

## **BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of **FAIR VOTE CANADA**

### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

### **DEFINITIONS**

2. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "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;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **CONDITIONS OF MEMBERSHIP**

3. Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or, if the board of directors has delegated this authority, the approval of the Executive Committee, an officer, or employee of the Corporation to whom such authority has been given. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

4. A person whose application for membership has been accepted becomes a member of the Corporation two months following the date of acceptance, and such person does not acquire any voting rights until two months following the date of acceptance, but may

attend meetings of the membership and participate in discussions after the date of acceptance.

5. Membership fees shall be determined by the board of directors from time to time. Where an annual membership fee is payable, and is unpaid for 90 days after it falls due, membership automatically ceases.

6. 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.

7. Any member may be expelled by a vote of three-quarters of the directors provided that any such member shall be granted an opportunity to be heard at such meeting.

## **MEETINGS OF MEMBERS**

8. The annual meeting of the members shall be held within six months after the end of the corporation's fiscal year. All meetings of members shall be held at a location within Canada determined by the Board of Directors.

9. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; but members requesting a non-electronic copy of the notice of meeting will receive one.

The Corporation may fix a record date in accordance with the Regulations for determining the members entitled to receive notice of a meeting of members and to vote at such meeting.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

10. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement 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 for a purpose not inconsistent with the Act, on written requisition of at least 5% of the members. If the membership is less than 100, the quorum shall be the greater of 3 or 10% of the members. Otherwise, quorum will be 75 members or 5% of the membership, whichever is less, present in person or by videoconference or teleconference. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

11. 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.

12. Each voting member present at a meeting, or participating in a mail vote, shall have the right to exercise one vote.

13. If the directors or members of a corporation call a meeting of members under this Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the regulations, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. In such event, quorum and the recording of votes shall be by roll call of those present.

14. A majority of the votes cast by the members shall determine the questions in meeting except where the vote or consent of a greater number of members is required by the Act or these By-laws.

15. Unless a ballot is requested by a member, a declaration by the chair of the meeting that a decision has been made and/or a decision recorded in the minutes of the latter, it is admissible in evidence as proof on the face of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. Such ballot will be taken in the manner the chair of the meeting decides.

16. Except for decisions of the members to amend the Letters Patent of the Corporation, change its head office, permit the directors of the Corporation to borrow money, allow the directors to be indemnified for liability incurred while carrying out their duties, and appoint or remove the Corporation's auditor, such decisions of the members as the directors may determine from time to time, may be made by ballot submitted by mail, or electronic mail. Within 60 days but in no event less than 20 days prior to the closing date for the vote, the Secretary shall inform all members when voting materials and ballots are available and make them available in a timely manner to be decided by the National Council. The Secretary may establish such other rules for the conduct of the mail ballot as may be necessary. On the day after the closing date for the vote, the Secretary shall advise the directors of the count of the ballots, and, provided at least 5% of the members have voted, the decision of the majority of those voting (or such other proportion as the bylaws require) shall be the decision of the members on the issue.

17. 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 at that meeting. 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/her last address recorded on the books of the Corporation.

18. Any meeting of members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.

## **CHAPTERS**

19. Upon submission of a constitution or draft letters patent and by-laws which are acceptable to the Corporation, and entering into a Chapter Agreement in form satisfactory to the Board of Directors, the directors may designate a local or provincial group as a chapter of the Corporation, which shall be known as "Fair Vote Canada", or designate a group which focuses on a particular issue as a caucus of the Corporation. The directors, subject to appeal to the members, may revoke the designation, where, in their opinion, acting reasonably, the chapter or the caucus is not adhering to the by-laws and policies of the Corporation. Upon being designated, a chapter or a caucus shall:

- a. be entitled to use the Corporation's name in conjunction with its activities;
- b. carry out activities which are consistent with, and support the goals, objectives and activities of the Corporation;
- c. accept applications from membership and membership fees for the Corporation, and forward them to the Corporation;
- d. provide financial and other reports to the Corporation as required by the Corporation from time to time;
- e. permit inspection of its books and records by the Corporation upon reasonable notice;
- f. cease to use the name "Fair Vote Canada" in any way if it ceases to be a chapter or a caucus of the Corporation;
- g. maintain as members only those individuals who are also members of the Corporation; and
- h. not change its constitution, letters patent or by-laws without the prior approval of the Corporation.

## **BOARD OF DIRECTORS**

20. The property and business of the corporation shall be managed by a board of 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 within the maximum and minimum number set out in the Articles, but unless so changed there shall be 15 directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be members.

21. In each year, Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office for a term of 3 years or until her/his replacement is elected (whichever is the later).

22. In case of a vacancy having been filled by appointment until the next annual meeting, a Director elected to fill that vacancy shall hold office for a term of one or two years, as the case may be, until the end of the three-year term of office from which the vacancy arose.

23. Directors shall be elected by ordinary resolution of the members at a meeting of members, but only those persons chosen by a members' ballot as set out below are eligible to stand for election at the annual meeting. A members' ballot of all FVC members shall be conducted before each annual meeting using the Single Transferable Vote (STV), a proportional voting system, to choose members eligible to become members of the Board of Directors. If, because of vacancies that have arisen, there are more than five positions to fill, the first five candidates chosen under the STV system will be eligible to become members of the Board of Directors for a three-year term. For

any two-year term to be filled, the number of subsequent candidates so chosen needed to fill such a vacancy will be eligible to become members of the Board of Directors. For any one-year term to be filled, the number of such subsequent candidates so chosen needed to fill such a vacancy will be eligible to become members of the Board of Directors. The mechanisms for holding the members' ballot shall be determined by the Board.

24. The office of director shall be automatically vacated:

- a. if a director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
- b. if he/she is declared incapable by a court in Canada or in another country;
- c. if he/she has the status of a bankrupt;
- d. if at a special general meeting of members a resolution is passed by a majority of the members present and voting at the meeting that he/she be removed from office;
- e. on death; or
- f. if a director is absent from 3 consecutive board meetings without leave of the Board; provided that if any vacancy shall occur for any reason contained in this paragraph, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation, to serve until the next annual meeting.

24.1 Directors and Chapter Executive members shall not be in violation of the Bylaws or Policies of Fair Vote Canada, or act contrary to the interest of Fair Vote Canada. The Board may remove from office a Director of the Corporation, and may remove from office a member of the Executive of a Chapter, by motion supported by the majority of Board members present and voting, if the Board determines that such person is in violation of the Bylaws or Policies of Fair Vote Canada, or has acted contrary to the interest of Fair Vote Canada; and may determine that a candidate for election to the Board or to the Executive of a Chapter is barred from standing for election, if the Board determines that such person is in violation of the Bylaws or Policies of Fair Vote Canada, or has acted contrary to the interest of Fair Vote Canada. In either case, the Board shall notify such person that notice of a motion has been filed with the Board proposing action under this paragraph, and shall afford such person an opportunity to make submissions to the Board in writing or orally. Persons choosing to present orally shall, on 20 days' notice, accept the date, time and place offered by the Board, failing which they must provide a written submission to the Board via the FVC national office on or before the last offered date. The Board will then make a decision on the motion for which notice has been given. The Board's decision on the motion shall be final.

24.2 If a Chapter, pursuant to its bylaws, removes from office a member of the Executive of a Chapter, or determines that a candidate for election to the Executive of a Chapter is barred from standing for election, the person removed or barred may appeal to the Board of Fair Vote Canada against such action. Before making a decision on an appeal, the Board shall afford the Chapter Executive and the person appealing an opportunity to make submissions to the Board in writing or orally. Appellants choosing to present orally shall, on 20 days' notice, accept the date, time and place offered by the Board, failing which they must provide a written submission to the Board via the FVC national office on or before the last offered date. The Board will then make a decision on the appeal. The Board's decision on the appeal shall be made by the majority of Board members present and voting, and shall be final.

25. If the Board expands the size of the Board, any additional director appointed by the Board shall hold office for a term expiring not later than the close of the next annual meeting of members, and no more than one additional Director may be so appointed during any one-year term.

26. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his/her duties. Nothing in this by-law shall be construed to preclude any director from serving the corporation as an officer or in any other capacity.

27. 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.

### **POWERS OF DIRECTORS**

28. The board of directors has authority over, and is responsible for, managing and supervising the activities and affairs of the corporation. 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.

29. 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.

30. The board of directors is authorized, from time to time to

a. borrow money upon the credit of the corporation, from any credit union or 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 company, 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.

31. 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.

32. 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.

### **DIRECTORS' MEETINGS**

33. 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 personally, or transmitted by facsimile or electronic mail, to each director, or, if by mail, at least 14 days prior to the meeting. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one 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 vote.

34. At the discretion of the Executive Committee, a director may participate in a meeting of the board by means of such conference telephone or other communications facilities as permits all persons participating in the meeting to hear each other, and the director participating in such meeting by such means is deemed to be present at the meeting.

35. A majority of directors in office, from time to time shall constitute a quorum for meetings of the board of directors.

36. 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**

37. Every director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and

b. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

### **OFFICERS**

38. 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, but shall be members.

39. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

40. 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.

41. The officers of the Corporation shall hold office for one year 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**

42. The president shall preside at all meetings of the Corporation and of the board of directors.

43. 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/her by the board of directors.

44. The treasurer shall have, or oversee, the custody of the funds and securities of the Corporation and shall keep, or oversee the keeping of, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit, or oversee the deposit of, all monies, securities and other valuable effects in the name and to the credit of the Corporation in such credit union, chartered bank or 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/she shall disburse, or direct the disbursement of, 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/she shall also perform such other duties as may from time to time be directed by the board of directors.

45. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the 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. He/she 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 he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

46. 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**

47. The board of directors may appoint committees, and shall appoint an Executive Committee, whose members will hold office at the will of the board of directors, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine.



## **EXECUTION OF DOCUMENTS**

48. 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**

49. Except for those portions dealing with matters the board decides are confidential, the minutes of the board of directors shall be available to the general membership of the Corporation, on request, and a copy of the entire minutes shall be delivered to each director.

## **FINANCIAL YEAR**

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

## **AMENDMENT OF BY-LAWS**

51. Pursuant to the Act, directors may make, amend or repeal by-laws except those requiring a special resolution of members. The by-law, amendment or repeal is effective until the next members' meeting confirms, amends or rejects it. If the members reject the by-law adopted by the directors, the by-law change ceases to have effect on the date it is rejected by the members.

## **AUDITORS**

52. The members shall at each annual meeting appoint an auditor to audit the accounts 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 auditor. The board of directors shall fix the remuneration of the auditor.

53. No person who is a director, officer or employee of the Corporation may be appointed the auditor without the consent of all the members of the Corporation

## **BOOKS AND RECORDS**

54. 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.

## **INTERPRETATION**

55. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural, and vice versa, and references to persons shall include firms and Corporations.

**OPERATIONS WITHOUT PECUNIARY GAIN**

56. The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

As amended and dated at Vancouver, in the Province of British Columbia, on the 8<sup>th</sup> day of June, 2013, and amended July 10, 2013.

Secretary