

CANADA NOT-FOR-PROFIT CORPORATIONS ACT

BYLAWS

OF THE

CANADA GREEN BUILDING COUNCIL

CONSEIL DU BATIMENT DURABLE DU CANADA

TABLE OF CONTENTS

PART 1.	INTERPRETATION	1
1.1	DEFINITIONS.....	1
1.2	<i>CANADA NOT-FOR-PROFIT CORPORATIONS ACT</i> DEFINITIONS	3
1.3	PLURAL AND SINGULAR FORMS	4
PART 2.	MEMBERSHIP	4
2.1	MEMBERSHIP	4
2.2	CLASSES OF MEMBERS	4
2.3	ELIGIBILITY FOR VOTING MEMBERSHIP	4
2.4	ELIGIBILITY FOR NON-VOTING MEMBERSHIP	4
2.5	APPLICATION FOR MEMBERSHIP	4
2.6	MEMBERSHIP NOT TRANSFERABLE	5
2.7	DUES AND SPECIAL ASSESSMENTS	5
2.8	STANDING OF MEMBERS	5
2.9	COMPLIANCE WITH ARTICLES, BYLAWS AND POLICIES	5
2.10	EXPULSION OF MEMBER.....	5
2.11	CESSATION OF MEMBERSHIP	5
2.12	TERMINATION OF MEMBER’S RIGHTS.....	6
PART 3.	MEETING OF MEMBERS	6
3.1	TIME AND PLACE OF MEETING OF MEMBERS.....	6
3.2	ANNUAL GENERAL MEETINGS	6
3.3	SPECIAL GENERAL MEETING.....	6
3.4	CALLING OF SPECIAL GENERAL MEETING	6
3.5	NOTICE OF MEETING OF MEMBERS.....	6
3.6	ENTITLEMENT TO NOTICE OF MEETING OF MEMBERS.....	7
3.7	CONTENTS OF NOTICE	7
3.8	OMISSION OF NOTICE	7
PART 4.	PROCEEDINGS AT MEETINGS OF MEMBERS	7
4.1	REQUIREMENT OF QUORUM	7
4.2	QUORUM	7
4.3	LACK OF QUORUM	7
4.4	LOSS OF QUORUM	8

4.5	PARTICIPATION IN A MEETING BY ELECTRONIC MEANS.....	8
4.6	CHAIR.....	8
4.7	ALTERNATE CHAIR.....	8
4.8	ADJOURNMENT	8
4.9	NOTICE OF ADJOURNMENT.....	8
4.10	ENTITLEMENT TO VOTE	9
4.11	DECISIONS BY SHOW OF HANDS, VOICE VOTE OR SECRET BALLOT	9
4.12	ELECTRONIC VOTING.....	9
4.13	ABSENTEE VOTING BY MEMBERS.....	9
4.14	MEMBER PROPOSALS.....	9
4.15	NOTICE OF PROPOSAL.....	9
PART 5.	DIRECTORS.....	10
5.1	POWERS OF DIRECTORS	10
5.2	MANAGEMENT OF PROPERTY AND AFFAIRS	10
5.3	COMPOSITION OF CAGBC BOARD.....	10
5.4	INVALIDATION OF ACTS.....	10
5.5	DIRECTORS SUBSCRIBE TO AND SUPPORT PURPOSES.....	10
5.6	QUALIFICATIONS OF DIRECTORS.....	10
5.7	ELECTION OF DIRECTORS.	11
5.8	TERM OF OFFICE	11
5.9	CONSECUTIVE TERMS	11
5.10	ELECTION BY ACCLAMATION	11
5.11	ELECTION BY SECRET BALLOT	11
5.12	VOIDING OF BALLOT	11
5.13	ELECTION OF LESS THAN REQUIRED NUMBER OF DIRECTORS.....	12
5.14	FILLING VACANCY AMONG DIRECTORS	12
5.15	REMOVAL OF DIRECTOR AND ELECTION OF REPLACEMENT	12
5.16	CEASING TO BE A DIRECTOR.....	12
5.17	REMUNERATION OF DIRECTORS AND REIMBURSEMENT OF EXPENSES.....	12
5.18	POWERS OF THE CAGBC BOARD	12
5.19	INVESTMENT OF PROPERTY AND STANDARD OF CARE	13
5.20	POLICIES AND PROCEDURES.....	13
PART 6.	PROCEEDINGS OF THE CAGBC BOARD.....	13
6.1	CALLING OF MEETINGS.....	13
6.2	NOTICE.....	13
6.3	QUORUM	14
6.4	DIRECTOR CONFLICT OF INTEREST.....	14
6.5	CHAIR OF MEETINGS	14
6.6	ALTERNATE CHAIR.....	14
6.7	PASSING RESOLUTIONS	14
6.8	ELECTRONIC PARTICIPATION.....	14
6.9	PROCEDURE FOR VOTING	15
6.10	RESOLUTION IN WRITING.....	15

PART 7. COMMITTEES.....	15
7.1 STANDING AND SPECIAL COMMITTEES	15
7.2 DELEGATION TO COMMITTEES	15
7.3 TERMS OF REFERENCE AND RULES.....	15
7.4 MEETINGS.....	16
7.5 DISSOLUTION OF COMMITTEES	16
PART 8. CHAPTER LEADERSHIP BOARDS	16
8.1 ESTABLISHMENT OF CHAPTER LEADERSHIP BOARDS	16
8.2 LEADERSHIP OF CHAPTER LEADERSHIP BOARDS.....	16
8.3 ELECTION AND TERM OF MEMBERS OF CHAPTER LEADERSHIP BOARD	16
8.4 QUORUM	16
8.5 TERMS OF REFERENCE AND PROCEDURE	17
PART 9. CHAPTER ADVISORY COMMITTEE.....	17
9.1 CHAPTER ADVISORY COMMITTEE	17
9.2 LEADERSHIP OF CHAPTER ADVISORY COMMITTEE.....	17
9.3 QUORUM	17
9.4 TERMS OF REFERENCE AND PROCEDURE	17
PART 10. DUTIES OF OFFICERS.....	17
10.1 OFFICERS.....	17
10.2 ELECTION OF OFFICERS	18
10.3 REMOVAL OF OFFICERS	18
10.4 REPLACEMENT.....	18
10.5 DUTIES OF CHAIR	18
10.6 DUTIES OF VICE-CHAIR	18
10.7 DUTIES OF PRESIDENT & CEO	18
10.8 DUTIES OF SECRETARY	18
10.9 DUTIES OF TREASURER.....	19
10.10 ABSENCE OF SECRETARY AT MEETING	19
10.11 COMBINATION OF OFFICES	19
PART 11. EXECUTION OF INSTRUMENTS.....	19
11.1 NO SEAL	19
11.2 EXECUTION OF INSTRUMENTS.....	19
PART 12. BORROWING.....	19
12.1 POWERS OF DIRECTORS	19
PART 13. AUDITOR.....	20
13.1 ANNUAL FINANCIAL STATEMENTS	20
13.2 FINANCIAL YEAR	20
13.3 AUDITORS	20
13.4 OPERATING RESERVE FUND	20
PART 14. NOTICE.....	20

14.1	METHOD OF GIVING NOTICE	20
14.2	WHEN NOTICE DEEMED TO HAVE BEEN RECEIVED	21
14.3	DAYS TO BE COUNTED IN NOTICE	21
PART 15.	MISCELLANEOUS	21
15.1	EXAMINATION OF RECORDS	21
15.2	RULES GOVERNING NOTICE, BOARD RESOLUTIONS AND ORDINARY RESOLUTIONS.....	22
PART 16.	INDEMNIFICATION	22
16.1	INDEMNIFICATION OF DIRECTORS AND OFFICERS	22
16.2	ADVANCEMENT OF EXPENSES.....	22
16.3	EXCEPTION TO INDEMNIFICATION.....	22
16.4	APPROVAL OF COURT AND TERM OF INDEMNIFICATION	23
16.5	INDEMNIFICATION NOT INVALIDATED BY NON-COMPLIANCE.....	23
16.6	PURCHASE OF INSURANCE	23
PART 17.	BYLAWS	23
17.1	ENTITLEMENT OF MEMBERS TO COPY OF ARTICLES AND BYLAWS	23
17.2	RESOLUTION OF MEMBERS REQUIRED TO ALTER OR ADD TO BYLAWS	23
17.3	AMENDMENT AND REPEAL OF BYLAWS.....	23
17.4	SPECIAL RESOLUTION REQUIRED	24
17.5	CHANGES TO BE FILED	24
17.6	EFFECTIVE DATE	24

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OF THE
CANADA GREEN BUILDING COUNCIL
CONSEIL DU BATIMENT DURABLE DU CANADA

PART 1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Articles 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 original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “**Board Resolution**” means:
 - (1) a resolution passed at a duly constituted meeting of the CaGBC Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the CaGBC Board;
- (d) “**Bylaws**” means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
- (e) “**CaGBC Board**” means the Directors acting as authorized by the Articles and these Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (f) “**Chair**” means a Person elected to the office of Chair in accordance with these Bylaws;
- (g) “**Chapter Advisory Committee**” means the committee established by the CaGBC Board pursuant to part 9 of these Bylaws;

- (h) **Chapter Leadership Boards**” means those boards of the Corporation corresponding to specific Regions as determined by the CaGBC Board pursuant to part 8 of these Bylaws;
- (i) **“Corporation”** means “Canada Green Building Council - Conseil du bâtiment durable du Canada”;
- (j) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;
- (k) **“Directors”** means those Persons who have become directors of the Corporation in accordance with these Bylaws and have not ceased to be directors;
- (l) **“Electronic Means”** means a telephonic, electronic or other communication facility that, in accordance with the Act, permits all participants to communicate adequately with each other;
- (m) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (n) **“Meeting of Members”** means the annual general meeting and any special general meetings of the Corporation;
- (o) **“Members”** means those Persons and Organizations who have become Voting Members and Non-Voting Members in accordance with these Bylaws and have not ceased to be members;
- (p) **“Non-Voting Member”** means a Person who has been accepted as a non-voting member of the Corporation in accordance with Part 2 of these Bylaws;
- (q) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (r) **“Ordinary Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- (s) **“Organization”** means an association, corporation, partnership, trust or society;
- (t) **“Person”** means a natural person;

- (u) **“President & CEO”** means the senior executive responsible for the operations of the Corporation who reports to the CaGBC Board;
- (v) **“Proposal”** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (w) **“Public Accountant”** means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with the Bylaws;
- (x) **“Regions”** means the list of geographic divisions of Canada in which the Corporation operates as established by the CaGBC Board by Board Resolution from time to time;
- (y) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (z) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada;
- (aa) **“Special Resolution”** means:
 - (1) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members,
 - (A) of which the period of notice required by these Bylaws has been given, and which notice includes the text of the resolution, or
 - (B) if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members; and
- (bb) **“Voting Member”** means an Organization which has been accepted as a voting member of the Corporation in accordance with Part 2 of these Bylaws.

1.2 **Canada Not-for-profit Corporations Act Definitions**

The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

PART 2. MEMBERSHIP

2.1 Membership

Membership in the Association is limited to:

- (a) those Organizations which are Members on the date these Bylaws are adopted by Special Resolution; and
- (b) those Persons or Organizations who subsequently apply for membership in accordance with these Bylaws.

2.2 Classes of Members

Subject to the Articles, there are two classes of Members: Voting Members and Non-Voting Members. Membership in both classes will be restricted to those Persons and Organizations who are eligible in accordance with these Bylaws. Voting Members are entitled to vote; Non-Voting Members are not entitled to vote except as provided in the Act and Part 8 of these Bylaws.

The CaGBC Board may, by Board Resolution, determine categories within each class of membership based upon professional or other qualifications to which Members may be assigned by the CaGBC Board from time to time. The CaGBC may, by Board Resolution at any time, change existing categories and re-allocate Members to the appropriate new category as the CaGBC Board thinks fit.

2.3 Eligibility for Voting Membership

An Organization interested in advancing the purposes and supporting the activities of the Corporation may apply to be accepted as a Voting Member.

2.4 Eligibility for Non-Voting Membership

A Person may apply to be accepted as a Non-Voting Member if he or she:

- (a) is 18 years of age or older; and
- (b) is interested in advancing the purposes and supporting the activities of the Corporation.

2.5 Application for Membership

A Person or Organization must apply in writing to the Corporation, and pay the applicable membership dues, to become a Member in the appropriate category.

An Organization that is accepted as a Member must designate a Person to exercise the rights of membership on behalf of the Organization, which designation must be in writing delivered to the Registered Office.

2.6 Membership not Transferable

Membership is not transferable.

2.7 Dues and Special Assessments

Annual membership dues will be fixed from time to time by the CaGBC Board. A special assessment to be paid by Members may be introduced by Board Resolution.

2.8 Standing of Members

All Members are deemed to be in good standing except a Member who has failed to pay the annual membership dues and special assessments, if any, when due and owing and such Member is not in good standing for so long as the dues and special assessments remain unpaid.

2.9 Compliance with Articles, Bylaws and Policies

Every Member will, at all times:

- (a) comply with the Articles, Bylaws and the policies of the Corporation adopted by the Directors from time to time; and
- (b) further and not hinder the aims and objects of the Corporation.

2.10 Expulsion of Member

A Member may be expelled by a Board Resolution.

Notice of a Board Resolution to expel a Member will be accompanied by a brief statement of reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Board Resolution is considered by the CaGBC Board.

2.11 Cessation of Membership

A Person or Organization will cease to be a Member:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated thereon; or
- (b) upon the date which is 90 days after the Member has ceased to be in good standing; or

- (c) upon ceasing to be eligible in accordance with these Bylaws;
- (d) upon his, her or its expulsion; or
- (e) upon his or her death or, in the case of an Organization, dissolution.

2.12 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, cease on the occurrence of any of the events described in section 2.11.

PART 3. MEETING OF MEMBERS

3.1 Time and Place of Meeting of Members

A Meeting of Members will be held at a place in Canada that the Directors determine.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, but no later than 6 months after the end of the Corporation's preceding financial year.

3.3 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.4 Calling of Special General Meeting

The CaGBC Board may, whenever it thinks fit, convene a special general meeting. The CaGBC Board will call a special general meeting on the written requisition of at least five percent (5%) of the Members.

3.5 Notice of Meeting of Members

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may be, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held.

However, the Corporation will provide notice as set out in subsection (a) if a Member requests that the notice be given by non-electronic means.

3.6 Entitlement to Notice of Meeting of Members

Notices of a Meeting of Members will be given to:

- (a) every Person or Organization shown on the register of members as a Member at:
 - (1) the close of business on the day immediately preceding the day on which the notice is given; or
 - (2) the close of business on such day as may be fixed by the Directors in accordance with the Act;
- (b) the Directors; and
- (c) the Public Accountant.

No other Person or Organization is entitled to receive notice of a Meeting of Members.

3.7 Contents of Notice

Notice of a Meeting of Members will specify the place, the day and the hour of the meeting and the special business to be transacted at the meeting.

Notice of a Meeting of Members will include the text of any Special Resolution to be considered at the meeting.

3.8 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

PART 4. PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Requirement of Quorum

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

4.2 Quorum

A quorum for a Meeting of Members is thirty (30) Voting Members each of whom must be in good standing on the date upon which notice of the Meeting of Members is given.

4.3 Lack of Quorum

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned one week from the date of the Meeting of Members, at the same time and at the Corporation's head office, and if at the adjourned meeting, a

quorum is not present within 30 minutes from the time appointed for the meeting, the Voting Members present will constitute a quorum.

4.4 Loss of Quorum

If quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

4.5 Participation in a Meeting by Electronic Means

Any Person entitled to attend a Meeting of Members may, in accordance with the Act, participate in the meeting by Electronic Means if the Corporation makes available such a communication facility. A Person so participating in a meeting is deemed to be present at the meeting.

The Board may determine that any Meeting of Members may, in accordance with the Act, be held entirely by Electronic Means.

4.6 Chair

The Chair, or in the absence or inability of the Chair, the Vice-Chair will, subject to a Board Resolution appointing another Person, preside at all Meetings of Members; but if at any Meeting of Members the Chair, the Vice-Chair and such alternate Person appointed by a Board Resolution, if any, is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

4.7 Alternate Chair

If a Person presiding as chair of a Meeting of Members wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

4.8 Adjournment

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.10 Entitlement to Vote

Each Voting Member in good standing is entitled to one (1) vote on each matter for determination at a Meeting of Members.

4.11 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting at a Meeting of Members will be by one or more of the following, at the discretion of the ICaGBC Board:

- (a) show of hands;
- (b) voice vote; and
- (c) ballot vote (whether at the meeting, or in advance, and whether by paper or by Electronic Means),

provided that, at the request of any Member entitled to vote at the meeting, a secret vote by ballot will be required.

4.12 Electronic Voting

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote electronically, provided that the Corporation has made available a system of voting that meets the following criteria:

- (a) the identity of the voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification; and
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible to identify how each Member voted.

4.13 Absentee Voting by Members

Absentee voting by Members is not permitted.

4.14 Member Proposals

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Corporation and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a Proposal has been submitted.

4.15 Notice of Proposal

If a Proposal is received by the Corporation in accordance with the provisions of the Act, the Corporation will include the Proposal in the notice of the annual general meeting.

PART 5. DIRECTORS

5.1 Powers of Directors

The CaGBC Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) these Bylaws and the Articles.

5.2 Management of Property and Affairs

The property and the affairs of the Corporation will be managed by the CaGBC Board.

5.3 Composition of CaGBC Board

The CaGBC Board will be composed of no fewer than three (3) and no more than twelve (12) Directors which number may be set by Board Resolution from time to time. The chair of the Chapter Advisory Committee must be a Director. The CaGBC Board may specify, from time to time by Board Resolution, that some or all of the vacant Director positions will be allocated to a specific category of membership as described in Bylaw 2.2.

Except as provided for in the Act, the Articles or these Bylaws, each Director will be elected by the Members in accordance with the Act.

5.4 Invalidation of Acts

No act or proceeding of the CaGBC Board is invalid by reason only of there being less than the prescribed number of Directors in office.

5.5 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Corporation

5.6 Qualifications of Directors

A Person is eligible to be a Director if he or she:

- (a) is the chair of the Chapter Advisory Committee, or an employee or a director of a Voting Member;
- (b) is at least 18 years of age;
- (c) has not been declared incapable by a court in Canada or elsewhere; and
- (d) is not an undischarged bankrupt.

5.7 Election of Directors.

Directors other than the chair of the Chapter Advisory Committee will normally be elected in advance of each annual general meeting by Electronic Means and those Persons that are elected as Directors in such manner will be approved by Ordinary Resolution at each annual general meeting.

5.8 Term of Office

The term of office of Directors will normally be three (3) years. However the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, a Director will take office at the first meeting of the CaGBC Board following his or her election or acclamation on the conclusion of the annual general meeting at which he or she is elected or acclaimed in accordance with section 5.8 and the term will be deemed to expire immediately prior to the commencement of the first meeting of the CaGBC Board subsequent to following the end of the annual general meeting held in the last year of the Director's term.

The term of office of the Person who is a Director *ex officio* as chair of the Chapter Advisory Committee will be deemed to expire immediately upon the date such Person is no longer the chair of the Chapter Advisory Committee.

5.9 Consecutive Terms

A Director may serve for a maximum of two (2) consecutive full terms.

5.10 Election by Acclamation

In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.

5.11 Election by Secret Ballot

In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of those candidates receiving the most votes.

5.12 Voiding of Ballot

No Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.

5.13 Election of Less than Required Number of Directors

Notwithstanding the foregoing Bylaws, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

5.14 Filling Vacancy Among Directors

Subject to the Act, the remaining Directors may fill a vacancy or vacancies among the Directors. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

5.15 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.15.

5.16 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated therein;
- (b) upon ceasing to be qualified pursuant to section 5.7;
- (c) upon his or her removal; or
- (d) upon his or her death.

5.17 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

5.18 Powers of the CaGBC Board

The CaGBC Board will have the power to make expenditures, including grants, gifts and loans, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation, provided however that the Board may not

enter into any form of contract with a Director, other than in furtherance of the obligations or duties of such Director, including such matters as indemnity agreements and non-disclosure or confidentiality agreements.

5.19 Investment of Property and Standard of Care

The CaGBC Board may invest the property of the Corporation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Corporation.

The Directors may obtain advice with respect to the investment of the property of the Corporation and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

The Directors may delegate to a qualified agent the degree of authority with respect to the investment of the Corporation's property that a prudent investor might delegate in accordance with ordinary business practice.

5.20 Policies and Procedures

The CaGBC Board may establish such rules, regulations, policies or procedures relating to the affairs of the Corporation as it deems expedient, provided that no rule, policy or procedure is valid to the extent that it is contrary to a provision of the Act, the Articles or the Bylaws.

PART 6. PROCEEDINGS OF THE CAGBC BOARD

6.1 Calling of Meetings

Meetings of the CaGBC Board may be held at any time and place determined by the Board.

The Chair, or in the absence or inability of the Chair, the Vice-Chair, may at any time call a meeting of the CaGBC Board. The Chair or Vice-Chair, as the case may be, will call a meeting of the CaGBC Board on the request of any two (2) Directors.

6.2 Notice

At least two (2) days' notice of every meeting of the CaGBC Board will be sent to each Director. However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Corporation.

For the purposes of the first meeting of the CaGBC Board held immediately following the appointment or election of a Director or Directors at a Meeting of Members, or for the

purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the CaGBC Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.3 Quorum

A quorum for a meeting of the CaGBC Board will be a majority of the Directors currently in office.

6.4 Director Conflict of Interest

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the CaGBC Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act and will absent themselves from any meeting (or portion thereof) at which the proposed contract or transaction is discussed, unless requested by the CaGBC Board to remain for a time prior to the vote to provide relevant information.

6.5 Chair of Meetings

The Chair, or in the absence or inability of the Chair, the Vice-Chair will, subject to a Board Resolution appointing another Person, preside at all meetings of the CaGBC Board. If at any CaGBC Board meeting the Chair, Vice-Chair and such alternate Person appointed by Board Resolution, if any, is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

6.6 Alternate Chair

If the Person presiding as chair of a meeting of the CaGBC Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

6.7 Passing Resolutions

Any issue at a meeting of the CaGBC Board which is not required by these Bylaws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.8 Electronic Participation

One or more Directors may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

6.9 Procedure for Voting

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by poll, with each Director indicating his or her vote when polled.

6.10 Resolution in Writing

A Board Resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid and effectual as if it had been passed at a meeting of the CaGBC Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the CaGBC Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7. COMMITTEES

7.1 Standing and Special Committees

The CaGBC Board may, from time to time, create such standing and special committees as it deems necessary. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

7.2 Delegation to Committees

The CaGBC Board may, in accordance with the Act, delegate its powers to committees.

7.3 Terms of Reference and Rules

In the event the CaGBC Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the CaGBC Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the CaGBC Board held after it has been done, or at such other time or times as the CaGBC Board may determine.

7.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

7.5 Dissolution of Committees

A committee may be dissolved by Board Resolution.

PART 8. CHAPTER LEADERSHIP BOARDS

8.1 Establishment of Chapter Leadership Boards

A Chapter Leadership Board will be established by the CaGBC Board in each Region. All Chapter Leadership Boards are standing committees. Each Chapter Leadership Board will consist of a minimum of six (6) and a maximum of twelve (12) Non-Voting Members residing in the Region corresponding to the Chapter Leadership Board. The members of the Chapter Leadership Boards will be elected by the Non-Voting Members residing in the corresponding Region. Voting may be conducted in the same manner as set out in Bylaw 4.13.

8.2 Leadership of Chapter Leadership Boards

The members of each Chapter Leadership Board will elect by majority vote one of its number to act as chair of their respective Chapter Leadership Board.

8.3 Election and Term of Members of Chapter Leadership Board

Immediately prior to each annual general meeting of the Corporation, the Non-Voting Members for each Region will, by majority vote, elect the members of the Chapter Leadership Board associated with their respective Region in accordance with terms of reference established by the CaGBC Board. The term will normally be for three (3) years, provided that the Non-Voting Members may determine that one or more members elected to a Chapter Leadership Board will serve for a period of less than three (3) years. Following the conclusion of a Chapter Leadership Board member's term, the Non-Voting Members may, by majority vote, re-elect such member to a further term of three (3) years or less, and the maximum number of consecutive terms that may be served is two (2).

The Non-Voting Members for each Region may remove a member of the Chapter Leadership Board in their Region and may fill any vacancy in their Region's Chapter Leadership Board by majority vote.

8.4 Quorum

A quorum for a meeting of a Chapter Leadership Board will be the majority of such Chapter Leadership Board's respective members unless otherwise set by any terms of

reference. All matters before a Chapter Leadership Board will be decided by simple majority, unless the Act or these Bylaws provides otherwise.

8.5 Terms of Reference and Procedure

The CaGBC Board will establish terms of reference for the Chapter Leadership Boards. The duties and responsibilities of the Chapter Leadership Boards will be the duties and responsibilities set out in the terms of reference. The Chapter Leadership Boards will abide by all policies and procedures established by the CaGBC Board.

PART 9. CHAPTER ADVISORY COMMITTEE

9.1 Chapter Advisory Committee

The CaGBC Board will establish a Chapter Advisory Committee which will consist of the chair of each Chapter Leadership Board. The Chapter Advisory Committee will be a standing committee. The CaGBC Board Vice-Chair and President & CEO will serve as non-voting, *ex officio* members of the Chapter Advisory Committee and both are ineligible to serve as chair or vice-chair of the Chapter Advisory Committee.

9.2 Leadership of Chapter Advisory Committee

The members of the Chapter Advisory Committee will elect a chair and vice-chair of the Chapter Advisory Committee. The chair must be a Non-Voting Member and will serve a two (2) year term to coincide with his or her term as a Director.

9.3 Quorum

The majority of the members of the Chapter Advisory Committee will constitute a quorum for meetings of the Chapter Advisory Committee. All matters before the Chapter Advisory Committee will be decided by simple majority unless the Act or these Bylaws provides otherwise.

9.4 Terms of Reference and Procedure

The CaGBC Board will establish terms of reference for the Chapter Advisory Committee. The duties and responsibilities of the Chapter Advisory Committee will be the duties and responsibilities set out in the terms of reference. The Chapter Advisory Committee will abide by all policies and procedures established by the CaGBC Board.

PART 10. DUTIES OF OFFICERS

10.1 Officers

The officers of the Corporation are the Chair, Vice-Chair, President & CEO, secretary and treasurer, together with such other offices, if any, as the CaGBC Board, in its discretion, may create.

The CaGBC Board may, by Board Resolution, create and remove such other offices of the Corporation as it deems necessary and determine the duties, responsibilities and term, if any, of all officers.

10.2 Election of Officers

The Board will elect the officers. All officers must be Directors, except for the President & CEO.

10.3 Removal of Officers

A Person may be removed as an officer by Board Resolution.

10.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the CaGBC Board will remove such officer from his or her office and will elect a replacement without delay.

10.5 Duties of Chair

The Chair must be a Director and will, when present, preside at all meetings of the CaGBC Board and at all Meetings of Members. The Chair will have such other duties and powers as the CaGBC Board may specify.

10.6 Duties of Vice-Chair

If the Chair is absent or unable or refuses to act, the Vice Chair, if one is appointed, will, when present, preside at all meetings of the CaGBC Board and at all Meetings of Members. The Vice-Chair must be a Director and will have such other duties and powers as the CaGBC Board may specify. The Corporation may, at the discretion of the CaGBC Board, create more than one Vice Chair positions.

10.7 Duties of President & CEO

The President & CEO will be the chief executive officer of the Corporation and will be responsible for implementing the strategic plans and policies of the Corporation. The President & CEO will, subject to the authority of the CaGBC Board, have general supervision of the affairs of the Corporation. The President & CEO will be invited and entitled to attend at all meetings of the CaGBC Board and at all Meetings of Members, except for any *in camera* meetings of the CaGBC Board as may be determined by the CaGBC Board from time to time.

10.8 Duties of Secretary

The secretary, if one is appointed, will be a Director. The secretary will attend and be secretary for all meetings of the CaGBC Board. The secretary will have such other duties and powers as the CaGBC Board may specify.

10.9 Duties of Treasurer

The treasurer, if one is appointed, will be a Director. The treasurer will have such powers and duties as the CaGBC Board may specify.

10.10 Absence of Secretary at Meeting

If the secretary is absent from any meeting of the Corporation or the CaGBC Board, the Directors present will appoint another person to act as secretary at that meeting.

10.11 Combination of Offices

Two or more offices may be held by one Director.

PART 11. EXECUTION OF INSTRUMENTS

11.1 No Seal

The Corporation will not have a seal.

11.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (a) the Chair, together with the secretary or the treasurer; or
- (b) any two (2) Directors;

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality. The CaGBC Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 12. BORROWING

12.1 Powers of Directors

In order to carry out the purposes of the Corporation, the CaGBC Board may, on behalf of and in the name of the Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation 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 Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

PART 13. AUDITOR

13.1 Annual Financial Statements

The Corporation will send to the Members an electronic copy of the annual financial statements or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

13.2 Financial Year

The financial year of the Corporation will end on December 31st in each year.

13.3 Auditors

An auditor or Public Accountant will be appointed each year at the annual general meeting of the Members of the Corporation.

13.4 Operating Reserve Fund

The CaGBC Board may adopt policies and procedures for an operating reserve fund.

PART 14. NOTICE

14.1 Method of Giving Notice

Except as otherwise provided in the Act or these Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or
- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

14.2 When Notice Deemed to have been Received

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day following the day on which it was sent to the electronic mail address that the Member has designated for the purpose of receiving notices.

14.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 15. MISCELLANEOUS

15.1 Examination of Records

The documents and records of the Corporation, including the books of account, the minutes of Meetings of Members and meetings of the CaGBC Board will be open to the examination of the Directors at reasonable times and the Corporation will provide extracts or copies to Directors free of charge.

A Member or creditor of the Corporation may, in accordance with the Act and upon reasonable notice to the Corporation, examine the following documents and records of the Corporation during the Corporation's normal business hours:

- (a) the Articles and the Bylaws, including any amendments thereto;
- (b) the minutes of all Meetings of Members and the minutes of any committees of Members;
- (c) the resolutions of Members and any committees of Members;
- (d) the debt obligation register, if any;
- (e) the register of directors;
- (f) the register of officers; and
- (g) in the case of a Member only, the register of Members,

but no Member or creditor is entitled or has the right to examine any other document or record of the Corporation.

A Member or creditor of the Corporation may, on providing reasonable notice to the Corporation and upon payment of a reasonable fee, request copies or extracts of any of the documents or records which a Member or creditor, as the case may be, is entitled to examine and the Corporation will provide such extracts or copies, provided that the Corporation is entitled to redact such extracts or copies to the extent necessary to protect personal information and comply with applicable privacy laws.

15.2 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

PART 16. INDEMNIFICATION

16.1 Indemnification of Directors and Officers

Subject to the provisions of the Act and these Bylaws, the Corporation will indemnify and hold harmless every present or former Director or officer of the Corporation against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Corporation.

16.2 Advancement of Expenses

To the extent permitted by the Act, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the CaGBC Board, and upon receipt of an undertaking satisfactory in form and amount to the CaGBC Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

16.3 Exception to Indemnification

The Corporation may not indemnify a present or former Director or officer if that Person

- (a) failed to act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

16.4 Approval of Court and Term of Indemnification

Notwithstanding the foregoing, the Corporation may apply to the court for approval to indemnify or advance funds to a Person referred to in 16.3.

16.5 Indemnification not Invalidated by Non-Compliance

The failure of a Director or officer of the Corporation to comply with the provisions of the Act, or of the Articles or these Bylaws, will not invalidate any indemnity to which he or she is entitled under the Act and this part.

16.6 Purchase of Insurance

The Corporation may purchase and maintain insurance for the benefit of any or all Directors, officers, and another individuals who act at the Corporation's request as Directors or officers or in a similar capacity of other entities, against personal liability incurred by any such Person as a Director, officer, or individual who acts at the Corporation's request as a Director, an officer or in a similar capacity of another entity.

PART 17. BYLAWS

17.1 Entitlement of Members to copy of Articles and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the CaGBC Board will provide him or her or it with, a copy of the Articles and Bylaws of the Corporation.

17.2 Resolution of Members required to Alter or Add to Bylaws

The Members may amend, add to or repeal the Bylaws by Ordinary Resolution. However, the Bylaws referred to in section 197(1) of the Act will not be amended, added to or repealed except by Special Resolution of the Members. A Member entitled to vote at an annual general meeting may, in accordance with section 4.14, make a proposal to make, amend or repeal a Bylaw.

17.3 Amendment and Repeal of Bylaws

Subject to the Act, the Articles and these Bylaws, the CaGBC Board may make, amend or repeal any Bylaws to regulate the activities or affairs of the Corporation. Any such Bylaw, amendment or repeal will be effective from the date of the resolution of Directors until the next Meeting of Members, where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.

If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

17.4 Special Resolution Required

Notwithstanding the foregoing, the CaGBC Board may not make, amend or repeal any Bylaws where the enactment, amendment or repeal would have any of the following effects:

- (a) changing the conditions for membership in the Corporation; or
- (b) changing or removing any designation, rights or conditions or any class, category or group of Members; or
- (c) dividing any existing class, category or group of Members into two or more classes categories or groups or fixing the rights of such classes, categories or groups; or
- (d) adding, changing or removing a provision respecting the transfer of membership; or
- (e) changing the manner of giving notice to Members entitled to vote at a Meeting of Members; or
- (f) changing the method of absentee or electronic voting by Members; or
- (g) changing or altering any provision of the Articles.

A provision of the Bylaws respecting matters described above may be made, amended or repealed by Special Resolution.

17.5 Changes to be Filed

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within 12 months of the date the Special Resolution authorizing the alteration was passed.

The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

17.6 Effective Date

Any amendment, addition to or repeal of the Bylaws is effective as of the later of:

- (a) the date when the Special Resolution authorizing the alteration was passed; or
- (b) such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.