creation and disbandment of chapters or branches etc.