

ADVERTISING STANDARDS CANADA/LES NORMES CANADIENNES DE LA PUBLICITÉ

Notice of Annual General and Special Meeting of Members

June 2, 2026

Notice is hereby given that the annual meeting of the members of Advertising Standards Canada/Les normes canadiennes de la publicité (the “**Corporation**”) will be held in person at Vantage Venues, 150 King Street West in Toronto, and by Zoom videoconference (hybrid meeting format), on June 2, 2026 at 1:00 pm ET for the following purposes:

- (a) to approve the Minutes of last year’s AGM, held June 17, 2025;
- (b) to receive the Corporation’s audited financial statements as at and for the financial year ended December 31, 2025 and the results of the public accountant’s report thereon;
- (c) to re-appoint public accountants until the next annual meeting of members or until a successor is appointed, and to authorize the Board of Directors to fix the public accountant’s remuneration;
- (d) to elect directors;
- (e) to confirm the amendments to the General Operating By-Law of the Corporation in accordance with the attachments to the notice of meeting; and
- (f) to transact such other business as may properly come before the meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the meeting are set forth in the attachments accompanying this Notice of Meeting and are incorporated herein by reference. A summary of the Corporation’s comparative annual financial statements and the report of the public accountant will be presented at the meeting. Any member who wishes to view the financial documents in advance of the meeting may do so by making an appointment to review them at the Corporation’s office in Toronto, or may request a copy free of charge by prepaid mail.

AN IMPORTANT NOTE ABOUT PROXIES: Members who cannot attend the meeting are encouraged to appoint a proxy holder to attend and act on their behalf at the meeting. This may be another senior member of your organization, or you may designate a member of Ad Standards’ Board of Directors. **Appointing a proxy holder is important to help us have the representation we need to conduct the business of the meeting.**

Each Member’s Official Representative may appoint a proxy holder by following the links in the email notice. Please note that in order to be valid at the meeting, the Member’s Official Representative must complete and submit a proxy form to Shelley Samel at shelley.samel@adstandards.ca by 11:59 pm ET on Friday, May 29, 2026.

DATED the 29 day of April, 2026.

BY ORDER OF THE BOARD



Catherine Bate
President and Chief Executive Officer



AGENDA

Advertising Standards Canada
ANNUAL GENERAL AND SPECIAL MEETING
June 2, 2026

1. Call to Order
2. Approval of June 17, 2025 Annual General Meeting Minutes
3. Presentation of 2025 Financial Statements
4. Reappointment of Public Accountants
5. Approval of Actions of 2025/26 Board of Directors
6. Election of Directors
7. Confirming Amendments to the General Operating By-Law
8. Report of the Chair
9. Report of the President/ CEO
10. Other Business
11. Adjournment



CONFIDENTIAL

**Annual General Meeting of
Advertising Standards Canada / Les normes canadiennes de la publicité
Minutes**

June 17, 2025

Held via web conference and hosted from Toronto, Ontario

1. Call to Order

Bev Kirshenblatt, Chair of Ad Standards, called the Annual General Meeting to order at 12:31 p.m. ET and confirmed quorum via the moderator, GetQuorum. The Chair then introduced the panelists who were in attendance: Catherine Bate, President and CEO of Ad Standards; Serge Rancourt, co-founder of No Fixed Address and Vice-Chair of Ad Standards' Board; Richard Wong, Treasurer of Ad Standards' Board; Shelley Samel, Ad Standards' Chief Legal Officer and Corporate Secretary; Millie Ip, external accountant to Ad Standards; and Derrick Crowe and Ridhima Khanna from Bakery Tilly, Ad Standards' public accountant.

Catherine Bate opened with an indigenous land acknowledgement.

On a motion by Serge Rancourt, seconded by Richard Wong, and UNANIMOUSLY CARRIED, the agenda for the 2025 Annual General Meeting was approved.

2. Approval of June 5, 2024 Annual General Meeting Minutes

On a motion by Richard Wong, seconded by Serge Rancourt, and UNANIMOUSLY CARRIED, the minutes of the June 5, 2024 Annual General were approved.

3. Presentation of 2024 Audited Financial Statements

Ad Standards' Treasurer, Richard Wong, presented the Auditor's Report and Financial Statements for the period of January 1 through December 31, 2024. The audited Financial Statements for the year ending December 2024 were prepared by Baker Tilly. This was their fifth year working with Ad Standards. These statements were presented to, and duly approved, by the Board of Directors on April 30, 2025.

Once again, the auditors rendered a clean opinion. They noted the financial statements present fairly, in all material respects the financial position as at December 31, 2024, and the results of Ad Standards' operations and cash flows for the fiscal year are in accordance with Canadian accounting standards for not-for-profit organizations.

Ad Standards maintained a healthy financial position during the year. In 2024, Ad Standards revenue was \$4.57 million and expenditures were \$4.37 million, for a net of \$247,605 of revenues over operating expenses.



Revenue

Total revenue in 2024 was up from 2023, largely attributable to increased preclearance activity with the return to full staffing and all service offerings restored across all preclearance categories. 2024 also saw a return of activity in disputes between advertisers.

Member Revenue was down \$40,000 from 2023, which was an anticipated decrease. Member Revenue is an important revenue stream that funds the core self-regulatory functions of Ad Standards such as the administration of Canadian Code of Advertising Standards and the Consumer Complaints Procedure. Ad Standards relies on, and is very grateful, for all members who see value in supporting effective advertising self-regulation through membership in Ad Standards.

Expenditures

2024 expenditures were \$4.33 million, which was an increase of just over \$600,000 compared to 2023, and is largely reflective of the extraordinary expenditure on IT systems development.

HR expenditures of \$2.63 million were on par with 2023, which had seen a decrease from the year prior. During 2024, the organization continued to face leaves, departures and understaffing which have now largely been addressed.

Operating expenditures of \$1.3 million reflected a significant increase in expenditure on the IT project compared to prior years, with substantial completion of the new clearance and finance functionality in 2024.

Administrative expenditures of \$411,000 generally trend lower or on par with 2023 with the exception of rent, which relates to the costs associated with the renewal of our lease in Toronto, and the move to a new leased workshare space in Montreal. HR expenditures of \$2.626 million were on par with 2023 (\$2.587 million), which had seen a decrease from the year prior.

No questions were raised by the members.

4. Re-appointment of Public Accountants

On a motion Serge Rancourt, seconded by Richard Wong and UNANIMOUSLY CARRIED, the firm of Baker Tilly was reappointed as public accountants the fiscal year ending December 31, 2025, and the Board of Directors authorized to fix the public accountants' remuneration.

5. Approval of Actions of 2024/2025 Board of Directors

On a motion by Richard Wong, seconded by Serge Rancourt, and UNANIMOUSLY CARRIED, all resolutions, minutes, contracts, appointments, acts, and proceedings of the Directors and Officers of the Corporation, as recorded in the minutes up to the present time, were ratified and approved.



6. Election of Directors

On a motion by Richard Wong, seconded by Serge Rancourt, and UNANIMOUSLY CARRIED, the following persons were elected as Directors of the Corporation, each beginning or continuing in their respective terms, for the 2025/26 year.

New Directors:

*Trevor Grant, Moosehead Breweries
Thomas Lecordier, A2C
Kimberly Legg, Procter & Gamble
Carolyn Leu, CBC
(Syed) Zeeshan Shams, Haleon
Divya Deep Singh, Unilever*

Returning Directors:

*Catherine Bate, Ad Standards
Sonia Carreno, IAB Canada
Judy Davey, Association of Canadian Advertisers Inc.
Scott Knox, Institute of Canadian Agencies
Steve McGregor, Pattison Outdoor Advertising
Serge Rancourt, No Fixed Address Inc.
Shelley Samel, Ad Standards
Andrew Saunders, The Globe and Mail
Marina Seidl, Interac Corp
Richard Wong (Public Representative)*

7. Report of the Chair

Ad Standards' Board Chair, Bev Kirshenblatt, presented the Report of the Chair. This was the last meeting for Bev serving as Chair of the Board of Ad Standards, having become Chair in the spring of 2020, when the world shut down and Ad Standards ran its first remote AGM. Bev acknowledged that the world has changed considerably since then, but the importance of Ad Standards: building trust in advertising, and, giving the advertising industry a say in its own governance through effective advertising self-regulation, has remained the same.

Bev thanked Ad Standards' members for their support of the organization. Membership demonstrates a tangible commitment to self-regulation and makes the work of Ad Standards possible, including its work under the *Canadian Code of Advertising Standards*, its support of industry's compliance efforts through advertising preclearance, and through the guidance documents Ad Standards releases to help the industry find the right path through issues like influencer marketing or made in Canada claims.

This has been a very busy and impactful period for Ad Standards. In recent months Ad Standards has released the 10th annual Ad Choices Accountability Program report and the first compliance report under the Code for the Responsible Advertising of Food and Beverages to Children. New research was also released related to consumer's trust in advertising, and new guidance was issued about how to make responsible "Canadian" claims. Bev congratulated the staff and volunteers who do this important work to make our industry better.



Bev also expressed her gratitude to her fellow Board members, now and over the years, for bringing their dedication and diligence to the support of the organization. And she thanked Ad Standards for the opportunity to be at the helm of the Board and help have a say in its governance.

8. Appreciation to Rupa Bahri, Peggy Barnwell, Kimberly Eberwine, Kevin Johnson and Dominique Villeneuve

Bev Kirshenblatt thanked outgoing Board members Peggy Barnwell, public representative, Rupa Bahri, who stayed on the board as a public representative after stepping down from her position at Haleon, Kimberly Eberwine, Procter & Gamble, Kevin Johnson, Group M and Dominique Villeneuve, who resigned from the board when she moved positions from A2C. The board and Ad Standards truly appreciated their guidance, wisdom and dedication to advertising self-regulation.

9. Report of the President & CEO

Catherine Bate delivered her Report of the President and CEO. She added her appreciation of Ad Standards' departing Board members as well as all of Ad Standards' volunteers. Cathy acknowledged her gratitude for Raymonde Lavoie who has been a volunteer with Standards Council since 2001, and most recently served as Chair for our Council in Quebec for many years. And thanked Marie-Josée Beauchamp, the new Standards Council Chair in Quebec, and Mike Darley who continues as chair based in Toronto. Our Standards Council are the volunteers who adjudicate the cases under the *Canadian Code of Advertising Standards* and serve as the backbone for what Ad Standards does as the industry's self-regulatory body in Canada.

In 2024, Ad Standards finally saw the launch of our long-anticipated new IT system. Among other features, this new system has allowed Ad Standards to update how it receives and processes complaints under the *Canadian Code of Advertising Standards*, allowing it to overcome the case backlog and be able to modernize how decisions of Standards Council are categorized and reported. With this update, Ad Standards will return to the release of annual advertising complaints reports, with the report on 2024 being finalized. The updated system also allows case decisions to be reported with more granularity on the Ad Standards' website, with a new search feature for the decisions on the website. Cases from 2024 are being populated on the site and will be searchable for decisions going forward.

Cathy recommended that members follow Ad Standards on LinkedIn and engage with the member's only Member Intelligence Report emails, in order to stay on top of new developments.

ICAS – the International Council for Advertising Self-Regulation – kicked off the first session of the Global Think Tank at Cannes this year. Ad Standards is a founding member and sponsor of the ICAS Global Think Tank and is excited to hear the findings of thought leadership research on AI in advertising. The papers that come from this Think Tank will help to inform Ad Standards' strategy for how we can best support industry to build consumer and regulator trust in AI as used by the advertising industry, and foster guidelines and best practices for responsible use of AI in ad creation. In addition to AI, the second area of policy focus in the year to come is greenwashing and environmental claims. With the recent release of the Competition Bureau's updated guidance documents, Ad Standards will be able to make good on its plans to prepare guidance surrounding green claims for industry under the *Canadian Code of Advertising Standards*.



10. Appreciation to Bev Kirshenblatt, retiring Board Chair

Catherine Bate thanked Bev Kirshenblatt for her service as a Board member since 2013 and most recently as Chair. Ad Standards is grateful that Bev took on the role and also agreed to extend her tenure in support of the organization through to the other side of the pandemic, as well as through Cathy's transition into the role as President and CEO. A donation to NABS has been made in Bev's honour.

11. Scholarship Recipients

Catherine Bate congratulated scholarship recipients Zachary Roy (Laval University) and Helena Swift (University of British Columbia's Sauder School of Business). Catherine also thanked the scholarship judging committee for their hard work in selecting the scholarship recipients: Marie-Josée Beauchamp, Chair, Standards Council, Thomas Lecordier, CEO, A2C and Ad Standards Board Member, Danielle LeFrancois, Director, Standards and Communications (Quebec), Ad Standards, Michael Stoparczyk, Broadcast Properties Programming Advisor & Technician, School of Media & Digital Arts, Fanshawe College and Standards Council Public Representative and Jessica Yared, Communications Lead, Ad Standards.

11. Other Business

Bev Kirshenblatt confirmed that no further business was raised by the members.

12. Adjournment

There being no other business raised, the 2025 Annual General Meeting was adjourned at 12:55 p.m.



Report Of the Nominating Committee

The Nominating Committee proposes the following slate of candidates for election to the Ad Standards' Board of Directors, commencing June 2, 2026, each beginning or continuing in their respective terms for the 2026/27 year, at Advertising Standards Canada's Annual General Meeting.

Nominating Committee: Catherine Bate, Judy Davey, Scott Knox, Serge Rancourt, Shelley Samel, Richard Wong

New Directors

Urania Agas, WPP Media Canada
Calla Dewdney, Rogers Sports & Media
Shannon Wells, Bell Média Québec

Returning Directors

Catherine Bate, Ad Standards
Judy Davey, Association of Canadian Advertisers Inc.
Trevor Grant, Moosehead Breweries
Scott Knox, Institute of Canadian Agencies
Thomas Lecordier, A2C
Kimberly Legg, Procter & Gamble
Carolyn Leu, CBC
Steve McGregor, Pattison Outdoor Advertising
Serge Rancourt, No Fixed Address Inc.
Shelley Samel, Ad Standards
(Syed) Zeeshan Shams, Haleon
Marina Seidl, Interac Corp
Divya Deep Singh, Unilever
Richard Wong (*Public Representative*)



Urania Agas

Chief Operating Officer | WPP Media Canada



With over 14 years of dedicated service to WPP Media, Urania has distinguished herself across various senior leadership roles. Most recently, as Chief Operating Officer in Canada, she is instrumental in driving operational excellence, enhancing efficiency, and achieving ambitious organizational goals.

Leveraging over 25 years of extensive industry expertise, Urania has consistently powered transformative growth for a diverse portfolio of notable local and global businesses across sectors including travel, finance, CPG, and retail.

Beyond her executive responsibilities, Urania is recognized as an industry thought leader, championing empathetic leadership and actively furthering the next generation of women in leadership.

Calla Dewdney

Director, Regulatory, Media | Rogers Sports & Media



With nearly 20 years of experience across Canada's media, telecommunications, and beverage alcohol sectors, Calla Dewdney currently serves as Director, Regulatory, Media at Rogers Sports & Media, where she manages regulatory compliance for the company's media division.

Prior to Rogers, Calla held senior legal and compliance roles at Arterra Wines Canada, where she oversaw regulatory matters for operations nationwide, including product labelling, licensing, and distribution. Earlier in her career, she worked in broadcast standards and social responsibility at CHUM Limited, where she oversaw the MuchMusic Review Committee and developed deep expertise in content standards and public accountability.

In a unique chapter of her career, Calla stepped away from corporate life for several years to pursue her passion for wine, earning a diploma in winemaking from Niagara College and



working in wineries in Ontario and Burgundy, France. She holds a WSET Level 3 certification (with Merit), reflecting her continued engagement with the wine industry.

A proud graduate of Western University, Calla holds a Bachelor of Arts in English & Philosophy and a Master of Arts in English Literature and is also an avid outdoorswoman who spends the warm months of the year outside camping, kayaking, cycling, and spending as much time with her two dogs as possible.

Shannon Wells

Director of Sales | Bell Media Québec



Shannon Wells is a seasoned sales executive with more than 30 years of experience within the Canadian media and advertising industry. Recognized for his management skills, leadership, and strategic vision, he has made significant contributions to the success of the organizations he has served.

Since February 2021, he has held the position of Director of Sales, Bell Media Québec, where he is responsible for all advertising revenues across the province, spanning all platforms. In this role, he leads national and local advertising sales teams and supports advertisers and partners in navigating a constantly evolving advertising environment.

Shannon joined Astral Out of Home, a division of Bell Media, in 2016 as Director of Sales. In 2019, his mandate expanded to include radio sales, at which time he was appointed Director of National Sales – Radio and Out of Home. Beginning in 2020, following the consolidation of all advertising revenues under a single provincial leadership structure, he assumed responsibility for all advertising revenues across Quebec, across all platforms, leading provincial national and local sales teams.

Previously, Shannon held senior sales leadership roles at Métromédia Plus, Groupe Force Radio, Cogeco Media, and Corus Québec.



By-Law Amendments Information

(French available upon request from Advertising Standards Canada)

There is one Resolution related to updating Ad Standards' General Operating By-Law (By-laws) on the agenda for the 2026 Annual General and Special Meeting. This document sets out a brief explanation of the proposed amendments and provides the text (in English and French) of the Resolution. For those who wish to review the specifics, a comparison version of the By-laws compared to the previous version follow.

We encourage you to **please complete your proxy** to vote regarding this Resolution, since it will allow us to complete the business of the Corporation, as described below.

Any questions concerning this Resolution may be directed to Shelley Samel, Chief Legal Officer, at: Shelley.Samel@adstandards.ca.

Description of By-law Updates

It is proposed that amendments be made to Ad Standards' By-laws to provide greater clarity on some language related to directors. These amendments were approved at a Board meeting of the directors on November 26, 2025 and require an ordinary resolution (simple majority) of the voting members.

The amendments provide greater clarity on the fact that directors' terms are three (3) years each, and not 'up to three years' as currently included in the By-laws. Further, the amendments require that all directors, other than "members at large", the President/CEO and Secretary, be representatives of organizations that are members of Ad Standards. That way, the Board is comprised of representatives of its members in good standing, as well as members at large representing the public.

The Institute of Canadian Agencies (ICA) and the Association of Canadian Advertisers (ACA) have special status as founders of Ad Standards. The By-laws currently provide that these organizations' directors are not subject to the maximum term limit; the implication is that there is always a representative of these organizations on the Board although that is not explicitly stated. The amendments enshrine a place on the Board for ICA and ACA representatives under 5.07.1a and b – making it clear that the advertiser and agency spots on the Board include the representatives from these organizations respectively. In addition, the amendments confirms that ICA and ACA may designate a representative of their organization to the Board, who does not need to be an employee of their organization.

There was a desire to clean up some language within the By-laws as well. For instance, the By-laws currently imply that directors are members. Since the members are companies, the revised language makes it clear that directors are representatives of members. There is a corresponding amendment to address a scenario where a director no longer works represents a member – the director's status would then shift to 'member at large'.

Finally, language was added to align with governance best practices in making clear the fiduciary obligations of directors. This aligns with the legal obligations of directors, but underscores its importance by including it in the By-laws.



**RESOLUTION OF THE MEMBERS
OF
ADVERTISING STANDARDS CANADA/LES NORMES CANADIENNES DE LA
PUBLICITÉ
(the “Corporation”)**

**REGARDING THE AMENDMENTS TO THE GENERAL OPERATING BY-LAW OF
THE CORPORATION**

RESOLUTION

BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE MEMBERS OF THE CORPORATION THAT the amendments to sections 5.01.1, 5.01.2, 5.01.3, 5.01.4, 5.02.2, 5.03.2, 5.05.1, 5.05.2, 5.07.1, and 5.07.2 of the General Operating By-law of the Corporation, which were submitted to this meeting of the members of the Corporation (the “**Members**”), are hereby confirmed.



General Operating By-Law

A by-law relating generally to the conduct of the affairs of Advertising Standards Canada/Les normes canadiennes de la publicité (the “Corporation”)

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions

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

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time-to-time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time-to-time, in force and effect;
- e. "meeting of members" includes an annual meeting of members (sometimes referred to as the "annual general meeting of members" and also as "AGM of members") or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time-to-time; and

- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

- 1.02.1 In the interpretation of this by-law, words in the singular include the plural and vice-versa; words in one gender include all genders; and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 1.02.2 Other than as specified in subsection 1.01 of this by-law, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 Corporate Seal

- 1.03.1 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.

1.04 Purpose

- 1.04.1 The purpose ("Purpose") of the Corporation is to create and maintain community confidence in advertising in Canada and ensure the integrity and viability of such advertising through industry self-regulation by:
 - a. building credibility for advertising through industry self-regulation;
 - b. facilitating the process of self-regulation;
 - c. advancing the common interests of the Corporation's members within the context of self-regulation;
 - d. achieving broad industry stakeholder support and participation.

1.05 Execution of Documents

- 1.05.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its directors or officers.
- 1.05.2 In addition, the board may from time-to-time, by resolution, direct the manner in which and/or the person or persons by whom a particular document or type of document shall be executed.

1.05.3 Any person authorized to sign any document may affix the corporate seal (if any) to the document.

1.05.4 Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Financial Year

1.06.1 The financial year of the Corporation shall begin on January 1st of each year and end December 31st of the same year.

1.07 Banking Arrangements

1.07.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.08 Borrowing By-law

1.08.1 If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time-to-time:

- a. borrow money on the credit of the Corporation;
- b. issue, re-issue, sell, pledge or hypothecate debt obligations of the Corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

1.08.2 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

1.08.3 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.

1.09 Annual Financial Statements

1.09.1 Subsection 172(1) (Annual Financial Statements) of the Act provides that the directors of the Corporation shall place before the members at every AGM of members prescribed comparative annual financial statements that conform to any prescribed requirements.

1.09.2 The Corporation may, instead of sending to members copies of the annual financial statements and documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, publish a notice to its members stating that such annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

2.01.1 Subject to the articles, there shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available to any firm, association or other legal entity that is related to or engaged in or has a significant interest in the creation, production, distribution or sponsorship of advertising in Canada and which has applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

2.01.2 The decision of the board whether or not to accept an application for membership will be final.

2.01.3 After its membership application is accepted by the board and the applicable membership dues are received by the Corporation, each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.01.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this

subsection 2.01 of the by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

2.02 Notice of Meeting of Members

2.02.1 Notice of the date, time and place of a meeting of the members shall be given to each member entitled to vote at the meeting by:

- a. mail, courier or personal delivery at least twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or
- b. email, or other telephonic, electronic or other communication facility at least twenty-one (21) and not more than thirty-five (35) days before the day on which the meeting is to be held.

2.02.2 The Corporation shall send to the public accountant and the directors notice of the time and place of any meeting of members at least twenty-one (21) and not more than sixty (60) days before the meeting.

2.02.3 Notice of any members' meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

2.02.4 Notice of each meeting of members shall remind the member that the member has the right to vote by proxy.

2.02.5 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

SECTION 3 - DUES, OFFICIAL REPRESENTATIVES, TERMINATION AND DISCIPLINE OF MEMBERS

3.01 Membership Dues

3.01.1 The rights and benefits of membership are available only to those members whose payment of their annual membership dues have not been determined by the board to be in arrears.

3.01.2 Any member whose annual membership dues remain unpaid for more than ninety (90) days after their due date may be determined by the board to be in arrears and thereafter the board may, in its discretion (i) subject to Section 3.06, expel the member from the Corporation and upon such expulsion all benefits and services which members of the Corporation are entitled to shall cease to be provided to the member who is expelled, (ii) subject to Section 3.06, suspend the entitlement of the member to participate in the affairs of the Corporation and to vote at meetings of members, and/or (iii) take such other action as the board may consider to be appropriate in the circumstances, in each case upon such terms and conditions as the board determines.

3.01.3 [Intentionally deleted.]

3.02 Official Representatives

3.02.1 Each member shall appoint in writing a qualified individual to be the member's official representative to the Corporation and shall forward such name to the President of the Corporation. Among the qualifications of a member's official representative is that he/she is either employed by, or is a member in good standing of, the member of the Corporation.

3.02.2 Such representative will be entitled, on behalf of such member, to attend all meetings of members of the Corporation that may be convened or held from time-to-time and shall be entitled to vote and otherwise act for and on behalf of and in the name of such member in respect of all matters that may come before the meeting in the same manner, to the same extent, and with the same power as, such member could do.

3.02.3 Such representative shall remain as representative of such member until the member so appointing him/her shall appoint and confirm in writing addressed to the President of the Corporation another qualified individual person as the member's official representative in lieu of such first-named representative.

3.02.4 The board may, by resolution, require that a member replace its official representative.

3.03 Termination of Membership

3.03.1 A membership in the Corporation is terminated when:

- a. in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described under subsection 2.01 of this by-law;
- c. the member resigns by so notifying the Chairperson of the board or the President of the Corporation in which case such resignation shall be effective on the date specified in such notice;
- d. the member is expelled in accordance with subsection 3.06 of this by-law, or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires and is not renewed by that member; or
- f. the Corporation is liquidated or dissolved under the Act.

3.04 Effect of Termination of Membership

3.04.1 Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.04.2 Upon the termination of, or withdrawal from, membership for any reason:

- a. there will be no refund or proration to the member of membership dues previously paid by the member; and
- b. such member shall remain liable to the Corporation for all outstanding obligations to the Corporation of such member as at the time of such termination or withdrawal.

3.05 Membership Transferability

3.05.1 A membership may only be transferred to the Corporation. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this subsection 3.05.1 of the by-law.

3.06 Discipline of Members

- 3.06.1 The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
 - b. carrying out any conduct which may be detrimental to the Corporation, its reputation or Purpose, as determined by the board in its sole discretion; and
 - c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 3.06.2 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
- 3.06.3 The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.
- 3.06.4 In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.
- 3.06.5 If written submissions are received in accordance with the provisions of subsection 3.06 of the by-law, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- 3.06.6 The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

4.01.1 Members, directors, the Corporation's public accountant, and, at the invitation of the Chairperson or the President, non-members of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at such meeting of members.

4.02 Chairperson of the Meeting

4.02.1 In the event that the Chairperson of the board is absent and no Vice-Chairperson of the board is present, the members who are present and entitled to vote at the meeting of members shall choose one (1) of their number to Chairperson the meeting of members.

4.03 Quorum

4.03.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 15% of the members entitled to vote at the meeting.

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

4.04 Annual Meeting of Members (AGM of Members)

4.04.1 There shall be an AGM of members of the Corporation which shall be held at a time, date and place that the directors determine.

4.05 Members Calling a Meeting of Members

4.05.1 The board of directors shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights.

4.05.2 If the directors do not call a meeting of members within twenty-one (21) days of receiving the requisition referred to in subsection 4.05.1 of this by-law, any member who signed the requisition may call the meeting.

4.06 Votes to Govern

- 4.06.1 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question.
- 4.06.2 In case of an equality of votes at a meeting of members either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

4.07 Participation by Electronic Means

- 4.07.1 A meeting of the members may be held entirely, or a person may participate in a meeting of the members, by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Corporation makes available such a communication facility, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- 4.07.2 A vote by a member participating by telephone, electronic or other communication facility may be carried out by such means, if the facility:
- a. enables the votes to be gathered in a manner that permits their subsequent verification; and
 - b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

4.08 Proxies

- 4.08.1 Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements of the Act and the Regulations.

4.09 Proposals Nominating Directors at AGM of Members

- 4.09.1 Subject to the Regulations, any proposal by one (1) or more members may include nominations for the election of directors if the proposal is signed by not

less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

4.10 Cost of Publishing Proposals for AGM of Members

4.10.1 The member who, or the members who together, submitted the proposal referred to in subsection 4.09.1 of this by-law, shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

SECTION 5 - DIRECTORS

5.01 Election and Term

5.01.1 ~~Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required, and the directors shall each be elected to hold office for a three-year term.~~ At each annual members' meeting at which an election of new directors is required, the members will elect new directors to hold office for a term of three (3) years each.

5.01.2 ~~Subject to subsection 5.01.3 and 5.01.4 of this by-law, no person who has served on the board of directors for three (3) consecutive terms of up to three (3) years per each term shall be eligible for re-election at the next following AGM of members of the Corporation at which the board of directors is elected. The elected directors whose three (3) year term has expired at the annual members' meeting shall, if qualified, be eligible for re-election for a further term of three (3) years, provided, however, that all directors are limited to three (3) consecutive terms of office, except as provided for in subsections 5.01.3 and 5.01.4 of these by-laws.~~

5.01.3 Notwithstanding the limitation described in subsections 5.01.1 and 5.01.2 of this by-law, the same personal representative designated by ~~of~~ the Institute of Communication-Canadian Agencies (a member of the Corporation in the communication agency sector) and Association of Canadian Advertisers Incorporated (a member of the Corporation in the advertiser sector), the President, ~~and~~ the CEO, and the Secretary shall be included in a slate of directors proposed for election to the board of directors even if such nomination results in each or either such person serving on the board of directors for more than three (3) successive terms of up to three (3) years each.

5.01.4 Notwithstanding the limitation described in subsections 5.01.1 and 5.01.2 of this by-law, any director who also serves on the Executive Committee may be included in a slate of directors proposed for election for up to three (3) additional terms of one (1) year per term, if approved by resolution of the Board as being in the best interests of the Corporation, even if such nomination results in such person serving on the board of directors for more than three (3) successive terms of up to three (3) years each.

5.02 Qualifications of Directors

5.02.1 The following persons are disqualified from being a director of the Corporation:

- a. anyone who is less than eighteen (18) years of age;
- b. anyone who has been declared incapable by a Court in Canada or in any other country;
- c. a person who is not an individual; and
- d. a person who has the status of a bankrupt.

5.02.2 With the express exclusion of the President, CEO, Secretary and any "Members at Large", a director of the Corporation is ~~not~~ required to be a representative of a member in good standing of the Corporation.

5.02.3 No person shall act for an absent director at a meeting of directors.

5.03 Responsibilities of Directors

5.03.1 Subject to section 138 of the Act, the board of directors of the Corporation shall manage or supervise the management of the affairs, activities and property of the Corporation and shall have the authority and responsibility for establishing overall direction and general operating policies of the Corporation with respect to matters of general interest to all members. Without limiting the generality of the foregoing, this includes:

- a. taking title to real and personal property in the name of the Corporation;
- b. borrowing money on behalf of the Corporation;

- c. making or causing to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into;
- d. appointing a President of the Corporation;
- e. directing the Corporation's officers to do all things necessary to carry out the policies, functions and activities of the Corporation;
- f. establishing a fiscal year for the Corporation;
- g. approving the Corporation's annual budget;
- h. approving (or not) applications for membership;
- i. prescribing services available to members;
- j. determining dues for membership; and
- k. delegating such of its powers as it may legally do, and which it may deem advisable, to the Executive Committee and any other committees established by the board of directors.

5.03.2 Directors have an obligation to exercise their authority and to carry out their duties as a director for the sole benefit of the Corporation. A director who in any way directly or indirectly finds themselves in a potential conflict of interest shall notify the President or Chairperson of any such conflict of interest. Failure to do so shall constitute prima facie grounds for such individual's removal from the board of directors. Any director who directly or indirectly is involved in a potential conflict of interest shall excuse themselves from the discussions and not vote in any matter or action of the board of directors regarding the potential conflict. In addition to the foregoing, all directors must comply with any additional policies, guidelines or rules regarding conflicts of interest which may be set out by the board of directors from time to time.

5.04 Number of Directors

5.04.1 The board of directors shall consist of not fewer than ten (10) and not more than twenty-five (25) directors.

5.05 Composition of Board

- 5.05.1 The board of directors shall be drawn from representatives of members in the following sectors: advertiser; communication agency; media; and “members at large” (as that term is explained in subsection 5.06.1 of this by-law).
- 5.05.2 The board of directors shall include the President and the Secretary.

5.06 Members at Large

- 5.06.1 “Members at large” may derive from any sector of members described in subsection 5.05 of this by-law; provided, however, that no director appointed to sit on the board as a “member at large” will be regarded or counted as a representative of such sector. Notwithstanding the foregoing, a “member at large” may, alternatively, derive from among the public, whether or not that “member at large” is affiliated with a member.

5.07 Allocation of Board Membership by Sector

- 5.07.1 Within each sector mentioned in subsection 5.05.1 of this by-law, the representation on the board of directors shall be as follows:
- a. advertiser – not fewer than three (3) nor more than seven (7) directors and includes a representative designated by the Association of Canadian Advertisers Incorporated;
 - b. communication agency – not fewer than two (2) nor more than five (5) directors and includes a representative designated by the Institute of Canadian Agencies;
 - c. media – not fewer than three (3) nor more than seven (7) directors; and
 - d. members at large – not fewer than one (1) nor more than five (5) directors.
- 5.07.2 Where a director no longer represents a member from the same sector for which they were elected under subsection 5.07.1 of this by-law, and the director elects not to resign from the board, the director will be designated as a ‘member-at large’ for the balance of their term provided the maximum number of ‘members at large’ has not been met.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

6.01.1 Meetings of the board may be called at any time by the Chairperson of the board, a Vice-Chairperson of the board or any two (2) directors.

6.02 Notice of Meeting

6.02.1 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in subsection 9.01.1 of this by-law to every director of the Corporation not less than 7 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 by-laws otherwise provide, 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.

6.03 Time, Place and Notice of Meetings of Directors

6.03.1 Unless the articles or by-laws of the Corporation otherwise provide, the directors may meet at any place and on any notice that the by-laws require.

6.04 Waiver of Notice

6.04.1 A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.05 Adjournment

6.05.1 Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

6.06 Attendance by Director at Members' Meetings

6.06.1 A director is entitled to attend and be heard at every meeting of members.

6.07 Quorum of Directors' Meetings

6.07.1 Subject to the articles or by-laws of the Corporation, a majority of the minimum number of directors required by the articles constitutes a quorum at any meeting of directors; provided, however, that such quorum shall include at least one director from the advertiser sector and at least one another director from the communication agency or media sectors. Despite any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

6.08 Participation at Directors' Meetings by Electronic Means

6.08.1 If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting.

6.09 Regular Meetings

6.09.1 The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.10 Votes to Govern

6.10.1 At all meetings of the board, each director is authorized to exercise one (1) vote and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have an original vote but shall not have a second or casting vote.

6.11 Number of Meetings of the Board of Directors

6.11.1 The board of directors shall meet not less than three (3) times during each fiscal year.

6.12 Committees of the Board of Directors

6.12.1 Executive Committee:

- a. The board of directors shall appoint an Executive Committee composed of up to eight (8) directors;
- b. of the eight (8) directors on the Executive Committee there will be the Chairperson of the board of directors, all of the Vice-Chairpersons then holding that office, the President, the Secretary, the Treasurer and such other directors as may be appointed to the Executive Committee by the board of directors annually;
- c. each member of the Executive Committee shall be a voting member except the Secretary who shall be a non-voting member of the Executive Committee; and
- d. a quorum of the Executive Committee shall be not less than a majority of the members of the Executive Committee provided that included in such quorum must be one (1) representative of the advertiser sector and at least one (1) other person representing the communication agency sector or media sector.

6.12.2 The Executive Committee shall have the power and authority to:

- a. make financial commitments and expenditures up to a maximum of One Hundred and Fifty Thousand (\$150,000) Dollars in the aggregate for any one transaction without requiring the prior approval and authorization of the board of directors;
- b. make financial commitments and expenditures in excess of One Hundred and Fifty Thousand (\$150,000) Dollars in the aggregate for any one transaction after receiving the approval and authorization of the board of directors;

- c. make financial commitments and expenditures in excess of One Hundred and Fifty Thousand (\$150,000) Dollars in the aggregate for any one transaction without requiring the prior approval and authorization of the board of directors if the stated purpose of such commitment and expenditure relates to a situation that the Executive Committee has declared to be of an extremely confidential nature and/or time sensitive and if the board of directors' approval of such commitment and expenditure is subsequently affirmed by resolution of the board of directors; and
- d. at its option present policy recommendations, proposals and long-term goals and priorities for consideration by the board of directors in respect of any matter relating to the Corporation that may arise from time-to-time.

6.12.3 The Executive Committee shall submit to the board of directors of the Corporation, in a timely fashion, minutes of each formal meeting of the Executive Committee since the last proceedings of the board of directors.

6.12.4 **Other Committees:**

In addition to the Executive Committee the board may from time-to-time appoint any other committee or advisory body as the board deems necessary or appropriate for such purposes and, subject to the Act, vest in them such powers as the board shall see fit. Any such committee or advisory body may formulate its own rules of procedure, subject to such regulations or directions as the board may from time-to-time make.

6.12.5 **Removal of Committee Members:**

Any member of any committee or other advisory body may be removed by resolution of the board of directors.

SECTION 7 - INDEMNIFICATION

7.01 **Persons Entitled to Indemnification**

7.01.1 Every director or officer of the Corporation and every other person or legal entity who has undertaken or is about to undertake any liability on behalf of the Corporation, or who is deemed, adjudicated or otherwise declared by some competent authority or tribunal to be liable for the actions, or the failure to act

appropriately, or for the debts, of the Corporation or any corporation or entity controlled by the Corporation, and their heirs, executors and administrators, estate and effects, respectively, shall from time-to-time and at all times, be indemnified and saved harmless by the Corporation, out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such director, officer or other person or entity sustains or incurs in or about any action, suit or proceedings which is/are brought, commenced or prosecuted against him, or her, or it, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her or it, in or about the execution of the duties of his or her or its office, or in respect of any such liability; and
- b. all other costs, charges and expenses which he or she or it sustains or incurs in or about or in relation to the affairs of the Corporation. except such costs, charges or expenses as are occasioned by his or her or its own willful neglect or default.

7.02 Insurance

7.02.1 The Corporation shall purchase or maintain insurance for the benefit of any person referred to in subsection 7.01.1 of this by-law. Any action from time-to-time taken by the directors under subsections 7.01.1 and 7.02.1 of this by-law shall not require confirmation by the membership of the Corporation.

SECTION 8 - OFFICERS

8.01 Description of Offices

8.01.1 Unless otherwise specified by the board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chairperson of the Board** - The Chairperson of the board, if one is appointed, shall be a director. The Chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Chairperson shall have such other duties and powers as the board may specify.

- b. **Vice-Chairperson(s) of the Board** – The board may appoint one (1) but not more than two (2) Vice-Chairpersons of the board. Each shall be a director. If the chairperson of the board is absent or is unable or refuses to act, a Vice-Chairperson of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice-Chairperson or, if one or more than one Vice-Chairperson is appointed, the Vice-Chairpersons shall have such other duties and powers as the board may specify.
 - c. **President** – If appointed, the President may also be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board and section 138 of the Act, have general supervision of the activities and affairs of the Corporation.
 - d. **Secretary** – If appointed, the Secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
 - e. **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the board may specify.
- 8.01.2 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or President requires of them. The board may, from time-to-time and subject to the Act, vary, add to or limit the powers and duties of any officer.
- 8.01.3 Any two (2) offices of the Corporation may be held by the same person.

8.02 Vacancy in Office

- 8.02.1 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
 - b. the officer's resignation,
 - c. such officer ceasing to be a director (if being a director is a necessary qualification of appointment) or
 - d. such officer's death.
- 8.02.2 If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 9 - NOTICES

9.01 Method of Giving Notices

- 9.01.1 Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), shall, unless otherwise provided by the articles or by-laws or by the Act, be sufficiently given:
- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Sections 128 (Notice of directors) or 134 (Notice of change of directors); or
 - b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address or email address for that purpose; or
 - d. if provided in the form of an electronic document in accordance with Part 17 of the Act.
- 9.01.2 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication

shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

9.01.3 The Secretary may change or cause to be changed the recorded address or email of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

9.01.4 The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of any Provisions of this By-law

9.02.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.03 Omissions and Errors

9.03.1 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 10 - EFFECTIVE DATE

10.01 Effective Date

10.01. Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.