
BY-LAW NO. 1
OF
WORLD FEDERATION OF COLLEGES AND POLYTECHNICS



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A By-Law relating generally to the conduct of the affairs of the World Federation of Colleges and Polytechnics.

1 GENERAL

1.1 Definitions

In this By-law and all other by-laws of the Federation, 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 Federation;

"Board" means the board of directors of the Federation constituted under section 7.2 and "Director" means a member of the Board;

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

“Colleges and Polytechnics” include institutes of applied learning, polytechnic universities of applied technology, public and private sector institutes or colleges of technical and further education, other similar post-secondary institutions;

“Federation” means the World Federation of Colleges and Polytechnics;

"Meeting of Members" includes an annual meeting of Members or a special meeting of Members;

“Member” means an institutional member, association member, affiliate member or associate member;

"Ordinary Resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

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

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

1.2 Interpretation

In this By-law, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include individuals, body corporates, partnerships, trusts and unincorporated organizations;

- (c) other than as specified at clause 1.1 above, words and expressions defined in the Act have the same meaning when used in these By-laws; and
- (d) headings are for ease of reference only and do not affect the construction of these By-laws.

1.3 Corporate Seal

- (a) The Federation may have a corporate seal in the form approved from time to time by the Board; and
- (b) if a corporate seal is approved by the Board, the secretary (or such other officer or employee or person providing secretariat services) of the Federation shall be the custodian of the corporate seal.

1.4 Execution of Documents

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

1.5 Financial Year End

The financial year end of the Federation shall be determined by the Board.

1.6 Banking Arrangements

- (a) The banking business of the Federation 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; and
- (b) the banking business or any part of it shall be transacted by an officer or officers of the Federation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.7 Annual Financial Statements

The Federation 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 Federation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or by email.

2 AIMS, PURPOSES AND VALUES

2.1 Aims of the Federation

The aims for which the Federation is established are:

- (a) to be a strong united voice and international forum through which Colleges and Polytechnics in different countries can:
 - (i) collectively promote and develop their contribution to their own communities and countries as an international economic and social force;
 - (ii) collectively influence the development of policy in all areas which impact on human resources development and lifelong learning;
 - (iii) share insight, experience and learn from one another;
 - (iv) share the most current and effective tools and approaches to content and delivery;
 - (v) learn from and work with each other internationally;
 - (vi) promote partnerships to improve staff and student mobility and credit recognition;
 - (vii) develop partnerships and quality standards for the delivery of international co-operation contracts; and
 - (viii) organise the World Congress of Colleges and Polytechnics and other high profile international events.

2.2 Purposes of the Federation

The purposes for which the Federation is established are those described in the Articles.

2.3 Values of the Federation

The values promoted by the Federation are:

- (a) to support policies that promote lifelong learning and that recognise the diversity of lifelong learners;
- (b) to support its Members in developing their own unique approach to community and institutional development;
- (c) to support institutional and association members in addressing their individual missions and to respect the diversity of such missions;
- (d) to promote an understanding of the relationship between workforce skill development, economic development and social prosperity;
- (e) to promote the principle of equality and social inclusion in all aspects of lifelong learning, particularly with regard to race, gender, age, religion and ethnic background; and

- (f) to promote and uphold in its own dealings, the highest levels of transparency, integrity and probity.

3 MEMBERSHIP

3.1 Classes of Membership

The Federation will have four classes of membership:

- (a) institutional members, who will have the right to receive notice of and attend all Meeting of Members of the Federation and to vote, with each institutional member having one vote (subject to section 4.2);
- (b) association members, who will have the right to receive notice of and attend all Meeting of Members of the Federation and to vote, with each association member having one vote (subject to section 4.2);
- (c) affiliate members, who will have the right to receive notice of and attend all Meeting of Members of the Federation but who have no right to vote; and
- (d) associate members, who will have the right to receive notice of and attend all Meeting of Members of the Federation but who have no right to vote.

3.2 Restriction on Voting

In accordance with the Articles:

- (a) The institutional and association members from a particular country are entitled to exercise no more than three votes collectively at all Meetings of Members.
- (b) If an institutional member is a member of an association member, the institutional member will have the right to receive notice of and attend all Meetings of Members but will have no right to vote.

3.3 Membership Qualifications

- (a) An institution is qualified to be an institutional member if:
 - (i) the institution is an entity that meets the definition of College and Polytechnic as set out at section 1.1; and
 - (ii) the institution:
 - A. has applied for membership in accordance with these By-laws;
 - B. has been nominated by the national or cross-national association that is the representative body for the institution's geographical area and is an existing association member; and
 - C. has been approved for membership of the Federation.
- (b) An institution is qualified to be an association member if:

- (i) the institution is an association that officially represents at either a national or cross-national level, those entities that are eligible for institutional membership; and
 - (ii) the institution:
 - A. has applied for membership in accordance with these By-laws; and
 - B. has been approved for membership of the Federation.
- (c) An institution is qualified to be an affiliate member if:
- (i) the institution is a non-government organization, either at a national, cross-national or international level, whose primary objective is directly related and/or complimentary to the aims, purposes and values of the Federation, but is not eligible for institutional or association membership; and
 - (ii) the institution:
 - A. has applied for membership in accordance with these By-laws; and
 - B. has been approved for membership of the Federation.
- (d) An individual or institution is qualified to be an associate member if:
- (i) the individual is currently or was previously employed at a senior management level in the applied education and technical education training sector in a manner directly related to the aims, purposes and values of the Federation; or
 - (ii) the institution currently or has previously provided services to persons and organizations in the applied education and technical education training sector in a manner directly related to the aims, purposes and values of the Federation, but is not eligible for institutional or association membership; or
 - (iii) the individual or institution has in the opinion of the Board made a distinguished contribution to applied education and technical education; and
 - (iv) the individual or institution:
 - A. has applied for membership in accordance with these By-laws; and
 - B. has been approved for membership of the Federation.

3.4 Admission of Membership

The Board may, by Ordinary Resolution, approve the admission of the Members of the Federation or the Members may also be admitted in such other manner as may be

determined by the Board.

3.5 Term of Membership

The Member's term of membership is for one year, renewable annually provided that such Member continues to meet the applicable qualification requirements set out in section 3.3 and is not in arrears of payment of any membership dues.

3.6 Appointment of Member Representative

Any Member which is a corporation or other entity must by written notice to the Federation appoint an individual to act as its representative in all matters connected with the Federation.

3.7 Rights of Member Representative

A representative is entitled to, subject to any restrictions imposed by the Member corporation or other entity:

- (a) exercise at a Meeting of Members all the powers which the Member corporation or other entity which appointed him or her could exercise if it were a natural person; and
- (b) be counted towards a quorum on the basis that the corporation or other entity that is a Member is to be considered personally present at a meeting by its representative.

3.8 Application of Act

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this part of the By-laws if those amendments affect membership rights and/or conditions described in subsection 197(1) of the Act.

4 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1 Membership Dues

- (a) The Board may decide by resolution whether to impose an annual membership dues and or/levy on Members, and, if so, the type of dues and/or levy, frequency and amount.
- (b) The Board may make rules relating to the collection and payment of any membership dues and/or levy imposed in accordance with sub-section 4.1(a).

4.2 Termination of Membership

A membership in the Federation is terminated when:

- (a) a Member dies, or, in the case of a Member that is a corporation, the corporation is liquidated or dissolved;
- (b) a Member fails to maintain the qualifications requirements for membership described in section 3.3;

- (c) the Member resigns from the Federation by giving notice (being not less than 30 days or, if the Board has determined a shorter period, that shorter period) in writing to the chair of the Federation of the Member's intention to resign, and upon the expiration of the period of notice, the Member's membership will cease;
- (d) the Member is expelled in accordance with section 4.3 or is otherwise terminated in accordance with the Articles or By-laws;
- (e) the Member's term of membership expires and the Member fails to renew their membership in accordance with section 3.5;
- (f) the Member fails to pay any membership dues or levy six months after that amount was due and payable, and the Board resolves by way of Ordinary Resolution that the Member's membership will lapse and cease; and
- (g) the Federation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Federation, automatically cease to exist.

4.3 Disciplining of Members

- (a) The Board will have authority to suspend or expel any Member from the Federation for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies of the Federation;
 - (ii) carrying out any conduct which may be detrimental to the Federation as determined by the Board in its sole discretion; and
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Federation.
- (b) The Board may adopt policies and procedures that will apply to the expulsion of a Member or suspension of a Member's membership rights, as long as the rules of natural justice apply to the expulsion or suspension.
- (c) In the event that the Board determines that a Member should be suspended or expelled from membership in the Federation, 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.
- (d) The Member may make written submissions to the Board in response to the notice received within such twenty (20) day period.
- (e) In the event that no written submissions are received by the Board, the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Federation and the Member's membership terminated. 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.

- (f) The Board's decision shall be final and binding on the Member, without any further right of appeal.

4.4 Effect of Expulsion and Suspension

- (a) A Member whose membership has been terminated or suspended for any reason set out in section 5.2 and 5.3 above (the "**exiting member**") must pay to the Federation, on or before the date on which the termination or suspension, as the case may be, takes effect, all membership dues payable to the Federation for the then current financial year of the Federation levied up to the effective date of termination or suspension.
- (b) The rights of a Member cease to exist on termination of the membership.

5 MEETINGS OF MEMBERS

5.1 Annual Meeting

- (a) The Board will, at least once in each financial year and within the period of 5 months after the expiration of each financial year of the Federation, convene an annual meeting of its Members.
- (b) The Board will call an annual meeting of Members for the purpose of:
 - (i) electing Directors to the Board in accordance with section 6.4;
 - (ii) confirming the minutes of the preceding annual meeting of Members and of any special meeting of Members held since that meeting;
 - (iii) receiving the Board reports on the activities of the Federation during the last preceding financial year;
 - (iv) considering the financial statements and/or reports of the public accountant required by the Act to be presented at the meeting;
 - (v) 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; and
 - (vi) conducting any other business, as determined by the Board.
- (c) The annual meeting of Members of the Federation will be convened on such date and time and at such place within Canada as the Board thinks fit, or, if all of the Members entitled to vote at such meeting so agree, the meeting will be convened outside Canada on such day or days as the Board shall appoint.

5.2 Special Meeting of Members

- (a) The Board may at any time call a special meeting of Members for the transaction of any business considered appropriate by the Board.

- (b) The Board must call a special meeting of Members on written requisition of Members carrying not less than 5% of the voting rights.
- (c) If the Board does not call a meeting within 21 days of receiving the requisition referred to in subsection 6.2(b), any Member who signed the requisition may call the meeting.

5.3 Notice of Meetings

- (a) Notice of the time and place of a Meeting of Members must be sent to the following:
 - (i) to each Member entitled to receive notice and attend the meeting;
 - (ii) to the Directors and officers of the Federation; and
 - (iii) to such other persons entitled to attend a Meeting of Members in accordance with the By-laws.
- (b) Notice of the time and place of a Meeting of Members must be given to each of the persons set out in subsection 6.3(a) by the following means:
 - (i) by mail, courier or personal delivery, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (c) In accordance with subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Federation to change the manner of giving notice to Members entitled to attend a Meeting of Members.

5.4 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members will be:

- (a) those entitled to receive notice of and attend the meeting;
- (b) the authorized representative of the institutional, association, and affiliate Members appointed in accordance with section 4.6;
- (c) the Directors and officers of the Federation;
- (d) such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Federation to be present at the meeting; and
- (e) any other person who is admitted on the invitation of the chair or with the consent of the meeting.

5.5 Chair of the Meeting

In the event that the chair of the Board and the deputy-chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.6 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) will be five Members entitled to vote, representing a minimum of five countries, at the meeting.
- (b) 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.
- (c) If a Meeting of Members has been properly convened and fails to reach quorum, the Members present can make decisions on the agenda and recommendations to be presented to the next properly constituted and quorate Meeting of Members for formal ratification.

5.7 Participation at Meetings by Electronic Means

- (a) 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 Federation makes available such a communication facility or the person in question has access to such a communication facility.
- (b) A person participating in the meeting by any such means shall be deemed to have been present at that meeting.
- (c) 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 Federation without it being possible for the Federation to identify how a particular Member or group of Members voted.

5.8 Meetings Held Entirely 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, in accordance with the Act, entirely by means of teleconference or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.9 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 person, who must be a senior staff member of the Member, as proxy by written notice and in the form provided by the Federation, given to the chair no later than 24 hours before the time of the meeting in respect of which the proxy is appointed, 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 Federation 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 of the Federation 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) the form of proxy to be used by a Member shall be in the form and contain the information prescribed by the Regulations; and
 - (v) 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 Federation provided that the Federation 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 Federation without it being possible for the Federation 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 Federation without it being possible for the Federation to identify how each Member voted.

5.10 Votes to Govern

- (a) At any Meeting of Members every question proposed for consideration by the Members will, unless otherwise provided by the Articles or By-laws or by the Act, be determined by an Ordinary Resolution of the Members; and
- (b) in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.11 Method of Voting

- (a) Subject to the Act and sub-section 6.10(b) of these By-laws, except where a ballot is demanded, voting on any question proposed for consideration at a Meeting of Members will 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 will, 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.
- (b) For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, any Member entitled to vote at the meeting may demand a ballot. The demand for a ballot may be withdrawn. If a ballot is demanded and the demand is not withdrawn, such a ballot will be taken in such manner as the chair of the meeting directs and the decision of the Members entitled to vote on the question shall be determined by the result of such ballot.

6 DIRECTORS

6.1 Powers of the Board

The Board, subject to the Act, the Articles, these By-laws, and to any resolution passed by the Federation in a Meeting of Members, will:

- (a) champion and steer the aims and purposes of the Federation as set out in the Articles and these By-laws;
- (b) enter arrangements necessary for the provision of suitable and cost effective secretarial and financial support services;
- (c) employ staff on such terms and conditions as are appropriate;
- (d) oversee the arrangements for the World Congress of Colleges and Polytechnics;
- (e) approve the Federation's budget;
- (f) control and manage the activities and affairs of the Federation;
- (g) exercise all such functions as may be exercised by the Federation other than those functions that are required by the Articles and these By-laws to be exercised by the Federation in a Meeting of Members; and

- (h) perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Federation.

6.2 Board Composition

- (a) Until changed in accordance with the Act, the Board will consist of the minimum and a maximum number of Directors specified in the Articles, who will be elected by the institutional and association members in accordance with section 6.4 of these By-laws and appointed by the Board in accordance with subsection 6.2(b) of these By-laws. 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.
- (b) In accordance with the Articles, the Directors may, appoint one or more additional 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 of the number of Directors elected at the previous annual meeting of Members.
- (c) At the first Board meeting following the annual meeting of Members, the Directors will appoint, from among themselves, the following officers:
 - (i) chair, who will when present, preside at all Board meetings and meetings of Members and have such other duties and powers as the Board may specify;
 - (ii) four deputy chairs, with one each being elected from the Americas, Europe, Asia and Africa. One deputy chair, with the agreement of the other remaining deputy chairs will when present, and if the chair is absent or is unable or refuses to act, preside at all Board meetings and meetings of Members and have such other duties and powers as the Board may specify; and
 - (iii) treasurer, who will have such powers and duties as the Board may specify.
- (d) The Board may from time to time appoint other officers and agents as it deems necessary that will have the duties and powers as are prescribed by the Board.

6.3 Qualifications

- (a) Subject to the Act, a representative appointed in accordance with section 3.6 will be eligible to be nominated for election as a Director.
- (b) The Members will endeavour to ensure that at least one Director of the Board will be elected from each continent that is represented by the institutional and association members of the Federation.

6.4 Election

Subject to the provisions of the Articles and these By-laws, the Directors will be:

- (a) nominated in writing and in the form provided by the Federation, either by an institutional or association Member at least 14 days prior to the date notice of the annual meeting of Members is issued to Members; and
- (b) elected by the Members at the annual meeting of Members from among the list of nominees put forth pursuant to subsection 6.4(a) by the institutional and association members.

6.5 Term

- (a) A Director elected under clause 6.4 will hold office for a period of three years, but will be eligible for re-nomination and re-election for an additional term.
- (b) The officers will hold office for a period of three years, but they will be eligible for re-election for an additional term.
- (c) Notwithstanding subsection 6.5(b), if an officer serves for two consecutive terms, they will not be eligible for re-election for another consecutive term.

6.6 Vacancy

- (a) For the purposes of these By-laws, a vacancy in the office of a Director or officer position occurs if the person:
 - (i) dies;
 - (ii) ceases to be employed by an institutional member or association member;
 - (iii) the institutional or association member that nominated the Director for election ceases to be a Member of the Federation;
 - (iv) has been declared incapable by a court in Canada or in another country;
 - (v) has the status of a bankrupt;
 - (vi) resigns the office by notice in writing to the Federation; and
 - (vii) in the case of a Director, is removed from office by the Members by Ordinary Resolution before the expiration of the Director's term, in which case the Members may, subject to subsection 6.6(b), elect a qualified individual to fill the resulting vacancy for the remainder of the term so removed, failing which such vacancy may be filled by the Board.
- (b) If the institutional or association member who nominated the outgoing Director is still a Member, that Member will be permitted to nominate another person to be selected to fill the vacancy.

- (c) Subject to the Act and subsections 6.6(a)(vii) and 6.6(b), the Board may appoint by way of Ordinary Resolution any other institutional or association member's representative to fill the vacancy on the Board.
- (d) The person appointed to fill a vacancy holds office for the remainder of the outgoing Director's term.
- (e) Where a vacancy occurs for an officer position, the Board may appoint any Director to fill the vacancy for the remainder of that officer's term.
- (f) A quorum of the Board may act notwithstanding any vacancy on the Board or inability to fill all Director positions on the Board.

6.7 Delegation by Board to Committee or Officers

- (a) The Board may delegate any of its powers, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act, to:
 - (i) any one or more subcommittees; or
 - (ii) a Director or officer or other persons (the "delegate").
- (b) The Board may at any time revoke any delegation of power.
- (c) If a subcommittee is appointed, at least one member of the subcommittee must be a Director.
- (d) A delegate must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (e) A delegate may be authorised by the Board to sub-delegate all or any of the powers vested in it.
- (f) Meetings of any subcommittee will be governed by the provisions of these By-laws which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board.

6.8 Policies and Procedures

The Board may make policies and procedures not inconsistent with the Act or the By-laws governing:

- (a) the nomination, election and retirement process for Directors and officers of the Federation;
- (b) appointment of additional Directors to the Board; and
- (c) any other matters relevant to the Federation's governance.

6.9 Director and Officer Remuneration

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.

7 MEETINGS OF DIRECTORS

7.1 Convening of Meetings

- (a) Subject to the Act and subsection 7.1(c), the Board will meet as and when required at a place and time or by technological means as the Board determines.
- (b) A Board meeting may be convened by the chair, deputy chair, or any two Directors at any time.
- (c) A Board meeting must be convened at least once annually.

7.2 Notice of Meeting

- (a) Notice of the time and place for the holding of a Board meeting will be given to every Director of the Federation not less than seven days before the time when the meeting is to be held by one of the following methods:
 - (i) delivered personally to the latest address as shown in the last notice that was sent by the Federation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
 - (ii) mailed by prepaid ordinary mail to the Director's address as set out in subsection 7.2(a)(i);
 - (iii) by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
 - (iv) by an electronic document in accordance with Part 17 of the Act.
- (b) Notice of a meeting shall not be necessary if all of the Directors are present, and none object 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.
- (c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors will specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

7.3 Quorum

A majority of the number of Directors constitutes a quorum at any meeting of the Board.

7.4 Insufficient Directors to Constitute Quorum

- (a) No business will be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present, the Directors present may continue in committee with its business ratified at the next meeting of the Board, which will be held at a place and time determined by the Board.

- (b) If the Directors present continue in committee they do not have the power to pass any resolutions but they may make recommendations to the Board.

Resolutions in Writing

- (c) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting or of a Board subcommittee established under section 6.7, will be as valid as if it had been passed at a Board meeting or subcommittee meeting.
- (d) A copy of every resolution in writing passed in accordance with subsection 7.4(c) will be kept with the minutes of the proceedings of the Board meeting or subcommittee meeting.

7.5 Chair of the Meeting

In the event that the chair or deputy-chair is absent, the Directors who are present shall choose one of their number to chair the meeting.

7.6 Votes to Govern

- (a) Subject to the Act and the Articles, at all Board meetings, every question and resolution will be decided by an Ordinary Resolution, with each Director having one vote.
- (b) All votes at any such meeting will be taken by ballot if so demanded by any Director present but, if no demand is made, the vote will be taken in the usual way by a show of hands or by electronic means.
- (c) A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes will be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (d) In case of an equality of votes, the chair will have a second or casting vote.

7.7 Conflict of Interest

- (a) A Director who has a direct or indirect interest in a matter being considered or about to be considered by the Board must immediately after the relevant facts have come to the Director's knowledge, disclose the nature of the interest to the Board.
- (b) The disclosure must be recorded in the minutes of the Board meeting.
- (c) A Director must not, unless the Board decide otherwise:
 - (i) be present during any deliberation of the Board with respect to the matter;
 - (ii) take part in any decision of the Board with respect to the matter; or
 - (iii) receive any papers in relation to the matter after the Director has disclosed his or her interest.

- (d) Notwithstanding the above, the Directors and officers of the Federation shall comply with the conflict of interest provisions in the Act.

8 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Indemnification of Directors and Officers

- (a) The Federation may indemnify a Director, an officer of the Federation, a former Director or officer of the Federation, or another individual who acts or acted at the Federation'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 association with the Federation or other entity if:
 - (i) the person acted honestly and in good faith with a view to the best interests of the Federation 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 Federation's request; and
 - (ii) 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.
- (b) The Federation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

8.2 Insurance

Subject to the Act, the Federation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Federation pursuant to section 8.1 against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Federation; 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 Federation's request.

9 NOTICES

9.1 Method of Giving Notices

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

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a Director to the latest address as shown in the last notice that was sent

by the Federation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

9.2 Service of Notice

A notice so delivered will be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed will 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 will be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary (or such other officer or employee or person providing secretariat services) may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a Board subcommittee 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 will be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.3 Omissions and Errors

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

10 INVALIDITY

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

11 AMENDMENT OF BY-LAWS AND ARTICLES

- (a) Subject to the Act and subsection 11(b), the Board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Federation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.

- (b) For the avoidance of doubt, a Special Resolution of Members is required to make certain amendments to this By-law or to the Articles, including but not limited to for the purposes of:
- (i) creating a new class of Members;
 - (ii) changing a condition required for being a Member;
 - (iii) changing the designation of any class of Members or add, change or remove any rights and conditions of any such class;
 - (iv) dividing any class of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - (v) changing the manner of giving notice to Members entitled to attend a Meeting of Members; and
 - (vi) changing the method of voting by Members not in attendance at a Meeting of Members.

12 WINDING UP

Any property remaining on liquidation of the Federation, after discharge of liabilities, shall be distributed to one or more qualified donees, within the meaning of subsection 248(1) of the *Income Tax Act*, having cognate or similar purposes.

13 EFFECTIVE DATE

Subject to matters requiring a Special Resolution of the Members, this By-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Federation, as enacted by the Directors of the Federation by resolution on the __ day of _____, 2015_ and confirmed by the Members of the Federation by Special Resolution on the __ day of _____, 2015.

Dated as of the _ day of _____, 20.

[Indicate name of director/officer]