

## **By-law No. 1**

The by-laws relating generally to the conduct of the affairs of

# **Wood Buffalo Wildlife Research Institute**

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**BE IT ENACTED** as a By-Law of Wood Buffalo Wildlife Research Institute as follows:

## **Article 1 - General**

### **1.01 Definitions**

- (1) In this By-law and all other By-laws of the Institute, 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 Institute;
  - (c) "**Board**" or "**Board of Directors**" means the board of directors of the Institute;
  - (d) "**Board Meeting(s)**" includes any meeting of the Board of Directors or a special meeting of the Board of Directors;
  - (e) "**By-law(s)**" means this by-law and any other by-laws of the Institute as amended and which are, from time to time, in force and effect;
  - (f) "**Chairperson**" means the Chairperson of the Board as further defined in Section 4.02;
  - (g) "**Directors**" means the Members appointed to the Board, collectively, and "**Director**" means any one of them;
  - (h) "**Employee**" means any person who is employed by the Institute;
  - (i) "**Fiscal Year End**" means March 31<sup>st</sup> of each year or such other date as may be determined by the Board from time to time;
  - (j) "**Institute**" means Wood Buffalo Wildlife Research Institute and bears the same meaning as "corporation" in the Act;
  - (k) "**Interested Party**" means any Director, Officer, Employee, or Member who has an actual or perceived conflict of interest with respect to a proposed action or transaction involving the Institute;
  - (l) "**Members Meeting(s)**" includes any meeting of the Members or a special meeting of the Members;

- (m) "**Members**" means the Members of the Institute who have a Class A – Voting Membership or Class B – Non-Voting Association Membership, collectively, and "**Member**" means any one of them;
- (n) "**Officers**" means the officers of the Institute elected pursuant to Article 6, collectively, and "**Officer**" means any one of them;
- (o) "**Ordinary Resolution**" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- (p) "**President**" means the president of the Institute as further defined in Section 6.01;
- (q) "**Public Accountant**" means the public accountant appointed to hold office at the first organization Board Meeting and the public accountant appointed at the annual Members Meeting every year thereafter;
- (r) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (s) "**Secretary**" means the secretary of the Institute as further defined in Section 6.01
- (t) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (u) "**Treasurer**" means the treasurer of the Institute as further defined in Section 6.01
- (v) "**Vice-Chairperson**" means the vice-chairperson of the Board as further defined in Section 4.01.

## 1.02 Interpretation

- (2) In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- (3) Other than as specified in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

## 1.03 Corporate Seal

The Institute may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Institute shall be the custodian of the corporate seal.

#### **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Institute may be signed by any two (2) of its Officers or Directors. In addition, 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. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Institute to be a true copy thereof.

#### **1.05 Banking Arrangements**

The banking business of the Institute 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 of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Institute and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

#### **1.06 Borrowing & Financing**

- (1) The Directors of the Institute may, without authorization of the Members,
  - (a) borrow money on the credit of the Institute;
  - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Institute;
  - (c) give a guarantee on behalf of the Institute to secure performance of an obligation of any person; and
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Institute, owned or subsequently acquired, to secure any obligation of the Institute.

#### **1.07 Objects of the Institute**

The Objects of the Institute are found within the Institute's Articles of Incorporation.

### **Article 2 – Members and Membership**

#### **2.01 Membership Conditions**

- (1) As stated in the Articles, there shall be two classes of Members in the Institute:
  - (a) Class A – Voting Member; and
  - (b) Class B – Non-Voting Associate Member.

- (2) A full list of Members shall be maintained by the Institute at its registered office or at another location designated by the Board.

## **2.02 Class A – Voting Member**

- (1) A Class A - Voting Member shall only be individuals who have applied to the Institute and have been accepted by the Board as a Class A – Voting Member in the Institute.
- (2) As set out in the Articles, the Class A - Voting Member shall be entitled to receive notice of, attend, and vote at all Members Meetings and each Class A - Voting Member shall be entitled to one (1) vote at such meetings. The Class A - Voting Member shall have the right to elect the Directors and be elected as a Director.
- (3) The term for a Class A - Voting Member continues in perpetuity until terminated pursuant to the By-laws.
- (4) For the purposes of promoting broad involvement, the Class A - Voting Member class may be subdivided into sub-classes (e.g., Class A-1 – Voting Members, Class A-2 – Voting Members, etc.) with varying levels of membership fees associated with each sub-class.

## **2.03 Class B – Non-Voting Associate Membership**

- (1) A Class B – Non-Voting Associate Member shall only be individuals who have applied to the Institute; and have been accepted by the Board as a Class B – Non-Voting Associate Member in the Institute.
- (2) As set out in the Articles, the Class B – Non-Voting Associate Member shall be entitled to receive notice of and attend Members Meetings but shall not have any right to vote or elect any of the Directors or be elected as Directors.
- (3) The term for a Class B – Non-Voting Associate Member continues in perpetuity until terminated pursuant to the By-laws.
- (4) For the purposes of encouraging broad involvement, Class B – Non-Voting Associate Membership class may be subdivided into sub-classes (e.g., Class B-1 – Non-Voting Associate Member, Class B-2 – Non-Voting Associate Member, etc.) with varying levels of membership fees associated with each sub-class.

## **2.04 Approving Applications for Membership**

- (1) The Board of the Institute may, in its absolute discretion, approve the admission of a person to be a Member of the Institute and determine which class of membership that Member may hold by ordinary resolution.

- (2) Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution.

## **2.05 Transfer of Membership**

Membership in the Institute is non-transferrable.

## **2.06 Termination of Member**

- (1) A Member may have their membership in the Institute terminated when:
- (a) the Member resigns pursuant to Section 2.06(2);
  - (b) the Member's membership is terminated pursuant to Section 2.06(3);
  - (c) the Member has failed to remit their annual dues within the renewal period pursuant to Section 2.08;
  - (d) the Member ceases to meet the relevant eligibility requirement for the applicable Member class as set out in the Articles and/or the By-laws;
  - (e) the Member dies, dissolves, or otherwise ceases to exist; or
  - (f) the Institute is liquidated and dissolved.
- (2) Any Member may resign from membership by delivering a written resignation to the Chairperson, which resignation shall be effective as of the date specified in the resignation.
- (3) Any Member's membership may be suspended or terminated by a Special Resolution of the Board on the grounds that the Member:
- (a) having been held by a court of competent jurisdiction to have violated some law (whether statutory, regulatory or policy in force as if enacted as a statute or regulation), has thereby subjected the Institute to criticism or adverse publicity;
  - (b) for failure to comply with the Act, Articles, By-laws, or any Institute policies;
  - (c) has conducted themselves in a manner that, in the sole opinion of the Board, brings disrepute to the Institute; or
  - (d) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Institute,

provided that notice of such proposed action and the reasons therefore are given to the Member at least twenty (20) days in advance and the Member is given the opportunity to be heard at the meeting at which the action is to be taken. The Member may make written

submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or their membership in the Institute has been 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. The Board's decision shall be final and binding on the Member, without any further right of appeal.

- (4) A Member's rights, privileges, and interests in the Institute, including any rights in the property of the Institute, cease automatically upon termination of membership in the Institute.
- (5) If a Member's membership is terminated, any dues which the Member has paid to the Institute for a calendar year are non-refundable except in the event that the calendar year for which those dues have been paid has not yet begun.

## **2.07 Membership Certificates**

Membership certificates are not necessary. However, the Board may, subject to compliance with the Act, approve the form of and issue membership certificates to the Members. Such certificates shall be signed by any Officer so authorized.

## **2.08 Membership Dues**

Members shall be notified in writing of any membership dues payable by them and, if any membership dues remain outstanding one (1) calendar month following the date of the written notice, the Member shall automatically cease to be a Member of the Institute.

## **2.09 Absentee Voting**

- (1) Members entitled to vote at a Members Meeting may vote by mailed in ballot if the mailed in ballot is received by the Institute within 7 days of the Members Meeting which the ballot is being cast for and the Institute has a system that:
  - (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
  - (b) where a vote is to be secret, permits the tallied votes to be presented to the Institute without it being possible for the Institute to identify how each Member voted.

## **Article 3 – Members Meetings**

### **3.01 Time and Place of Members Meetings**

- (1) The President or Secretary may call a Members Meeting at any time, but shall do so when:
  - (a) requested by the Board;
  - (b) requested by the number of Members that would be required to satisfy quorum for such meeting, which Members are also eligible to vote at that meeting; or
  - (c) required by the Act or the By-laws.
- (2) An annual Members Meetings shall be held every year within ninety (90) days of the Fiscal Year End of the Institute.
- (3) Members Meetings shall be held within the Province of Alberta unless they are being held entirely or in part by means of telephone or any other electronic form of communication facility that permits all participants to communicate adequately with each other during the meeting.

### **3.02 Quorum**

A quorum at any Members Meeting (unless a greater number of Members are required to be present by the Act) shall be 20% of the Members entitled to vote at the meeting, and no fewer than 3 Members who are entitled to vote at the meeting. If a quorum is present at the opening of a Members Meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.03 Notice of Meetings of Members**

- (1) A notice of Members Meeting shall be delivered to:
  - (a) each Member entitled to vote, as determined by the membership list on the date the notice is to be sent to Members;
  - (b) each Director; and
  - (c) the Public Accountant of the Institute.
- (2) The notice of Members Meeting shall state the purpose for which the meeting is being called.
- (3) The notice of a Members Meeting shall also indicate if there will be any special business considered at the meeting and, if so, such special business shall be described in sufficient detail so as to permit the Members to form a reasoned judgment thereon.

- (4) If any special business requiring a Special Resolution is to be transacted at a Members Meeting, notice of such meeting shall also include the text of such Special Resolution in addition to complying with the requirements set out at Section 3.03(3).
- (5) Notice for a Members Meeting or any other notice to the Members required by the Act or the By-laws shall be provided by any one or more of the following:
  - (a) by mail, courier, or hand delivery to the Member's last known address between twenty one (21) and sixty (60) days before the day on which the meeting is to be held;
  - (b) by telephone, email, or other electronic means to the Member's last known telephone number, email address, or other method provided by the Member between twenty one (21) and thirty five (35) days before the date on which the meeting is to be held; or
  - (c) in any other manner as permitted by the Act.

### **3.04 Annual Members Meeting**

- (1) The business transacted at the Annual Members Meeting shall include:
  - (a) the consideration of financial statements and Public Accountant's report on such financial statements, if required;
  - (b) the election of Directors, if necessary; and
  - (c) the reappointment of an incumbent Public Accountant, if necessary.
- (2) If any business other than the business specified in Section 3.04(1) is to be conducted at the Annual Members Meeting, the meeting shall be considered an "Annual and Special Members Meeting" and the Institute shall adhere to the notice provisions specified at Sections 3.03(3) and 3.03(5) and, as necessary, Section 3.03(4).
- (3) For greater certainty, while reappointing an incumbent Public Accountant is not considered to be special business, appointing a new Public Accountant for the ensuing year is considered to be special business, and thus the meeting is an "Annual and Special Members Meeting" and the Institute shall adhere to the notice provisions specified in Section 3.03(3). Where a meeting is for the appointment of a new Public Accountant, notice of such meeting shall not be provided to the current Public Accountant.

### **3.05 Financial Statements**

- (1) As part of the notice for each Annual Members Meeting, the Institute shall send to the Members a password protected link to access a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Institute reproducing the information contained in the documents (the "**Financial**

**Documents**"). If a Member would instead like to access physical copies of the Financial Documents, the notice will provide the address for registered office of the Institute and any Member may, on request, obtain a copy of the Financial Documents free of charge at the registered office or by prepaid mail.

- (2) For greater certainty, the Institute shall provide access to the Financial Documents to all Members, even those who are not entitled to vote at an Annual Members Meeting (and thus not entitled to notice of such meeting). Members who do not receive notice of an Annual Members Meeting may contact any Director or Officer of the Institute to be provided access to the Financial Documents.

### **3.06 Chair of Meeting and Voting Procedure**

- (1) The chair of any Members Meeting shall be:
  - (a) the Chairperson; or
  - (b) if the Chairperson is not available, the Vice-Chairperson; or
  - (c) if the neither the Chairperson nor Vice-Chairperson is available, the Members present who are entitled to vote at that meeting shall endorse one of their number to preside as chair of the meeting.
- (2) At all Members Meetings, every question that is not special business shall be decided by a simple majority of the Members entitled to vote (being 50% plus 1) unless otherwise specified in the Act, the Articles or the By-laws.
- (3) At a Members Meeting involving special business, the questions involving the special business shall be decided by special resolution, being a vote of not less 2/3 of the Members entitled to vote (being 66% plus 1).
- (4) In the case of an equality of votes:
  - (a) If the Chairperson, or Vice-Chairperson acting in their capacity as Chairperson, is present, they shall be entitled to a second or casting vote; or
  - (b) If the Chairperson, or Vice-Chairperson acting in their capacity as Chairperson, is not present, no person is entitled to a second or casting vote and the question before the Members shall be deemed to have failed.
- (5) Voting by proxy is not permitted at any Members Meeting.
- (6) All votes at any Members Meeting shall be taken by a show of hands unless any Member present and entitled to vote demands the vote be taken by ballot. If such a demand is made, the vote shall be taken by ballot in such manner as the chair of the meeting shall direct,

including by electronic ballot. Such a demand may be withdrawn by the Member at any time prior to the taking of the ballot.

### **3.07 Resolution in Lieu of Meeting**

- (1) Except as prohibited by the Act, a resolution in writing delivered to the Institute and signed by the Members entitled to vote on that matter is as valid and effective as if it had been passed at a Members Meeting.
- (2) Resolutions in writing contemplated in Section 3.07(1) may be delivered by facsimile, be scanned and emailed, or otherwise be delivered by any means of electronic communication that is capable of producing a printed copy.
- (3) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- (4) A copy of every such resolution in writing shall be kept with the minutes of the Members Meeting.

### **3.08 Participating in Meetings by Electronic Means**

- (1) One or more Members may participate in a Members Meeting by means of a telephone or any other electronic form of communication that permits all participants to communicate adequately with each other during the meeting.
- (2) Members participating in a meeting by such means shall be deemed for all purposes to be present at the meeting.
- (3) For greater certainty, a Members Meeting may be held entirely by means of a telephone or any other electronic form of communication that permits all participants to communicate adequately with each other during the meeting.

### **3.09 Adjournments**

- (1) Any Members Meeting may be adjourned from time to time and place to place, but no business shall be transacted at the subsequent meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) Subject to Section 3.09(3), notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original Members Meeting.
- (3) If the adjournment referenced in Section 3.09(1) is more than thirty-one (31) days in the future, notice of the adjournment and the subsequent meeting shall be provided to all Members who attended the adjourned meeting.

- (4) If there is no quorum at the subsequent meeting, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

### **3.10 Conflicts of Interest**

- (1) The Institute recognizes the importance of developing and preserving public and Member confidence in the Institute and its activities.
- (2) Where an Interested Party:
  - (a) is a party to or has an interest in a material contract or proposed material contract with the Institute (a "**Contract**"); or
  - (b) has a material interest in any person who is a party to a Contract with the Institute,they shall disclose in writing to the Institute or request to have entered into the minutes of any Board Meeting, the nature and extent of their interest.
- (3) The disclosure required by Section 3.10(2) shall be made, in the case of a Director,
  - (a) at the meeting at which a Contract is first considered;
  - (b) if the Director was not then interested in the Contract, at the first meeting after he or she become so interested; or
  - (c) if a person who is interested in the Contract later becomes a Director, at the first meeting after he or she becomes a Director.
- (4) The disclosure required by Section 3.10(2) shall be made, in the case of an Officer or Employee, who is not also a Director,
  - (a) forthwith after he or she becomes aware that the Contract is to be considered or has been considered at a Board Meeting;
  - (b) if the Officer or Employee becomes interested after a Contract is made, forthwith after he or she became so interested; or
  - (c) if a person who is interested in the Contract later becomes an Officer or Employee, forthwith after he or she becomes an Officer or Employee.
- (5) If a Contract is one that, in the ordinary course of the Institute's business, would not require approval by the Directors, an Interested Party shall disclose in writing to the Institute or request to have entered in the minutes of a Board Meeting the nature and extent of his or her interest forthwith after the Interested Party becomes aware of the Contract.

- (6) No Director may vote on a resolution to approve a Contract to which they have a material interest unless:
- (a) notice of the nature and extent of the Interested Party's interest in the Contract was declared and disclosed in reasonable detail in advance of the Board Meeting;
  - (b) all other persons in attendance at the meeting agree in the minutes of the meeting to allow the Interested Party to vote;
  - (c) the Contract relates:
    - i. primarily to the Director's remuneration as a director, officer, or employee; or
    - ii. is for indemnity or insurance as provided for under Section 151 of the Act; and
  - (d) not less than two-thirds (2/3) of the votes of all persons entitled to vote, who are in attendance at the Board Meeting, approve the resolution relating to the Contract.
- (7) For the purposes of this section, a general notice to the Directors by an Interested Party, declaring that he or she is a director or officer of a corporation involved in a Contract or has a material interest in a person involved in a Contract, is a sufficient declaration of interest in relation to any Contract so made.
- (8) The Contract entered into by the Institute involving an Interested Party in any capacity, is neither void nor voidable by reason only of that relationship or by reason only that a Interested Party with an interest in a Contract is present at or is counted to determine the presence of a quorum at a Board Meeting that authorize the Contract, if the Interested Party disclosed their interest in accordance with Sections 3.10(2), 3.10(3), 3.10(4), 3.10(5), and 3.10(7), as the case may be, and the Contract was approved by the Directors.
- (9) Where a Director is an Interested Party of a Contract, and where a dispute arises as a result of the Contract, and the dispute remains unresolved for a period of 15 days or more, the Board may hold a Board Meeting for the purposes of determining if the Director shall be removed as a Director.

## **Article 4 – Board of Directors**

### **4.01 Role of the Board**

The Board shall manage or supervise the management of the affairs and business of the Institute and may exercise all such powers and do all such acts and things as may be exercised or done by the Institute.

### **4.02 Composition of the Board**

- (1) The Board shall consist of a minimum of three (3) and a maximum of seven (7) Directors.

- (2) At least one (1) of the Directors shall not be Officers or employees of the Institute or its affiliates.
- (3) The Board may appoint by ordinary resolution, if desirable, a Director to each of the following roles:
  - (a) **Chairperson** - The Chairperson, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Chairperson shall have such other duties and powers as the Board may specify.
  - (b) **Vice-Chairperson** - If the Chairperson is absent or is unable or refuses to act, the Vice-Chairperson, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members with all duties and responsibilities of the Chairperson at that meeting. The Vice-Chairperson shall have such other duties and powers as the Board may specify.

#### **4.03 Qualifications of Directors**

- (1) In order to be eligible to become a Director, and in order to continue to serve as a Director, an individual:
  - (a) must be at least 18 years old;
  - (b) cannot have been declared incapable by a medical doctor in Canada or in another country;
  - (c) cannot have the status of bankrupt; and
  - (d) must be a Member of the Institute in good standing.

#### **4.04 Election, Term and Removal of Directors**

- (1) The Class A – Voting Members shall elect the Directors at the first Members Meeting and at every subsequent Annual Members Meeting where the election of a Director is required in accordance with the Articles and these By-laws.
- (2) Directors shall hold office for a term of not less than two (2) years but not exceeding three (3) years.
- (3) The length of the term for each Director shall be specified at the Members Meeting appointing such Director.
- (4) In order to attain regular turnover of Directors while preserving as much institutional knowledge of the Institute as possible, it is permissible for the Directors to have staggered terms. To this end, it is not necessary that all Directors elected at a meeting hold office for the same term.

- (5) A Director elected by the Members may serve an unlimited number of consecutive terms.
- (6) Subject to the Act, the Class A – Voting Members may, by Ordinary Resolution, remove any Director elected from office.
- (7) Subject to the Act, where a Director performs services for the Institute in any other capacity, including under a Contract described in Article 3.10, and where there a dispute arises between the Director and the Institute as a result of the services, the Board shall hold a Board Meeting for the purposes of resolving the conflict of interest between the applicable Director and the Institute by voting to do any one or more of the following:
  - (a) suspend the applicable Director from their role as Director for the duration of the conflict relating to any services provided by the Director in any other capacity;
  - (b) remove the applicable Director from their position; or
  - (c) approve an alternative dispute resolution mechanism in order to resolve the conflict.

#### **4.05 Vacancy on the Board**

- (1) In the event of a vacancy among the Directors, the Class A – Voting Members may temporarily elect a Class A – Voting Member to fill that seat on the Board until the vacancy is filled by a duly elected Director.
- (2) Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board.

#### **4.06 Remuneration**

- (1) Directors may, from time to time, determine the reasonable remuneration or compensation for the Directors, Officers, and Employees, at a Board Meeting held for such purpose.
- (2) Directors and Officers are entitled to have reasonable expenses that they have incurred in the course of fulfilling the duties as Directors and Officers reimbursed by the Institute.
- (3) Directors and Officers are entitled to receive reasonable remuneration and expenses for any services to the Institute that are performed in any other capacity.
- (4) Members are entitled to have reasonable expenses that they have incurred on behalf of the Institute reimbursed by the Institute where such expenses have been pre-approved in writing by a Director or Officer of the Institute

## **Article 5 - Meetings of Directors**

### **5.01 Time and Place of Board Meetings**

- (1) Board Meetings may be called by the Chairperson, Vice-Chairperson or any two (2) Directors at any time.
- (2) Board Meetings shall be held at any place designated by the Board.
- (3) There shall be a minimum of one (1) Board Meeting called each year in order to transact Institute business.
- (4) The Board may prescribe a regular day, interval, time, and place for Board Meetings to be held by ordinary resolution. A copy of such resolution fixing the details of such regular Board Meetings shall be provided to each Director immediately after being passed and no other notice shall be required for any such regular Board Meetings except where notice of the business to be transacted at the Board Meeting is required by the Act.
- (5) The first organization meeting following the incorporation of the Institute shall be called by any incorporator or Director by giving notice of the time and place of the meeting to each Director within the prescribed period.

### **5.02 Notice of Board Meetings**

- (1) Subject to the remainder of Section 5.02, notice of the time and place of each Board Meeting shall be given to each Director not less than seven (7) days before the time when the meeting is to be held by one of the following:
  - (a) Personal delivery to the Director's address indicated on the last notice sent by the Institute to that Director;
  - (b) By prepaid ordinary mail to the Director's address as set out in (a) above;
  - (c) By telephone or any other electronic methods of communication at the Director's recorded phone number or address for such purpose; or
  - (d) By an electronic document in accordance with Part 17 of the Act.
- (2) Board Meetings may be held at any time without formal notice if all of the Directors are present or if all of the absent Directors waive notice or have otherwise signified their consent to the holding of such meeting.
- (3) Provided a quorum of Directors is present, the Board may hold a Board meeting immediately following the Members Meeting at which one (1) or more Director was elected to the Board without notice to the newly elected Director(s).

- (4) Unless these By-laws specify otherwise, no notice of meeting need specify the purpose or the business to be transacted at the meeting unless such Board Meeting relates to any of the matters referred to in subsection 138(2) of the Act.

### **5.03 Quorum of Directors**

- (1) A quorum for any Board Meeting shall be the greater of the majority of the currently serving Directors or the minimum number of Directors required by the Articles.
- (2) No business shall be transacted at any Board meeting unless the requisite quorum is present at the commencement of such meeting.
- (3) If a quorum is not present at the place fixed for the meeting within thirty (30) minutes of the time fixed for the Board meeting, the meeting shall, without further action, stand adjourned. Unless otherwise agreed, the Board Meeting shall be reconvened on the same day of the following week at the same place and at the same time, and those Directors present at the adjourned meeting shall constitute a quorum for the purposes of the adjournment.

### **5.04 Participating in Meetings by Electronic Means**

- (1) If all the Directors consent, one (1) or more Director may participate in a Board Meeting by means of a telephone or any other electronic method of communication that permits all participants to communicate adequately with each other during the meeting.
- (2) Directors participating in a meeting by such means shall be deemed for all purposes to be present at the meeting.
- (3) For greater certainty, subject to Section 5.04(1), a Board meeting may be held entirely by means of a telephone or any other electronic method of communication that permits all participants to communicate adequately with each other during the meeting.

### **5.05 Chair of Meeting and Voting Procedure**

- (1) The chair of any Board meeting shall be:
  - (a) the Chairperson; or
  - (b) if the Chairperson is not available, the Vice-Chairperson; or
  - (c) if neither the Chairperson nor Vice-Chairperson is available, the Directors present shall endorse one of their number to preside as chair of the meeting.
- (2) Each Director is entitled to one (1) vote on each matter considered during a Board meeting.

- (3) At all Board meetings, every question shall be decided by a simple majority of the Directors unless otherwise specified in the Act, the Articles or the By-laws.
- (4) In the case of an equality of votes, the chair of the Board Meeting is entitled to a second or casting vote.
- (5) Voting by proxy is not permitted at any Board meeting.
- (6) All votes at any Board Meeting shall be taken by a show of hands unless any Director present demands the vote be taken by ballot. If such a demand is made, the vote shall be taken by ballot in such manner as the chair of the meeting shall direct. Such a demand may be withdrawn at any time prior to the taking of the ballot.

#### **5.06 Resolution in Lieu of Meeting**

- (1) Any resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board Meeting, is as valid as if it had been passed at a Board Meeting.
- (2) Resolutions in writing contemplated in Section 5.06(1) may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing and may be delivered by facsimile, be scanned and emailed, or otherwise be delivered by any means of electronic communication that is capable of producing a printed copy.
- (3) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- (4) A copy of every such resolution in writing shall be kept with the minutes of the Board Meeting.

#### **5.07 Adjournment**

- (1) Any Board Meeting may be adjourned from time to time and place to place, but no business shall be transacted at the subsequent meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) Notice of an adjourned Board Meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (3) The Directors who formed a quorum at the original meeting are not required to form the quorum at the subsequent meeting.
- (4) If there is no quorum present at the subsequent meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

## **Article 6 - Officers**

### **6.01 Description of Officers**

- (1) The Board shall appoint from among the Class A – Voting Members of the Institute the Officers of the Institute, as necessary.
- (2) Unless otherwise determined by the Board, the following Officers shall be appointed:
  - (a) President;
  - (b) Secretary; and
  - (c) Treasurer.
- (3) A Director may be appointed to any offices of the Institute, and two (2) or more offices of the Institute may be held by the same person.
- (4) All Officers shall at all times hold office at the pleasure and discretion of the Board with no fixed term of office.

### **6.02 Duties of Officers**

- (1) President:
  - (a) If appointed, the President of the Institute and shall be responsible for implementing the strategic plans and policies of the Institute; attend all Board Meetings; supervise the business and affairs of the Board; act as a spokesperson for all communication with external organizations and the media; have the powers and duties incidental to the office of President, and have any other powers and duties assigned by the Board from time to time.
- (2) Secretary:
  - (a) If appointed, the Secretary shall attend and be the secretary of all Board Meetings, Members Meetings, and committees of the Board; prepare, or cause to be prepared, minutes of Board Meetings and Members Meetings; maintain, or cause to be maintained, the minute book for the Institute; enter or cause to be entered in the Institute's minute book, minutes of all proceedings at such meetings; give, or cause to be given, as and when instructed, notices to Members, Directors, and any other relevant parties in accordance with Sections 3.03 and 5.02; file, or cause to be filed, the annual return, notice of a change of Directors, and any other documents required by Corporations Canada; act as custodian of all books, papers, records, documents and other instruments belonging to the Institute; and have the powers and duties incidental to the office of the Secretary.

- (3) Treasurer:
  - (a) If appointed, the Treasurer shall open and maintain any and all bank accounts as may be deemed necessary by the Board from time to time, or cause such bank accounts to be open and maintained; ensure a detailed account of all revenues and all expenses are kept; prepare, or cause to be prepared, the Institute's financial statements; and have the powers and duties incidental to the office of Treasurer.
- (4) The powers and duties of the Officers shall be subject to modification, restriction, or supplementation as determined by the Board from time to time.

## **Article 7 – Committees of the Board**

### **7.01 Committee Appointments and Procedures**

- (1) The Board has the right to establish such committees or advisory body as it deems necessary from time to time.
- (2) The Board shall prescribe the composition and duties of all committees and appoint or remove committee chairs and committee members as necessary.
- (3) Committee members are not all required to be Directors.
- (4) Notwithstanding Section 7.01(3), if an audit committee is established, it shall be composed of a minimum of three Directors, the majority of whom are not also Officers or employees of the Institute or its affiliates.
- (5) The procedures of any committees of the Board shall, subject to the regulations, directions, and oversight of the Board, be those formulated by that committee.
- (6) The President shall be entitled to receive notice of and attend all meetings of the committees of the Board. However, for greater certainty, the President shall not be considered a voting member of any committee, unless the President is duly appointed as a member of such committee.

## **Article 8 – Directors' and Officers' Obligations**

### **8.01 Directors' and Officers' Obligations**

- (1) For greater certainty, the primary legal duties of each Director and Officer of the Institute shall include the following:
  - (a) **Duty of Care** — The duty of care requires each Director and Officer to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. This includes being prepared for meetings, engaged, asking questions, and following-up on results.

- (b) **Fiduciary Duty** — Each Director and Officer is required by law to act honestly and in good faith in all his or her dealings involving the Institute. Each Director and Officer must exercise his or her decision making powers in the best interests of the Institute and not for any side purpose, special interest or other agenda. In discharging this fiduciary duty, each Director and Officer is expected, when at the boardroom table, to address his or her mind exclusively to the interests of the Institute. Each Director and Officer must resist the temptation to allow the sound judgment and advice which they are expected to provide to be clouded by extraneous factors including the personal financial interests of the Director or Officer.
  - (c) **Duty of Confidentiality** — Each Director and Officer is required to keep all information acquired in the course of performing his or her role as a Director and/or Officer of the Institute confidential except for any such information that a majority of the Board expressly authorizes may be shared. Each Director and Officer acknowledges that unauthorized statements will adversely affect the interests of the Institute.
- (2) Notwithstanding the above, any Director may disclose to legal counsel such matters as are necessary for the purpose of receiving legal advice. Any expense related to seeking or receiving such legal advice is that of the Director seeking legal advice, unless such expense is specifically approved by the Board in advance.

## **Article 9 – Conduct of Meetings**

### **9.01 Rules of Order**

Subject to the Act, the Articles, and the By-laws, all meetings of the Institute, including Members Meeting and Board meetings, shall be conducted in accordance with Robert's Rules of Order, as may be amended or restated from time to time.

## **Article 10 – Notices**

### **10.01 Deemed Delivery Date**

- (1) Any notice to be given, other than notice of a Members Meeting or a Board Meeting, shall be sufficient if given:
- (a) by personal delivery to the person to whom it is addressed to or if delivered to such person's address as shown in the records of the Institute when deposited in a post office or public letter box;
  - (b) by mail or courier, to the person's recorded address as shown in the records of the Institute;
  - (c) by telephone or by any other form of electronic communication, at such person's recorded address for that purpose; or

- (d) by the form of electronic document in accordance with Part 17 of the Act.
- (2) A declaration by the Secretary that notice has been provided pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.

### **10.02 Computation of Time**

In computing the date when notice must be given under any provision of the By-laws requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **10.03 New Notice Information**

The Secretary may change or cause to be changed the recorded address of any Member, any Director, any Officer, the auditor, or any member of a committee in accordance with any information believed by the Secretary to be reliable.

## **Article 11 – Irregularities**

### **11.01 Irregularities**

- (1) No errors or accidental omission in giving notice for a Members Meeting, a Board Meeting, a meeting of a committee of the Board, or any other notice required under the Act or By-laws shall invalidate such meeting or invalidate or make void any proceedings taken or held at such meeting, and any Member, Director, or other person entitled to attend may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken at such meeting.
- (2) Irregularities or errors in process or otherwise made in good faith shall not invalidate acts or decisions made during any Members Meeting, Board meeting, or meeting of a committee of the Board.

## **Article 12 – Protection of Directors and Officers**

### **12.01 Indemnity**

- (1) The Institute shall indemnify and save harmless every:
  - (a) Director and former Director;
  - (b) Member and former Member; and
  - (c) Officer and former Officer,

and their respective heirs, executors, administrators and personal representatives, from and against:

- (d) all Claims and associated costs, charges, and expenses (including any amount paid to settle an action or satisfy a judgment) which such person sustains or incurs or which is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her to be done in or about the execution of the duties of his or her office; and
  - (e) all other costs, charges, and expenses which such person sustains or incurs in respect of or in relation to the affairs of the Institute, except the costs, charges, or expenses occasioned by his or her own wilful neglect or default.
- (2) The indemnity authorized by this Section 12.01 shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which the person seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Section.
  - (3) The indemnification set out in Section 12.01 will not apply to any Director or Officer who is acting outside their authority as set out in the By-laws and Articles, or contrary to their duties as set out in the Act.
  - (4) Directors or Officers may rely on the accuracy of any statement or report prepared by the Public Accountant of the Institute. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **Article 13 - Dispute Resolution**

### **13.01 Mediation and Arbitration**

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Institute are, as much as reasonably possible, to be resolved in accordance with mediation and/or arbitration as provided in Section 13.02 of this By-law.

### **13.02 Dispute Resolution Mechanism**

- (1) In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Institute arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Institute is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees, or volunteers of the Institute as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
  - (a) When a dispute or controversy arises, the parties shall inform the President, and if the President is a party involved in the dispute or controversy, one of the Secretary or Treasurer. The parties will be directed to appoint a single neutral, third-party mediator (who is not a Member, Director, or Officer). In the event that the parties cannot agree on a single mediator, a panel of three (3) Members chosen by the

Board of Directors will select the mediator, who will meet with the parties in question in an attempt to mediate a resolution between the parties.

- (b) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator chosen by the Panel, who shall not be any one of the mediators referred to above, in accordance with the legislation governing domestic arbitrations in force in Alberta or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind.
- (c) All costs of any mediator or arbitrator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

## **Article 14 – Amendments to By-laws**

### **14.01 Amendments to By-laws**

- (1) The Members may, by special resolution, make any amendments to the By-laws of the Institute that regulate the activities and affairs of the Institute.
- (2) Upon the passing of the special resolution by the Members, the Board shall ratify and take all steps necessary to adopt the amendments to the By-laws.

*[Remainder of page intentionally left blank.]*

**CERTIFIED** to be By-Law No. 1 of the Institute, as enacted by the Board of Directors of the Institute by resolution on the 21 day of December, 2023 and confirmed by the Members of the Institute by ordinary resolution on the 21 day of December, 2023.

Dated as of the 21 day of December, 2023.

Chairperson -



**KENNETH R. FOSTER**

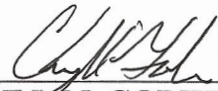


**GERALD F. ABEL**

Vice-Chairperson -



**CHRISTINE M. GODWIN**



**CHERYLE M. GODWIN-ABEL**