

Affirm United/S'affirmer ensemble by-laws

A by-law relating to the transaction of the affairs of **Affirm United – S'affirmer ensemble**, a corporation without share capital incorporated under Part II of the *Canada Corporations Act*.

BE IT ENACTED as By-law Number 1 of **Affirm United – S'affirmer ensemble** (hereinafter “the Corporation”) as follows:

Interpretation

1. **Definitions.** In this By-law, unless the context otherwise specifies or requires:
 - (a) “Act” means the *Canada Corporations Act* R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (b) “By-laws” means any By-law of the Corporation from time to time in force and effect; and
 - (c) “Letters Patent” means the letters patent and any supplementary letters patent of the Corporation.

2. **Interpretation.** This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) all terms contained herein and which are defined in the Act or the Regulations made under the Act, as from time to time amended and every regulation that may be substituted therefor, shall have the meanings given to such terms in the Act or such Regulations;
 - (b) 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 the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
 - (c) 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 such terms or provisions.

Corporate Seal

3. **Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

Head Office

4. **Head Office.** Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba.

Consensus Decision-Making

5. **Consensus Decision-Making.** Whenever possible, decisions to be made by the directors or members of the Corporation shall be made by consensus. Consensus shall be reached in accordance with the structures and techniques in *On Conflict and Consensus: a handbook on Formal Consensus decisionmaking*. Where, in this By-law, reference is made to a vote or an election, that paragraph shall only apply after the question is first considered by consensus. Any vote or election shall proceed in accordance with the Act or this By-law only after it is determined by the Chair that consensus on that question cannot be reached.

Directors

6. **Duties and Number.** The affairs of the Corporation shall be managed by a board of directors comprised of eight (8) to twelve (12) directors.
7. **Qualifications.** Every director shall be at least twenty-one (21) years of age and have the power under law to contract. Each director shall be a member of the Corporation.
8. **First Directors.** The applicants for incorporation shall become the first directors of the Corporation whose term in office on the board of directors shall continue until their successors are elected at the first meeting of members. The board of directors elected at the first meeting of members following incorporation shall replace the provisional directors named in the Letters Patent.
 - (a) At the first meeting of members of the Corporation, twelve (12) directors shall be elected. These twelve (12) directors will be divided into three (3) groups of four (4) directors each (Group A, Group B and Group C). At the first meeting of members of the Corporation, members shall elect the directors of the Corporation as follows: four directors to Group A for a term of one (1) year; four directors to Group B for a term of two (2) years; and four directors to Group C for a full three (3) year term. When each Group's first term has expired, their replacements shall be elected at the next annual meeting of members following for a full term of three (3) years.
9. **Election and Term.** Subject to the provisions of this By-law, in particular paragraph 8(a), directors shall serve a term of three (3) years. The directors' term in office shall be staggered as provided for in paragraph 8(a). Subject to paragraph 8(a), the directors' term of office shall be from the date of the meeting at which they are first elected until the third annual meeting following or until their successors are elected. Those directors who have served a full three (3) year term shall retire at the annual meeting next following. Subject to the provisions of this By-law, directors shall be eligible for re-election.
 - (a) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.
10. **Vacancies.** The office of a director shall automatically be vacated:
 - (a) if the director ceases to be a member of the Corporation;
 - (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;

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- (d) if the director by notice in writing to the Corporation resigns his office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
- (f) if the director dies.

11. Filling Vacancies. A vacancy occurring in the board of directors shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 9(e) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, provided there is a quorum. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
- (c) otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

12. Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

13. Honourary Directors. Honourary directors may be appointed by a majority of members present at a general meeting of members. These appointees are non-voting members of the board of directors.

Meetings of Directors

14. Place of Meeting. Meetings of the board of directors may be held at any place within Canada.

15. Notice. A meeting of directors may be convened at any time by the Chair of the board, the Vice-Chair of the board or any two directors. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors.

Notice of any meeting that is provided electronically shall be served in the manner specified in paragraph 63 of this By-law not less than fourteen (14) days before the meeting is to take place. Notice of any such meeting that is sent by mail shall be served in the manner specified in paragraph 63 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which notice is given) before the meeting is to take place.

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A director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

16. Emergency Meetings. Emergency meetings of the board of directors may be convened in the manner prescribed by paragraph 15 of this By-law. Notice of any such emergency meeting shall be served electronically or by mail in the manner specified in paragraph 63 of this By-law not less than 48 hours before the meeting is to take place.
17. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
18. Adjournment. Any meeting of directors may be adjourned from time to time by the Chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form a quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
19. Regular Meetings. The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.
20. Quorum. A majority of the directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.
21. Decisions of the Directors To Be Made By Consensus. Whenever possible, decisions of the board of directors shall be made by consensus as provided for in paragraph 5 of this By-law.
22. Voting at Meetings of Directors. Each director is authorized to exercise one (1) vote. Subject to paragraph 5 of this By-law, questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chair of the meeting in addition to an original vote shall have a second or casting vote.

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23. Telephone Participation. The directors of the Corporation may meet by teleconference provided that either a majority of the directors consent to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.
24. Meetings by Other Electronic Means. The directors of the Corporation may meet by other electronic means that permit each director to communicate adequately with each other, provided that:
- (a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - (b) each director has equal access to the specific means of communication to be used;
 - (c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Powers of Directors

25. Administer Affairs. The board of directors of the Corporation shall 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 Letters Patent or otherwise authorized to exercise and do.
26. Expenditures. The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution 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.
27. Borrowing Power. The board of directors of the Corporation may from time to time:
- (a) borrow money on 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) limit or increase the amount to be borrowed;
 - (c) 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) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
 - (e) delegate the powers conferred on the directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

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The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

28. Fund Raising. 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.
29. Agents and Employees. The board of directors may appoint such agents and engage such employees (and may delegate this function to an officer of the Corporation) 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 at the time of such appointment. The remuneration, if any, of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the board of directors may delegate this function to an officer or officers of the Corporation.

Officers

30. Appointment. The members of the Corporation shall, at the first meeting of the Corporation elect a President, who shall be known as the Chair, a Vice-President, who shall be known as the Vice-Chair, a Secretary, a Treasurer and any such other officers as the members may by resolution determine. A director may be elected to any office of the Corporation but none of the said officers need be a director of the Corporation except that the Chair and the Vice-Chair shall be directors of the Corporation. Officers must be members of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The members may from time to time elect such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.
31. Election and Term. The officers' term of office shall be from the date of the meeting at which they are first elected until the third annual meeting following or until their successors are elected. Those officers who have served a full three (3) year term shall retire at the annual meeting next following. Subject to the provisions of this By-law, officers shall be eligible for re-election.
 - (a) A retiring officer shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.
32. Vacancies. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:
 - (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
 - (b) the appointment of a successor;
 - (c) that officer ceasing to be a director if such is a necessary qualification of appointment;

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- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal;
- (f) that officer's death.

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

33. Remuneration of Officers. The officers of the corporation shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from his/her position as such; provided that an officer may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
34. Removal of Officers. Officers shall be subject to removal by resolution supported by two-thirds (2/3) of the members of the Corporation at any time, with or without cause.
35. Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
36. Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:
- (a) President. The President, who shall be known as the Chair, shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the members of the Corporation. The Chair shall preside at all meetings of the board of directors, committees of directors, if any, and the members.
 - (b) Vice-President. The Vice-President, who shall be known as the Vice-Chair, shall, if the Chair is absent or is unable or refuses to act, preside at all meetings of the board of directors, committees of directors, if any, and the members.
 - (c) Secretary. The Secretary shall give or cause to be given notices for all meetings of the board of directors and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and the documents and registers referred to in Section 109 of the Act. The Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his/her affairs of the corporation generally under the supervision of the officers thereof and 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.
 - (d) Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the board of directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the board of directors, receiving proper vouchers thereof and render to the board of directors at its regular meetings or whenever required, an account of all of his/her transactions as Treasurer, and of the financial

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position of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the board of directors. The Treasurer shall ensure that all financial filings, including but not limited to filings required under the *Income Tax Act*, are filed in accordance with all applicable rules and regulations.

- (e) 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

- 37. The board of directors may from time to time appoint committees and/or working groups whose members will hold their offices at the will of the board of directors.

For the Protection of Directors and Officers

- 38. For the Protection of Directors and Officers. Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

Indemnities to Directors and Others

- 39. Indemnities to Directors and Others. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it 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 whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

Interested Director Contracts

40. Conflict of Interest. Any director who has an interest directly or indirectly in a proposed contract or transaction or any contract or transaction with the Corporation shall declare their interest in the contract or transaction at a meeting of the Board.
- (a) In the case of a proposed contract or transaction, the directors shall declare their interest at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if they are not present at such meeting, then at the first Board meeting held thereafter. If directors are not at the date of that meeting interested in the proposed contract or transaction, they shall make the declaration at the first Board meeting which is held after they became interested in the proposed contract or transaction. In the case where directors become interested in a contract or transaction after it is made, the directors shall declare their interest at the first Board meeting held after they become so interested.
 - (b) Directors and their families shall not enter into and shall not have any interest in any proposed contract or transaction with the Corporation, except: i) on a competitive basis or other basis in writing; and ii) where directors have declared any interest therein, and where they have absented themselves in the meeting in which the matter is discussed and where they have refrained from voting thereon.
 - (c) Directors shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.
 - (d) Any directors who have declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with the Corporation which is being discussed by the Board, shall absent themselves during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.
41. Submission of Contracts or Transactions to Members for Approval. The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 98 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, Letters Patent or the By-laws) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

Membership

42. Entitlement. Membership in the corporation shall be available to those persons and institutions who are interested in furthering the objects of the corporation and shall consist of any persons whose application for admission as a member has received the approval of the board of directors of the Corporation. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member and of the class of membership which they have been granted.
43. Membership Classes. There shall be three (3) classes of voting members in the Corporation, namely, Individual members, Household members and Institutional members. Any person may be granted Individual membership in the corporation. Any group of two or more persons residing at the same municipal address may be granted Household membership in the corporation. Any

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institution, corporation, company, association, partnership or similar aggregate of persons may be granted Institutional membership in the corporation

44. Voting. . Any person or persons granted Individual membership in the corporation shall be entitled to exercise one (1) vote. Any group of two or more persons granted Household membership in the corporation shall be entitled to exercise two (2) votes. Any institution, corporation, company, association, partnership or similar aggregate of persons granted Institutional membership in the corporation shall be entitled to exercise two (2) votes. The names of the individual(s) representing a Household member or Institutional member shall be provided to the Secretary of the Corporation in writing at least twenty-four (24) hours prior to the start of any meeting of members. Individual(s) representing any Institutional member need not hold individual membership in the Corporation. An individual who is both a member of the Corporation and a representative of an Institutional member shall not be permitted to vote in both capacities and may only vote as either an Individual member or a representative of an Institutional member.
45. Resignation. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors.
46. Termination of Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist:
- (a) upon death or dissolution of the member;
 - (b) when the member's period of membership expires and is not renewed;
 - (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
 - (d) if a majority of the board of directors votes to remove a member, however, any such removal shall be subject to a right of appeal at the general meeting of the corporation next following. Such a removed member may be reinstated if a resolution to reinstate the member is passed by at least two-thirds (2/3) of the members present at the general meeting;
 - (e) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.
47. Membership Dues. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) year of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.
- (a) Membership dues shall be set at the annual general meeting by a majority vote of those members in attendance. Such dues shall remain in effect unless they are amended by the membership of the Corporation. The members of the Corporation may set different membership dues for each class of member.

Members Meetings

48. Time and Place of Meetings. Subject to compliance with Section 102 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may determine at any place within Canada.

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49. Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.
50. Special Meetings. Other meetings of the members may be convened by order of the Chair, the Vice-Chair, or by the board of directors at any date and time and at any place within Canada. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights.
51. Notice. Notice of any annual meeting of members shall be provided at least two (2) months in advance of the date of the meeting. Notice of any other meeting, including but not limited to any special general meeting of members, shall be provided at least fourteen (14) days in advance of the date of the meeting.
52. Method of Notice. Notice of any annual or special general meeting of members shall be provided by any of the following means:
- (a) by mail sent to each member;
 - (b) by electronic means such as e-mail or facsimile;
 - (c) by publication in any issue of *Consensus*, the newsletter published by the Corporation;
- Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
53. Waiver of Notice. A member may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
54. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.
55. Quorum. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act or by the Letters Patent or any other By-law) shall be two (2) members present in person. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 63 with regard to notice shall apply to such adjournment.
56. Chairperson of the Meeting. In the event that the Chair and the Vice-Chair are absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no other director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

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57. Adjournment. The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
58. Decisions of the Members to be Made by Consensus. Whenever possible, decisions of the members of the Corporation shall be made by consensus as provided for in paragraph 5 herein.
59. Voting of Members. Subject to paragraph 5 of this By-law, at all meetings of members, every question shall be determined by a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson then convening the meeting shall both on a show of hands and at a poll have a second casting of vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled to vote at meetings of members of the Corporation unless the member has paid all dues and fees, if any, then payable by the member.

At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

60. Proxies. Members shall not be permitted to vote by proxy.

Execution of Documents

61. Execution of Documents. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) 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 the 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.

Cheques, Drafts, Notes, Etc.

62. Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

Notices

63. Service. Subject to paragraph 51 of this By-law regarding notices to members of any annual or special general meetings of members, any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be:
- (a) delivered personally;
 - (b) sent by prepaid mail; or
 - (c) sent by electronic means such as e-mail or facsimile
- at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
64. Signature to Notices. The signature of any director or officer of the Corporation on any written notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
65. 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 or Letters Patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
66. Proof of Service. With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 63 of this By-law and mailed at a post office or mail box. With respect to any notice or other document sent by electronic means, it shall be sufficient to produce the electronic confirmation that the notice or other document was sent electronically. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

Rules and Regulations

67. Rules and Regulations. The board of directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Corporation and other matters provided for in these By-laws as they may 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 in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

By-laws

68. By-laws. 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 Act, may be enacted by a majority of the directors at a meeting of the board of directors and

Affirm United/S'affirmer ensemble by-laws

sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-laws, 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.

Minutes

69. Minutes. Minutes of the board of directors (or the executive committee and/or working groups, if any) shall be available to the board of directors, each of whom shall receive a copy of such minutes. Such minutes shall be made available to any member of the corporation who requests a copy of such minutes in an appropriate manner as determined by the board of directors in its discretion.

Auditors

70. Auditors. 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

71. 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.

Financial Year

72. Financial Year. Unless otherwise ordered by the board of directors, the fiscal year end of the Corporation shall be on the 31st day of December each year.

ENACTED by the Board the ____ day of _____, 20____.

Chair

Secretary

CONFIRMED by the members the ____ day of _____, 20____. _____
Secretary