



BYLAWS

of

NATIONAL POLICE FEDERATION / FEDERATION DE LA POLICE NATIONALE

(the "Corporation")

NAME

1.1 The name of the Corporation is:

National Police Federation / Federation de la Police Nationale.

SEAL

2.1 The Corporation 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 Corporation shall be the custodian of the corporate seal.

OBJECTS

- 3.1 The fundamental aim of the Corporation is to serve its Members by acting as their collective bargaining agent and by representing them in relation to their individual and collective employment situations.
- 3.2 The Corporation shall strive to manage the organization and its available resources in an efficient and effective manner.
- 3.3 The Corporation shall undertake efforts to establish and maintain the professional standards of its Members and to seek the application of professional standards and the availability of appropriate opportunities for the professional development of its Members.
- 3.4 The Corporation shall promote the welfare of the Members of the Corporation.
- 3.5 The Corporation shall promote improvements to the status, training and qualifications of the Active Members as well as the policing profession generally.
- 3.6 For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Canada Not-for-Profit Corporations Act or any other statutes or laws from time to time applicable and in particular, without limiting the generality of the foregoing:
 - a) To accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable.
 - b) To invest and re-invest the funds of the Corporation in such manner as is consistent with and in accord with the Corporation's governing principles as established from time to time.

- c) To enter into agreements, contracts and undertakings incidental to the Corporation's objects and purposes.
- d) To borrow money upon the credit of the Corporation.
- e) To limit or increase the amount to be borrowed.
- f) To pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient to secure any such debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge, or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the Corporation and the undertaking and rights of the Corporation.
- g) To exercise these powers and advance these objects in a manner consistent with any Guidelines provided from time to time in writing by the Members to the Board.

Nothing herein limits or restricts the borrowing of money by the Corporation on Bills of Exchange or Promissory Notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

DEFINITIONS

4.1 In this Bylaw, unless the context otherwise specifies or requires:

- a) "Atlantic Region" means the geographical region consisting of the Provinces of New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland and Labrador and shall consist of all Active and Retired Members in good standing situate within such geographical region.
- b) "Act" means the Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the Bylaws of the Corporation to provisions of the Act shall be read as referenced to the substituted provisions therefore in the new statute or statutes.
- c) "Active Member" means an individual defined in Article 8.1(a) of this Bylaw.
- d) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.
- e) "Board" means the Board of Directors of the Corporation and "Director" means a member of the Board.
- f) "Bylaw" means this Bylaw and any other Bylaw of the Corporation as amended and which are, from time to time, in force and effect.
- g) "Central Region" means the geographical region consisting of the Provinces of Ontario and Quebec and shall consist of all Active and Retired Members in good standing situate within such geographical region.
- h) "Delegate" means an Active Member or a Retired Member who determines to attend at their own expense any Meeting of Members with those rights detailed in Article 8.5 herein.



- i) "District" is a subsection of each NPF Region aligned with the Royal Canadian Mounted Police Districts within each RCMP Division. For example, the Lower Mainland District of British Columbia is the Lower Mainland District of the NPF.
- j) "Electoral Officer" means the Electoral Officer appointed by the Board pursuant to Article 17.4(b) and 17.4(d) of this Bylaw.
- k) "Employer" has the meaning set out in section 2 of the Public Service Labour Relations Act or Federal Public Sector Labour Relations Act.
- l) "Executive Officer of a Region" means the Region Chair, Region Vice-Chair and Region Secretary-Treasurer as elected pursuant to Article 10.3.
- m) "Meeting of Members" includes a Meeting of Members or a special Meeting of Members; "special Meeting of Members" includes a Meeting of any class or classes of Members and a special meeting of all Members entitled to vote at a Meeting of Members.
- n) "Meeting of the Region" means a meeting of the members of a Region pursuant to Article 10.19.
- o) "Vice-Presidents" means the three Vice-Presidents of the Corporation elected by the Members pursuant to Article 17.6(a).
- p) "Nominating Committee" means the Nominating Committee established pursuant to Article 19.
- q) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- r) "Pacific Region" means the geographical region consisting of the Province of British Columbia and shall consist of all Active and Retired Members in good standing situate within such geographical region.
- s) "Policy" means any internal, operational, membership, or other requirement duly established in writing by the Board of Directors that does not require ratification of the Members.
- t) "Prairie/Northern Region" means the geographical region consisting of the Provinces of Manitoba, Saskatchewan, Alberta, Yukon, Northwest Territories and Nunavut and shall consist of all Active and Retired Members in good standing situate within such geographical region.
- u) "President" means the President of the Corporation as elected by the Members pursuant to Article 17.4(d).
- v) "proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.

- w) "Region" means any one of the following geographic regions (i) Atlantic Region; (ii) Central Region; (iii) Prairie/Northern Region and (iv) Pacific Region.
- x) "Region Board" means a Board of directors of a Region established pursuant to Article 10.2.
- y) "Regional Chair" means a Regional Chair elected by the members of the Region pursuant to Article 10.04.
- z) "Regional Vice-Chair" means a Regional Vice-Chair elected by the members of the Region pursuant to Article 10.04.
- aa) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- bb) "Retired Member" means an individual defined in Article 8.1(b) of this Bylaw.
- cc) "Returning Officer" means the individual appointed by the Region Executive Officers pursuant to Article 10.07.
- dd) "Rules" means rules which the Board of Directors may from time to time adopt which Rules shall be consistent with these Bylaws relating to the management and operation of the Corporation. Such Rules, subsequent to being adopted by the Board of Directors shall have immediate force and effect.
- ee) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- ff) "Voting Delegate" means a person elected by a Region to attend a Meeting of Members with the right to participate and vote at such a Meeting of Members.

INTERPRETATION

- 5.1 This Bylaw shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
- a) all terms contained herein which are defined in the Act or the regulations shall have the meanings given to such terms in the Act or such Regulations.
 - b) words in one gender include all genders and words in the singular include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.
 - c) the headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

- 6.1 The head office of the Corporation shall be at the City of Ottawa, in the province of Ontario, Canada and at such place therein as the Board may from time to time determine.

LANGUAGE

7.1 English and French shall be the official languages of the Corporation.

MEMBERSHIP

8.1 Members

There shall be two (2) classes of Members of the Corporation.

a) Active Members

Active Members in the Corporation shall consist of such individuals who are members and reservists of the Royal Canadian Mounted Police and who are below the rank of Inspector and do not occupy a “managerial or confidential position” within the Royal Canadian Mounted Police, as that term is defined in the applicable labour legislation and who are admitted to membership from time to time by resolution of the Board of Directors.

b) Retired Members

Retired Members in the Corporation shall consist of retired members of the Royal Canadian Mounted Police who at the time of retirement were below the rank of Inspector and did not occupy a management or confidential position within the Royal Canadian Mounted Police as the term is defined in the applicable labour legislation as at the date of retirement.

8.2 Admission to Membership

Applications for membership shall be made in writing and /or electronically to the Board for approval.

8.3 Transferability of Membership

The interest of a Member in the Corporation is not transferable.

8.4 Membership Renewal

Membership is automatically renewed on the 1st day of January of each year, unless terminated upon the happening of any of the following events:

a) A Member withdraws from the Corporation by delivery of a written resignation to the President of the Corporation. Any such withdrawal shall require a minimum of three (3) months’ notice unless expressly waived otherwise by the Board.

b) A Member no longer meets the requirements of an Active Member or Retired Member.

8.5 Attendance at Meeting of Members – Both an Active Member and a Retired Member shall be entitled to attend, at their own expense, as a Delegate, any Meeting of Members and shall be entitled to observe, participate, and ask questions at any such Meeting of Members. Neither an Active Member nor a Retired Member shall have an individual right to vote as only Voting Delegates shall be entitled to vote at Meetings of Members.

REGISTRATION AND INITIATION FEES

9.1 The Board of Directors may by resolution establish registration and/or initiation fees payable by each Active Member and each Retired Member.

REGIONS

- 10.1 The Regions of the Corporation shall consist of the following:
- a) the Atlantic Region
 - b) the Central Region
 - c) the Prairie/Northern Region
 - d) the Pacific Region
- 10.2 The affairs of a Region shall be managed by a Board of Directors of five (5) of which a majority shall constitute a quorum and shall include not less than three (3) Executive Officers and two (2) additional Directors. Only Active Members, in good standing and occupying a full-time position as a Police Officer shall be eligible to serve as an Executive Officer or as a Director of the Region.
- 10.3 The Executive Officers of a Region shall be the Regional Chair, the Regional Vice Chair and the Regional Secretary-Treasurer.
- 10.4 The Directors of the Regional Board shall be elected by the voting members of a Region. The Directors of a Region shall hold office for a term of three (3) years. Such Directors shall be eligible for re-election.

Election of Region Directors

- 10.5 Nominations for the position of Regional Chair, Regional Vice-Chair, Regional Secretary-Treasurer, and Region Directors shall be in writing and duly proposed and seconded and endorsed by at least three (3) members in good standing of the Region. Such nominations shall be filed with the Returning Officer no later than 7:00 pm on the day prior to the election.
- 10.6 Elections shall be by secret ballot.
- 10.7 The Region Executive Officers shall appoint a Returning Officer for the election of Regional Chair, Regional Vice-Chair, Regional Secretary-Treasurer, and Region Directors. The Returning Officer shall organize the details of the holding of the election with the assistance of the Regional Secretary-Treasurer.
- 10.8 A current list of the Region members, in good standing, of the Region shall be provided to the Returning Officer as soon as possible. Such list shall indicate the name, the initials, and the rank with the Royal Canadian Mounted Police of each Active Member who is a Region member.
- 10.9 The Returning Officer shall post a copy of the nomination form as soon as possible by sending an electronic copy of the nomination form to every member of the Region and as well shall post a copy of the nomination form on the webpage if the Region has established a webpage at the material time.
- 10.10 Upon election, each Region Director and each Region Officer shall sign an "Oath or Solemn Affirmation of Office" in accordance with appendix "A" and a "Confidential Disclosure Agreement" in accordance with appendix "B".
- 10.11 In case there is a dispute as to whether or not anyone attending a Meeting of the members of a Region is entitled to receive a ballot, the matter shall be referred to the Returning Officer whose decision shall be final.

- 10.12 The Returning Officer shall appoint scrutineers, who will assist in collecting and counting the ballots. Each candidate, if they so desire, shall have the right to appoint one (1) scrutineer, who will accompany the scrutineer appointed by the Returning Officer. A scrutineer, appointed by candidates shall not in any way assist in collecting or counting the ballots.
- 10.13 If there is more than one candidate for the positions of Region Chair, Region Vice Chair, or Regional Secretary-Treasurer, there shall be an election during the annual meeting of the members of a Region to fill each position. Each candidate shall be allowed a maximum of five (5) minutes to speak to the members of the Region.
- 10.14 A candidate shall be declared to be the Regional Chair, the Regional Vice-Chair, or the Regional Secretary-Treasurer who has obtained the largest number of the total votes cast for the election referenced in 10.04 above.
- 10.15 All candidates for the position of Region Director shall be elected at the Meeting of the members of a Region. Each candidate shall be allowed a maximum of five (5) minutes to speak to the members of the Region. An Active Member of a Region, in good standing, occupying a full-time position as a Police Officer is eligible to run for election for the position of Region Director. The candidates for the position of Region Director having the largest number of votes cast shall be elected as Region Director.
- 10.16 The members of the Region shall be represented at any meetings of the Region based on one delegate for each block of two hundred members or portion thereof of the respective District. These delegates shall be elected at a meeting of the members of a Region for the purpose of representing the members of a Region at any meeting of the Region
- 10.17 The Regional Secretary-Treasurer shall provide the list of elected delegates to the National Secretary-Treasurer of the Corporation immediately following the election of same.

Meetings of Region Boards

- 10.18 There shall be a minimum of one (1) meeting annually of a Region Board.
- 10.19 Additional Region Board meetings may be called by the Regional Chair as deemed necessary.
- 10.20 A majority of the Region Board, through the Regional Secretary-Treasurer, may call a meeting of a Region Board at any time by notifying the members of the Region Board at least three (3) days prior to the holding of such meeting.
- 10.21 Meetings of the Region Board may be held as follows:
- a) in person
 - b) by teleconference
 - c) by other electronic means provided that:
 - i) the Region Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes.
 - ii) each Meeting Participant has equal access to the specific means of the communication to be used.

- iii) each Meeting Participant has consented in advance to meeting by the electronic means of communication proposed for the meeting.
- 10.22 Quorum for any meeting of a Region Board shall require a majority of the directors then holding office.
- 10.23 When there is no quorum present, within thirty (30) minutes after the time for which the meeting was called, the Chairperson shall adjourn the meeting to some other time.
- 10.24 Each Director of a Region shall be entitled to exercise one (1) vote at each meeting of a Region Board. Except as expressly provided herein and unless otherwise required by the Act, or by law, at all meetings of a Region Board, every question shall be determined by a majority of votes cast at the meeting. In the event of an equality of votes, the motion on the table will be defeated.

Filling Vacant Positions – Executive Officers and Region Directors

- 10.25 Vacancies in a Region Board shall be filled in the following manner:
- a) A vacancy occurring in the position of Regional Chair shall be filled by the Regional Vice-Chair for the remainder of the term of office.
 - b) A vacancy occurring in the position of Regional Vice-Chair or Regional Secretary-Treasurer shall be filled by appointment by the Regional Chair first from among the Region Board, and secondly, from among the members of the Region.
 - c) Should vacancies in the positions of Regional Chair and Regional Vice- President occur simultaneously, the position of Regional Chair shall be filled by the Regional Secretary-Treasurer. A meeting of the remaining members of the Region Board shall be convened immediately to take whatever steps necessary to confirm the appointment and/or otherwise fill the Regional Chair's position.
 - d) A vacancy in the position of Region Director shall be filled by appointment by the Region Board of Directors from among the members of the Region.
- 10.26 An Executive Officer of a Region shall cease to hold office in the following circumstances:
- a) dies.
 - b) cannot complete the balance of their term due to physical or mental incapacity.
 - c) ceases to be a Member of the Corporation.
 - d) submits a resignation in writing to the Regional Secretary-Treasurer.
 - e) is removed from office by a resolution passed by seventy-five (75%) percent of the votes cast by the Region Board present at a properly constituted meeting of the Board called for that express purpose.
 - f) if he or she is convicted of any criminal offence.
 - g) may be suspended forthwith in the instance of being charged with any criminal offence. Such suspension shall continue until the earlier of a conviction at which time the Executive Officer shall forthwith be terminated or a finding of not guilty is rendered at which time the Executive Officer shall be reinstated.



- 10.27 A Region Director shall cease to hold office as a Region Director in the following circumstances:
- a) If a Region Director resigns, by delivery of a written resignation to the President of the Region.
 - b) A Region Director may be removed at an annual or special Meeting of the Region by a resolution passed by a seventy-five (75%) percent majority of votes cast at such Region Meeting, provided notice of such intention to remove a Director has been distributed to the members of the Region not less than thirty (30) days prior to the meeting.
 - c) If a Region Director fails to attend three (3) consecutive meetings of the Region Board without reasonable excuse.
 - d) If a Region Director is convicted of an indictable offence.
 - e) If a Region Director is petitioned into bankruptcy, files an assignment into bankruptcy or files a proposal under the provisions of the Bankruptcy and Insolvency Act.
 - f) A Region Director may be suspended forthwith in the instance of being charged with any criminal offence. Such suspension shall continue until the earlier of a conviction at which time such Region Director shall forthwith be terminated or a finding of not guilty is rendered at which time the Region Director shall be re-instated.

Duties of Executive Officers

10.28 The Regional Chair shall:

- a) Coordinate, strengthen and promote Region activities that will further the purposes of the Region and of the Corporation.
- b) Call and preside at all Region Board meetings.
- c) Certify all vouchers for payment.
- d) Appoint all Committee members of the Region.
- e) Be considered to be a member of all Committees of the Region.
- f) Ensure that full reports are presented to the members of the Region in respect of all matters and business of the Region.
- g) In the absence or disability of the Region Vice Chair, the Regional Chair may appoint a temporary replacement from within the Directors of the Region.

10.29 The Regional Vice-Chair shall:

- a) Assist the Regional Chair in performing his/her duties.
- b) In the absence or disability of the Regional Chair, perform the duties of the Regional Chair.

10.30 The Regional Secretary-Treasurer shall:

- a) Prepare minutes of all meetings of the Region Board.
- b) Prepare and distribute all Region reports and notices required by law and by the bylaws of the Corporation.
- c) Maintain and safeguard complete accounting records of all business of the Region
- d) Receive all funds, and deposit them in the Region's bank account(s) as may be designated by the Region Board.
- e) Provide a record of all transactions to the National Secretary-Treasurer of the Corporation at the end of each fiscal year.
- f) Ensure that correct payments are made for all authorized vouchers, either by cheque or electronic funds transfer from the Region bank account.
- g) Present monthly financial reports to the Region Board.

Authority of Region Board

10.31 a) Management:

The Region Board shall administer and be responsible for the business affairs of the Region and shall be empowered to make or cause to be made on behalf of the Region, in its name, any kind of contract which the Region may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such powers and do all such other acts and things as the Region is authorized to do by this Bylaw. The Region Board shall act in the best interests of the Region and shall be responsible for overseeing the contract and operations of the Region.

b) Delegation:

The Region Board may delegate such powers to such Officers or Directors of the Region to such extent and in such a manner as the Region Board may determine.

Meetings of Members of a Region

10.32 There shall be an annual meeting of the members of a Region at a time and place set by the Region Board.

10.33 Notice of the date and place of the Region Meeting of members shall be given to all members of a Region at least thirty (30) days prior to the holding of such Region meeting of members.

BOARD OF DIRECTORS

11.1 Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Bylaws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a Meeting of Members.

11.2 Number of Directors

The Board shall consist of a minimum of thirteen (13) Directors and a maximum of seventeen (17) Directors.

11.3 Election of Directors

a) The Nominating Committee shall develop a slate of candidates for Directors, for consideration for election to the Board. Such slate shall be included in the notice of the meeting of the Members to be sent to the Members pursuant to Article 16.3.

b) In developing the slate of candidates for consideration by the Members, at a meeting of the Members, the Nominating Committee shall develop a slate of candidates which shall include the following:

i) Three (3) representatives proposed by the Pacific Region

ii) Five (5) representatives proposed by the Prairies/Northern Region as follows:

1) Two (2) of such representatives shall be from Alberta

2) One (1) of such representatives shall be from Saskatchewan

3) One (1) of such representatives shall be from Manitoba

4) One (1) of such representatives shall be from either the Yukon, the Northwest Territories or Nunavut.

iii) Three (3) representatives proposed from the Central Region as follows:



- 1) One (1) representative shall be from the National Headquarters / National Division / International Operations
- 2) One (1) representative shall be from the RCMP O Division
- 3) One (1) representative shall be from the Province of Quebec
- iv) Two (2) representatives proposed by the Atlantic Region as follows:
 - 1) One (1) of such representatives shall be from New Brunswick or Prince Edward Island
 - 2) One (1) of such representatives shall be from Nova Scotia or Newfoundland & Labrador.
- c) Additional members of the Board shall be as follows:
 - 1) The President of the Corporation having been elected pursuant to Article 17.4 of these Bylaws shall be a member of the Board during his/her term of office
 - 2) The three (3) Vice-Presidents each holding office pursuant to Article 17.6 of these Bylaws.
- d) Should the Nominating Committee not be successful in identifying one or more candidates in accordance with this Article, then so long as there is an overall quorum for Directors, such position shall be left vacant until the next meeting of the Members.
- e) Directors shall be elected by the Members at a meeting of the Members.
- f) Directors are eligible for re-election.

11.4 Term of Office of Directors

- a) The term of office for those Directors to be elected at the expiration of the term of office of the Inaugural Directors shall be two (2), three (3) and four (4) years respectively, the term of each such Director so elected to be determined by lottery among the successful candidates. Thereafter, at the expiration of each term of office, each succeeding Director shall be elected for a term of four (4) years.
- b) Eligibility Requirements for the Election of Directors
 - i) No person shall be elected or acclaimed a Director unless at the time of his/her election or acclamation he/she is an Active Member, in good standing occupying a full-time position as a Police Officer and who is a Minimum First Class Constable with four (4) years policing experience and has served in the previous five (5) years or is currently serving as a member of the Board of Directors of the Corporation or as a member of District/Local executive for at least two (2) years;
 - ii) Must be currently performing duties within the Region or currently holds the position of Regional Director.

11.5 Election of Directors

The Directors of the Corporation shall be elected as follows:

- a) All Directors other than those individuals being the President and the three National Vice-Presidents as referenced in Article 11.4(c) above shall be elected by the Members at an Annual Meeting of the Members.

11.6 Vacancies

From time to time, in the event of a vacancy, however caused, in the Board of Directors (except through an increase in the number of Directors) such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors, from among the Members of the Corporation; otherwise, such vacancy shall be filled at the next Meeting of Members. Any Director elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director. Provided that if any vacancy shall occur for any reason contained in Article 11.8, the Directors remaining in office may exercise all the powers of the Board of Directors provided that a quorum of Directors as elected remains in office.

11.7 Ceasing to be a Director

a) A Director shall cease to be a Director in the instance of the following:

- i) if he or she dies
- ii) if he or she is petitioned in bankruptcy, files an assignment into bankruptcy or files a proposal under the provisions of the Bankruptcy and Insolvency Act
- iii) if he or she is found to be mentally incompetent or becomes of unsound mind
- iv) if he or she is convicted of any criminal offence
- v) if by notice in writing to the President of the Corporation he or she resigns from office.

b) A Director may be suspended forthwith in the instance of being charged with any criminal offence. Such suspension shall continue until the earlier of a conviction at which time such Director shall forthwith be terminated or a finding of not guilty is rendered at which time the Director shall be re-instated.

11.8 Meeting Expenses

The Directors of the Corporation shall be paid reasonable expenses incurred in the performance of their duties.

11.9 The property and business of the Corporation shall be managed by the Board. The management of the Corporation shall be vested in and determined by the Board. The Board shall establish, maintain and uphold the Objects of the Corporation.

11.10 Powers of the Board

The Board shall have those powers, rights and privileges as conferred upon and vested in corporations pursuant to the Act and, in addition, without limiting the generality of the foregoing, shall include the following:

- a) To govern the affairs of the Corporation.
- b) To establish an annual budget and approve an annual operating plan in relation to the affairs of the Corporation.
- c) To take any measures to control and manage the Corporation's business that are not inconsistent with the Act or its Bylaws.
- d) To administer the affairs of the Corporation in all things and to make or cause to be made on behalf of the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally to exercise any and all such powers and to do any and all such acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.



- e) The Board shall confer authority to the President and Officers of the Corporation for the day-to-day operations of the Corporation. The President and Officers shall report to the Board on the financial and operational plans and results of the Corporation.
- f) To appoint representatives and/or agents to act on behalf of the Corporation in matters of Collective Bargaining.
- g) The Directors shall be empowered to authorize expenditures on behalf of the Corporation from time to time, so long as such expenditures have been approved in the annual budget. The Directors shall have the power to retain financial, legal and other assistance and expertise.
- h) To collect and accept money to be used to further the Objects of the Corporation and to take any and all such steps necessary to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the Objects of the Corporation.
- i) To expend such monies as is considered necessary to conduct the affairs of the Corporation.
- j) To enter into contracts and leases, including contracts of personal service, so long as such obligations have been approved in the annual budget.
- k) Purchase insurance to indemnify individuals who serve at the request of the Corporation on Boards or assume specific tasks on behalf of the Corporation.

MEETING OF DIRECTORS

12.1 Place of Meeting and Notice

Meetings of the Board of Directors may be held either at the head office of the Corporation or at any place within Canada. A meeting of Directors may be called by the President or by any two Directors at any time. The Secretary, by direction of the President or any two Directors, shall then convene a meeting of Directors.

12.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this bylaw to every Director of the Corporation not less than two (2) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

12.3 Votes to Govern at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the President shall not have a second or casting vote and the motion shall be deemed to have been defeated...

12.4 Participation at Meetings of the Board

Notwithstanding anything contained herein to the contrary, any meetings of the Directors, Officers, Committees or Members (the "Meeting Participants") may be held as follows:

- a) in person
- b) by teleconference
- c) by other electronic means provided that:
 - i) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes
 - ii) each Meeting Participant has equal access to the specific means of the communication to be used
 - iii) each Meeting Participant has consented in advance to meeting by the electronic means of communication proposed for the meeting.

12.5 Quorum

Quorum for any meeting of the Board shall require a majority of the Directors then holding office.

12.6 Lack of Quorum - When there is no quorum present, within thirty (30) minutes after the time for which the meeting was called, the President shall adjourn the meeting to some other time.

12.7 Voting - Each Director shall be entitled to exercise one (1) vote at each meeting of the Board. Except as expressly provided herein and unless otherwise required by the Act, or by law, at all meetings of the Board, every question shall be determined by a majority of votes cast at the meeting.

12.8 In-Person Meeting - There shall be at least one annual in person meeting of the Board of Directors which meeting shall take place at a location to be determined by the Board with a quorum, in person of Directors.

INDEMNITIES TO DIRECTORS AND OTHERS

13.1 Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

PROTECTION OF DIRECTORS AND OFFICERS

14.1 No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of



the moneys of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effect shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.

- 14.2 The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or officer of the Corporation shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
- 14.3 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture trust or other enterprise, against expenses, including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe that his/her conduct was unlawful.
- 14.4 The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favour by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall indemnify against expenses including legal fees, actually and reasonably incurred by him in connection with the defence or settlement of the action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the

person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- 14.5 To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defence of any action, suit or proceeding, or in defence of any claim, issue or matter therein, he/she shall be indemnified against expenses, including legal fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- 14.6 Any indemnification under this Article 14 unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the Members.

INSURANCE

- 15.1 The Corporation shall be required to purchase and maintain insurance, if available, on behalf of each and every of its Directors, Officers, former Directors and former Officers against any liability incurred or alleged to have been incurred by them by reason of being or having been Directors or Officers of the Corporation. The Corporation shall purchase insurance in respect of potential liabilities of the Directors and Officers whether or not the Corporation would have the power to indemnify them against any such liability.

MEETING OF MEMBERS

- 16.1 Annual Meeting of Members - Subject to compliance with the Act, the Annual Meeting of Members shall be held at any place within Canada on such day in each year and at such time as the Directors may by resolutions determine. At each Annual Meeting of Members there shall be presented a report of the Directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditors' report and such other information or reports relating to the Corporation's affairs as the Directors may determine.
- 16.2 Special Meeting of Members - Other meetings of the Members, to be known as "Special Meeting of Members" may be convened by order of the President or by the Board of Directors to be held at any date and time and at any place within Canada.
- 16.3 Notice - Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the Bylaws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

In addition, such Notice shall contain the following:

- a) a copy of the Agenda
- b) a copy of any proposed amendments to the Bylaws
- c) a certified copy of the Corporation's financial statements for the current fiscal year
- d) a copy of all resolutions to be brought in the ordinary course of business before the Meeting of Members.

16.4 Special Meeting of Members

- a) A Special Meeting of Members shall be held if so requested by a majority of the Directors then holding office, or upon the written requisition of Members carrying not less than five (5%) percent of the voting rights. In such instance, a notice shall be sent by the President to all Members specifying the general nature of the business which is to be transacted at the Special Meeting of Members and only the business specified in the notice may be transacted at the Special Meeting of Members called for that purpose. The Special Meeting of Members shall be called within thirty (30) days of the petition of either the Board or the Members. If the President fails to call a meeting within twenty-one (21) days of receiving the written requisition of the Members, any Member who signed the requisition may call the meeting. Notification of the place, date and time of the Special Meeting of Members shall be sent to the Members no later than twenty (20) days prior to the
 - b) A Special Meeting of Members shall be called the purpose of which shall be to seek the ratification of a Collective Agreement negotiated by the Corporation with the Employer which approval shall require a majority of Active Members cast in a membership vote.

16.5 Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any Meeting of Members.

16.6 Voting

- a) Each Region shall be entitled to send one (1) Voting Delegate to any Meeting of Members who shall be entitled to one (1) vote at any Meeting of Members.
- b) Each Region shall be entitled to one (1) further Voting Delegate for each one thousand (1000) or portion thereof Active Members registered within each Region as of January 1st of each year each of which shall have one (1) vote at the meeting of Members. A Region shall file its list of Active Members annually with the President of the Corporation.
- c) Each Region shall elect the appropriate number of Voting Delegates based upon Article 16.6(b) above. Each Region shall provide notice of the identity of such Voting Delegates to the Corporation no later than thirty (30) days prior to the Meeting of Members
- d) Each Region shall, upon a written request from the Corporation provide a list of the Active Members certified by an independent accounting or auditing firm as to its accuracy.

- e) For the purposes of this Article 16.6, an Active Member shall be listed in the Region in which the Active Member has his/her Geographic Posting.
- f) Every question submitted to any Meeting of Members shall be decided by a majority of votes given by the Voting Delegates by means of a show of hands unless otherwise specifically provided by the Act or by these Bylaws. In the case of an equality of votes, the President shall not have a casting vote and the motion shall be deemed to have been defeated.

At any meeting, unless a poll is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

The President shall prior to the commencement of any Meeting of Members report to the Board of Directors on the credentials of the Voting Delegates. The Board of Directors shall resolve any dispute as to the allocation of votes at the commencement of the Meeting of Members.

16.7 Chairperson

On an annual rotational basis, the Chairperson shall be a National Vice-President.

16.8 Adjournments

The Chairperson may with the consent of the Members present adjourn a Meeting of Members from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting of Members which might have been brought before or dealt with at the original Meeting of Members in accordance with the notice calling the same.

16.9 Quorum

A quorum at any Meeting of Members shall require the President, or in his/her absence, the National Vice-President and a majority of the Voting Delegates.

OFFICERS

17.1 Officers

The President, who shall be elected pursuant to Article 17.4, together with the Vice-Presidents elected pursuant to Article 17.6 shall be the officers of the Corporation. These roles shall be defined as President, Vice President, Treasurer and Secretary of the Corporation.

The Board of Directors may appoint such other officers and agents as they shall deem necessary and such persons shall have authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

17.2 Removal of Officers

All officers in the absence of agreement to the contrary shall be subject to removal by a two-thirds approved resolution of the Board of Directors at any time with or without cause.

17.3 President

- a) The term of office for the President shall be four (4) years commencing on the date of the Meeting of Members at which the election of such individual to the office of President is to be effective.
- b) Nominations and elections shall be conducted by an Electoral Officer who shall be appointed to such function by the Board of Directors and who shall be responsible for the administration of the election process in accordance with these Bylaws and as well shall ensure that each candidate for the election of President satisfies all of the ongoing eligibility requirements as set out in Article 17.4(h) herein.
- c) Nomination Process – Election for President
 - i) A candidate for President must be an Active Member, in good standing and occupying a full-time position as a Police Officer.
- d) A call for Nominations
 - i) A call for nomination shall be sent by the Electoral Officer to each Region no less than ninety (90) days prior to the day of the Meeting of Members in which the election for President is scheduled.
 - ii) A completed nomination for President form must be received in writing by the Electoral Officer no later than sixty (60) days prior to the Meeting of Members in which the election for President is scheduled. Failure to file the nomination form with the Electoral Officer, in a timely manner, shall cause such nomination form to be rejected by the Electoral Officer.
 - iii) The nomination for President form shall require the following:
 - 1) the candidate's name and signature
 - 2) ten nominators' names and signatures, each of whom shall be an Active Member in good standing; and
 - 3) upon receipt of the nomination form by the Electoral Officer, a candidate for the office of the President shall be properly nominated for the office of President. The Electoral Officer shall thirty (30) days prior to the Meeting of Members forward a Notice containing the accepted nominations for President to the Regions.
- e) Election of President
 - i) The candidate for President who receives the largest number of votes cast shall be elected as the President.
 - ii) The voting shall be by secret ballot.
- f) The President
 - i) shall perform all duties relative to his/her office; be a member ex-officio of all committees; and shall be entitled to vote
 - ii) shall, with concurrence of the Board of Directors, direct and confirm that the duties delegated to the Corporation staff are being properly pursued

- iii) shall be responsible for liaison with other agencies, associates, government bodies and individuals when necessary or relevant for promoting the purpose or goals of the Corporation or, with the approval of the Board, the interests of a Member
 - iv) may delegate such authority and/or duties as may be required to conduct the affairs of the Corporation
 - v) shall conduct, supervise and manage the day-to-day affairs of the Corporation
 - vi) shall, except as otherwise directed by the Board of Directors, be the principal spokesperson for the Corporation
 - vii) shall, except as otherwise directed by the Board of Directors, be the principal spokesperson in matters involving Collective Bargaining.
- g) Eligibility Requirements for the Election of President
- i) No person shall be elected or acclaimed a President of the Corporation unless at the time of his/her election or acclamation he/she is an Active Member in good standing and has served in the previous five (5) years or is serving as a current member of the Board of Directors of the Corporation as either a Director, Vice-President or President of the Corporation.
 - ii) Must be able to speak and understand both official languages or if not, must agree to undertake language training at the direction of the Board.
- h) Should a President at any time through absence or illness or for any other cause whatsoever, be unable temporarily to discharge his/her duties as herein set forth, the Directors shall appoint one of the National Vice- Presidents to perform all the duties of the President.
- i) Should there be a permanent vacancy in the office of President, for any reason, the Board shall appoint one of the Vice-Presidents to assume the responsibilities of the Office of the President until the earlier of the expiration of the term of office of President or the next Meeting of the Members or as the Board otherwise directs.

17.4 Vice-Presidents

- a) There shall be three (3) Vice-Presidents each of whom shall be elected by the Members pursuant to Article 17.6(d).
- b) At the expiration of the term of office for the Inaugural National Vice-Presidents, the immediate following National Vice-Presidents shall be elected for a term of two (2), three (3) and four (4) years respectively, the term of each such National Vice-President so elected to be determined by lottery among the successful candidates. Thereafter, at the expiration of each succeeding term of office, each succeeding National Vice-President shall be elected for a term of four (4) years.
- c) Election of National Vice-Presidents
 - i) Nominations and elections shall be conducted by an Electoral Officer who shall be appointed to such function by the Board of Directors and who shall be responsible for the administration of the election process in accordance with these Bylaws and as well shall ensure that each candidate for the election of National Vice-President satisfies all of the ongoing eligibility requirements as set out in Article 17.6(k) herein.

- ii) Nomination Process - Election for National Vice-Presidents:
 - 1) A candidate for National Vice-President must be an Active Member, in good standing and occupying a full-time position as a Police Officer.

- d) A Call for Nominations
 - i) A call for nominations shall be sent by the Electoral Officer to each Region no less than ninety (90) days from the day of the Meeting of Members in which the election for Vice-Presidents is scheduled.

 - ii) A completed nomination for National Vice-President form must be received in writing by the Electoral Officer no later than sixty (60) days prior to the Meeting of Members in which the election for National Vice-President is scheduled. Failure to file the nomination form with the Electoral Officer, in a timely manner, shall cause such nomination form to be rejected by the Electoral Officer.

 - iii) The nomination for National Vice-Presidents form shall require the following:
 - 1) the candidate's name and signature;

 - 2) ten nominators' names and signatures, each of whom shall be an Active Member in good standing; and

 - 3) upon receipt of the nomination form by the Electoral Officer, a candidate for the office of National Vice-President shall be properly nominated for the office of National Vice-President. The Electoral Officer shall thirty (30) days prior to the Meeting of Members forward a Notice containing the accepted nomination for National Vice-Presidents to the Regions.

- e) Votes Required for Election of National Vice-Presidents
 - i) The three candidates for National Vice-President obtaining the most votes shall each be elected as a National Vice-President.
 - ii) The voting shall be by secret ballot.

- f) Eligibility Requirements for the Election of Vice-Presidents
 - i) No person shall be elected or acclaimed as a National Vice-President of the Corporation unless at the time of his/her election or acclamation he/she is an active member and has served in the previous five (5) years or is serving as a current member of the Board of Directors of the Corporation as either a Regional Director, National Vice-President or President of the Corporation.

 - ii) Eligible candidates are preferred to be able to speak and understand both official languages,

17.5 Secretary

The Board shall appoint a Vice-President as Secretary, who shall hold office for the duration of their term. The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or the executive committee, if any, and Members when directed to do so and have

charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in the Act.

17.6 Treasurer

The Board shall appoint a Vice-President as Treasurer, who shall hold office for the duration of their term. Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or shall cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board of Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided

17.7 Vacancies of the Office

If the office of the National Vice-President, Secretary or Treasurer, or one or more, shall become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint an officer to fill such vacancy for the unexpired portion of his term.

17.8 Remuneration of Officers – The Directors may fix the remuneration (if any) to be paid to the officers of the Corporation.

AUDITORS

18.1 The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall make an annual report to the Members and he shall make such reports and have such powers as the Act provides.

COMMITTEES

19.1 Standing Committees

The Corporation shall at all times have the following standing committees of the Board:

- a) Governance & Nominating Committee
- b) Collective Bargaining Committee
- c) Audit Committee
- d) Member Services and Human Rights Committee

the members of which committees shall be appointed by the Board.

19.2 Working Committees

The Board may from time to time designate such other working committees as it deems appropriate and appoint members to such committees.

19.3 Appointment of Committee Members

The Board of Directors shall appoint Committee members from time to time.



- 19.4 Term of Office
Unless otherwise specified, the term of office for committee members is three (3) years and may be renewed.
- 19.5 Duties of Committees
The Board may establish terms of reference for all standing committees and/or working committees.
- 19.6 Decisions of Committees
All decisions of a standing committee shall be reported to the Board for consideration at the earliest subsequent meeting of the Board.
- 19.7 Nominating Committee
The Governance and Nominating Committee shall consist of the Regional Chair or Vice-Chair from each Region together with one (1) Vice-President to be appointed by the Board of Directors, and one external member to be appointed by the Board. The Chair of the Nominating Committee shall be the Vice-President. Meetings of the Nominating Committee may be either in person or by telephone or electronic means.
- 19.8 Audit Committee
Members of the Audit Committee should have familiarity with financial matters, audits, fiscal issues and general banking. The duties of the Audit Committee shall be prescribed by the Board and shall include the following:
- a) Reviewing the annual audit plan in conjunction with the auditors
 - b) Reviewing risk assessment and compliance with laws and internal policies applicable to the Corporation
 - c) Preparing the draft budget of the Corporation for approval by the Board
 - d) Reviewing the budget of the Corporation periodically and making recommendations for any adjustments
 - e) Reviewing the financial statements of the Corporation in consultation with the Corporation's auditor
 - f) Considering and recommending to the Board the appointment of auditors
 - g) Considering qualification for membership on the Audit Committee
 - h) Reviewing and updating the financial policies of the Corporation.
- 19.9 Upon receipt of a report from any Committee appointed under this Article, the Board, in its discretion may choose to adopt or reject recommendations put forward by the Committee.

CHEQUES, DRAFTS AND NOTES

- 20.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

EXECUTION OF CONTRACTS

21.1 The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

FISCAL YEAR

22.1 The first fiscal period of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

AMENDMENT OF BYLAWS

23.1 The Board of Directors may not make, amend, or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

INTERPRETATION

24.1 In all the Bylaws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular, the word person shall include firms and corporations, and the masculine shall include the feminine. Whenever reference is made in any Bylaw or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.