

BY-LAW NUMBER 1

being a by-law relating generally to the transaction of the business and affairs of

Carolinian Canada Coalition

BE IT ENACTED and it is hereby enacted as a By-Law of the ***Carolinian Canada Coalition*** hereinafter called the **Coalition** as follows:

ARTICLE 1 - HEAD OFFICE

1.01 The Head Office of the Coalition shall be in the City of London, in the County of Middlesex, and in the Province of Ontario.

ARTICLE 2 - CORPORATE SEAL

2.01 The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Coalition.

ARTICLE 3 - OBJECTS

3.01 The Objects of the Coalition shall be the following:

1. To preserve, protect and restore the flora and fauna of the Carolinian Life Zone in Southwestern Ontario, by organizing and participating in environmental projects.
2. To conduct research relating to environmental issues affecting the Carolinian Life Zone in Southwestern Ontario and to disseminate the results of such research to the public.
3. To educate and increase the public's understanding of the importance of conserving the natural features of the Carolinian Life Zone in southwestern Ontario by developing and offering educational materials and programs.

ARTICLE 4 - MEMBERSHIP

4.01 Classes: The membership shall be divided into two (2) classes, namely Individual Membership, and Group Membership. The membership shall consist of those applicants who have received approval by the Board of Directors, which may either

accept or reject the application in its discretion.

4.02 Individual Membership: Any person who supports the Objects of the Coalition may be granted an Individual Membership. An applicant for Individual Membership may become a member on his or her signed application or electronic equivalent being received by the Secretary in the prescribed form, payment of the appropriate fees and dues, and approval by the Board of Directors.

4.03 Group Membership: Any corporation, group or organization which supports the Objects of the Coalition may be granted a Group Membership. An applicant for Group Membership may become a member on its application being received by the Secretary in the prescribed form, payment of the appropriate fees and dues, and approval by the Board of Directors. Each Group Member shall appoint or elect a representative and alternate representative and shall notify the Secretary of the Coalition of the names of these persons. The Group Member shall act at all meetings of the Coalition through its representative or, in the absence of the representative, through its alternate representative or the representative's proxy.

4.04 Member Rights: All members in good standing shall have the right to speak and make representations at meetings of the Coalition. Each Individual and Group Member in good standing shall have one vote on each question arising at any special or general meeting of the members. A person must be a member in good standing for a minimum of four (4) weeks prior to any general or special meeting before any voting rights shall vest.

4.05 Powers of the Board: The Board of Directors may, from time to time, create new classes of membership, modify the existing classes and impose such conditions or privileges of membership for any class of membership as it may deem appropriate.

4.06 Termination: Membership shall be terminated:

- (i) If the member by notice in writing to the Coalition resigns, which resignation shall be effective upon receipt thereof by the Board of Directors;
- (ii) If the member fails to pay his / her annual dues within a designated time. If such arrears are not paid by such designated time the Board may pass a resolution or establish a general procedure for authorizing the removal of such member from the register of members of the Coalition and thereupon such person shall cease to be a member of the Coalition. Any such member may re-apply for membership in the Coalition;
- (iii) If, upon recommendation by the Board, a resolution requiring that member to resign is passed by a vote of two-thirds (2/3) of the members at an annual or special meeting of members. Prior notice of such a motion must be sent to the member in question and that member shall be given an opportunity to address the meeting prior to the motion being called, or

- (iv) On death or dissolution.

ARTICLE 5 - BOARD OF DIRECTORS

- 5.01 Directors:** The affairs of the Coalition shall be managed by a Board of Directors. Until changed in accordance with the *Canada Corporations Act* (the "Act"), the number of Directors following the first annual meeting after incorporation shall total up to eighteen (18) and not less than ten (10). Not more than nine (9) individuals from the Individual Membership class shall be elected as Directors by the Coalition membership. The Board of Directors shall appoint the immediate Past Chair as a Director unless the membership has removed the Past Chair as a Director or the Past Chair declines to be on the Board. Not less than nine (9) individuals who are representatives of Group Members shall be elected as Directors by the Coalition membership. Only one representative from a particular Group Member may be elected as a Director. With the foregoing balance of the individual and group membership in mind, the Board of Directors shall, by resolution, determine the number of Directors to be elected by the membership. The Board may fill a casual vacancy until the next annual general meeting as noted in Article 5.07. Directors must be individuals, eighteen (18) years of age, with power under the law to contract. All Directors and all Groups electing or appointing representatives must be members or become members of the Coalition within 30 days of the individual Director's election or appointment. Groups must agree to accept support responsibilities for their representatives.
- 5.02 First Directors:** The applicants for incorporation shall become the first Directors of the Coalition. Their term of office on the Board shall continue until their successors are elected at the first annual meeting. At the first annual meeting of the Coalition, the Board of Directors then elected shall replace the first Directors named in the Letters Patent of the Coalition. To facilitate staggering of Board members, up to nine (9) Directors from the Individual Member class shall be elected by the Coalition membership at the first annual meeting, approximately one-third (1/3) for a one (1) year term, one-third (1/3) for a two (2) year term and one third (1/3) for a three (3) year term. At the same annual meeting, not less than nine (9) Directors shall be elected by the Coalition membership from among the individuals acting as Group Member representatives, approximately one-third (1/3) for a one year term, one-third (1/3) for a two year term and one-third (1/3) for a three year term. Directors elected at the first annual general meeting may include Directors named in the Letters Patent of the Coalition.
- 5.03 Term:** Directors shall be elected by the full Coalition membership at each annual general meeting of members for a term of three (3) years. The total number of Directors to be elected shall include replacements for positions vacated for a one or two year term as outlined in Article 5.07 and shall complete the complement of ten

(10) to eighteen (18) Directors in office.

5.04 Limitation: No Director who has served more than two (2) consecutive three (3) year terms shall be eligible for re-election for a third consecutive three year term, except where the Board shall waive this limitation with cause and by resolution. At least a one year break in service shall normally be required before eligibility for election as a Director is renewed.

5.05 Vacancies: The office of a Director shall be automatically vacated:

- (i) if the Director by notice in writing to the Coalition resigns the office, which resignation shall be effective at the time it is received by the Secretary of the Coalition, or at the time specified in the notice, whichever is later;
- (ii) if the Director is found by a court to be a mentally incompetent person or becomes of unsound mind;
- (iii) if the Director becomes bankrupt, suspends payments of debts generally, compounds with creditors, makes an unauthorized assignment, or is declared insolvent;
- (iv) if, at a duly called special general meeting of members for which notice of such a motion has been sent to the Director in question and an opportunity has been given to the Director to address the meeting prior to the motion being called, a resolution is passed by two-thirds (2/3) of the members present that the Director be removed from office;
- (v) If the Director is unable to fulfill his responsibilities due to physical incapacity
- (vi) on death; or
- (vii)** If a Group, that has had a Director elected, indicates to the Coalition by notice in writing that
 - (a) it has terminated that representative , or
 - (b) it has replaced that representative.At the next annual general meeting that former Director shall be eligible for nomination as a new candidate from the Individual membership or eligible for nomination to fill the vacancy from the Group membership if he or she is again a Group representative, except as limited in Article 5.04 or 5.05.

5.06 Attendance: A Director who is absent for two (2) consecutive meetings of the Board of Directors, without notice and explanation, at the discretion of the Board of Directors may be requested to resign from the Board of Directors before the expiration of his or her term of office. No such formal request shall be made before notice has been sent to the Director and that Director has had an opportunity to address the Board prior to the decision being made.

5.07 Replacements: Any vacancy on the Board of Directors, however caused, shall be filled by the next annual meeting of the members at which the Directors for the ensuing year are elected. Any such vacancy may be filled at any time during the year by polling the Board of Directors, at which time Directors may be appointed by the Board from the runners-up of the previous annual meeting or otherwise, that have been supplied by the Board Development Committee. If there is not a quorum of Directors due to vacancies or absences, the remaining Directors shall forthwith call a meeting of the Board, or a meeting of the membership if necessary, to appoint or elect the required number of Directors to establish said quorum.

ARTICLE 6 - DIRECTORS MEETINGS

6.01 General: The Board shall meet at least four (4) times annually, at least two of which shall be in person. One-third (1/3) of the sitting Board members shall constitute a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. Directors' meetings may be formally called by the Chair, Vice-Chair in lieu of the Chair, or by the Secretary on direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of six (6) Directors. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

6.02.1 Telephone Participation: The Directors of the Coalition may meet by teleconference provided that either all of the Directors of the Coalition consent thereto in respect of a particular meeting or if meetings by teleconference have been approved by a resolution passed by the Board of Directors at a meeting of the Directors. A Director participating in such a meeting by such means is deemed to be present at the meeting.

6.02.2 Other Participation: The Directors may meet by other electronic means that permit each Director to communicate adequately with each other, provided that:

a) 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;

b) each Director has equal access to the specific means of communication to be used; and

c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

6.03 Notice: Notice of the time and place of each Board meeting shall be given to each Director before the meeting is to take place in the manner provided in section

27, i.e. in not less than ten (10) days if sent by mail and not less than seven (7) days if sent by any other means. The statutory declaration of the Secretary or Chair, that notice has been given pursuant to this by-law, shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of any such meeting shall be necessary if it is declared when all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour and place to be named and of such regular meeting no notice need be sent.

ARTICLE 7 - VOTING, BOARD OF DIRECTORS

7.01 Each Director except the Chair shall have one vote. Questions arising at any meeting of Directors shall be decided by a majority of votes unless the Act or these by-laws provide otherwise. In case of an equality of votes, the Chair shall be allowed to vote. All votes at any such meeting shall be taken by secret ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, his or her duties may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

ARTICLE 8 - POWERS OF DIRECTORS

8.01 General: The Directors of the Coalition may administer the affairs of the Coalition in all things and make or cause to be made for the Coalition, in its name, any kind of contract which the Coalition may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Coalition is by its Letters Patent and Supplementary Letters Patent or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Coalition, for such consideration and upon such terms and conditions as they may deem advisable.

8.02 Expenditures: The Directors shall have power to authorize expenditures on behalf of the Coalition from time to time and may delegate by resolution to an officer or officers of the Coalition the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest

may be made available for the benefit of promoting the interest of the Coalition in accordance with such terms as the Board of Directors may prescribe.

8.03 Budget Approval: The Board shall normally approve the Coalition's budget for the immediately following fiscal year within sixty (60) days of year end and may provide the approved budget to the members at that time, as well as in the information package for the Annual General Meeting.

8.04 Agents and Employees: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

8.05 Rules: The Board of Directors may make such rules as required for the conduct of its affairs.

ARTICLE 9 - REMUNERATION OF DIRECTORS

9.01 Restrictions: The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director shall be paid reasonable expenses incurred in the performance of his or her duties. No person may serve on the Board of Directors if that person holds a paid or contracted position with the Coalition.

ARTICLE 10 - INTEREST OF DIRECTORS IN CONTRACTS

10.01 Disclosure: It shall be the duty of every Director of the Coalition who is in any way, whether directly or indirectly, interested in a contract, funding request or arrangement with or concerning the Coalition to declare the nature and extent of such interest. The declaration shall be made to the extent, in the manner, and at the time required by the applicable provisions of the *Canada Corporations Act* for the time being in force and shall be recorded in the meeting minutes. The Director shall refrain from voting in respect of the contract or arrangement or proposed contract or arrangement, if and when prohibited by the *Canada Corporations Act*. An individual who is interested in a contract or arrangement as described above, shall not be present in the room during any discussion on the subject matter in question, unless specifically invited to be part of the discussion by the Board of Directors. Where a disinterested quorum cannot be obtained, a contract may be confirmed by a majority of votes cast at a general meeting of Members called for that purpose.

ARTICLE 11 - OFFICERS

11.01 General: There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, a Past-Chair, and other Officers such as Executive Director, as the Board of Directors may determine from time to time. One person may hold more than one office except the offices of Chair and Vice-Chair. The Officers shall be installed for their respective terms at the first meeting of the Board and shall be confirmed at every annual meeting. Other Officers of the Coalition, such as Executive Director, need not be members of the Board or of the Coalition and in the absence of Board written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board.

11.02 Vacancies: The office of the Chair, Vice-Chair, Treasurer, Secretary or any other Officer shall be automatically vacated:

- (i) if the Officer by notice in writing to the Coalition resigns the office, which resignation shall be effective at the time it is received by the Chair, or at the time specified in the notice, whichever is later;
- (ii) if the Officer is found by a Court to be a mentally incompetent person or becomes of unsound mind;
- (iii) if the Officer becomes bankrupt, suspends payments of debts generally, compounds with creditors, makes an unauthorized assignment, or is declared insolvent;
- (iv) if the Officer ceases to be a Director and such is a necessary qualification of appointment;
- (v) upon the appointment of a successor;
- (vi) at the meeting at which the Directors annually install the Officers of the Coalition;
- (vii) if the Officer is removed after notice has been given and an opportunity provided to address the meeting; or
- (viii) on death.

If the office of any Officer of the Coalition shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

11.03 Removal of Officers: Officers shall be subject to removal by resolution of the Board of Directors at any time, with cause.

ARTICLE 12 - DUTIES OF CHAIR

12.01 The Chair shall, when present, preside at all meetings of the members of the Coalition and of the Board of Directors. The Chair shall also be charged with the general supervision of the affairs and operations of the Coalition. The Chair with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws, binding contracts and co-sign with the Treasurer cheques issued. In the event that there are ad hoc or Standing Committees of the Coalition, the Chair shall serve as a member ex-officio of any and all Committees of the Coalition.

ARTICLE 13 - DUTIES OF VICE-CHAIR

13.01 During the absence or inability of the Chair, his or her duties and powers maybe exercised by the Vice-Chair, and if the Vice-Chair, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto. The Vice-Chair shall also perform such other duties as may from time to time be determined by the Board of Directors.

ARTICLE 14 - DUTIES OF SECRETARY

14.01 The Secretary shall be ex officio clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and members and ensure that all facts and minutes of all proceedings are recorded in the books kept for that purpose. The Secretary shall give all notices required to be given to the members and to Directors. He or she shall be the custodian of the seal of the Coalition and of all books, papers, records, correspondence, contracts and other documents belonging to the Coalition which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such persons or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

ARTICLE 15 - DUTIES OF TREASURER

15.01 The Treasurer, or person performing the usual duties of a Treasurer, shall arrange for full and accurate accounts of all receipts and disbursements of the Coalition to be kept in proper books of the name and to the credit of the Coalition in such chartered bank, trust company, credit union or such other financial institution as may from time to time be designated by the Board of Directors. The Treasurer, or person performing the usual duties of a Treasurer, shall disburse the funds of the Coalition under the direction of the Executive Director as approved by the Board of

Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Coalition. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

ARTICLE 16 - DUTIES OF PAST-CHAIR

16.01 The Past-Chair shall serve as a member of the Board Development Committee at his or her discretion and he or she shall perform such other duties as may from time to time be requested by the Board of Directors.

ARTICLE 17 - DUTIES OF OTHER OFFICERS

17.01 Executive Director: The Executive Director shall be responsible to the Board for administration and assignments within the policies, directives, budgets and priorities established by the Board. He or she shall:

i have general charge of the activities, affairs and property of the Coalition;
ii have the power and the responsibility to hire, retain, promote, dismiss, and supervise the employees and other agents of the Coalition, subject to any approval of long term contracts reserved by the Board

iii advise the Treasurer, or person performing the usual duties of a Treasurer, re disbursement of funds

iv perform such other duties and have such other powers not inconsistent with these bylaws, as may be assigned from time to time by the Board.

17.02 The duties of all other Officers of the Coalition shall be such as the terms of their engagement call for or the Board of Directors requires of them.

ARTICLE 18 - STANDING COMMITTEES

18.01 The Board Development Committee: The Board Development Committee shall be a Standing Committee of the Board and shall consist of at least four (4) Board members. The Past-Chair of the Coalition, or such other Director as may from time to time be determined by the Board of Directors, shall act as Chair of the Board Development Committee. The Board Development Committee shall prepare a slate of nominees for the Board of Directors from Coalition members and non-members, including representatives from Groups, and shall also prepare a slate of nominees for the officer positions of Chair, Vice Chair, Secretary, Treasurer or

Secretary-Treasurer and present the slates to the Board of Directors for approval a minimum of three (3) weeks prior to the annual meeting. The Board Development Committee may receive nominations from members in good standing which nominations should be seconded by a member in good standing provided that the said nominations are in writing and received by the Chair of the Board Development Committee at least fourteen (14) days in advance of the annual meeting. The Board Development Committee shall also be concerned with skills development for Board members and succession planning for the Board and Officers.

18.02 The Management Committee: The Management Committee shall be a Standing Committee of the Board and shall consist of four (4) Board members with power to add up to six (6) non Board members. The Chair of the Management Committee shall be the Chair of the Board of Directors or such other Director as approved by the Board. The Management Committee responsibilities shall include planning, developing, and monitoring proposals for programs and projects and recommending them to the Board for approval.

18.03 Other Standing Committees:

Finance Committee: The Finance Committee shall be composed of at least three (3) Board members including the Treasurer.

Audit Committee: The Audit Committee shall be composed of three (3) Board members.

Fundraising Committee: The Fundraising Committee shall be composed of four (4) Board members with power to add up to eight (8) non Board members

The responsibilities and duties of these Standing Committees shall be set by the Board from time to time.

18.04 Other Committees: The Board of Directors may, from time to time, create new standing or ad hoc committees and designate the duties of those standing committees as it may deem appropriate.

18.05 General: Members of any standing or ad hoc committee may be appointed or removed by resolution of the Board of Directors. There shall be no remuneration paid to members of these committees who are also members of the Board of Directors. It is desirable that a member of the Board of Directors shall sit on every committee and that Director shall report to the Board of Directors on the affairs of that committee.

ARTICLE 19 - LIABILITY OF DIRECTORS AND OFFICERS

19.01 Standard of Care: Every Director and Officer of the Coalition in exercising his or

her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Coalition; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Coalition shall comply with the *Canada Corporations Act*, the regulations, Letters Patent, by-laws and any other applicable laws.

19.02 Indemnity of Directors and Officers: Every Director or Officer of the Coalition or other person who has undertaken or is about to undertake any liability on behalf of the Coalition 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 by the Coalition, from and against:

- i) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Coalition, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

19.03 Insurance for Directors and Officers: The Coalition shall purchase and maintain insurance for the benefit of the Directors and Officers of the Coalition their heirs and legal representatives against any liability incurred in his or her capacity as a Director or Officer of the Coalition, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Coalition; or in his or her capacity as a Director or Officer of another body corporate where he or she acts or acted in that capacity at the Coalition's request, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the body corporate.

ARTICLE 20 - EXECUTION OF DOCUMENTS

20.01 General: Contracts, documents or any instruments in writing requiring the signature of the Coalition shall be signed by such Officer or Officers or agent or agents, whether or not Officers of the Coalition, and in such manner as the Board of Directors may from time to time designate by resolution. All contracts, documents and instruments in writing so signed shall be binding upon the Coalition without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Coalition to sign ongoing reports and memoranda and other documents and instruments in writing.

The Directors may give the Coalition's power of attorney to any registered dealer in securities for the purpose of transferring and dealing with any stocks, bonds or other securities of the Coalition. The seal of the Coalition when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by an Officer or Officers appointed by resolution of the Board of Directors.

20.02 Payments: 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 agent or agents, whether or not Officers of the Coalition, and in such manner as the Board of Directors may from time to time designate by resolution.

20.03 Deposits of Securities for Safekeeping: The securities of the Coalition shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Coalition signed by such Officer or Officers, agent or agents of the Coalition, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

20.04 Powers of the Board: Notwithstanding any provisions to the contrary contained in the by-laws of the Coalition, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom, any particular instrument, contract or obligations of the Coalition may or shall be executed.

ARTICLE 21 - DUES

21.01 There shall be dues and fees payable by the members of each class as shall from time to time be fixed by the Board of Directors. The Board of Directors may in its discretion and on request waive all or any part of the fees and dues.

ARTICLE 22 - MEMBER MEETINGS

22.01 General: The annual or any other general meeting of the members shall be held at the head office of the Coalition or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. A quorum for the transaction of business at any meeting of members shall consist of ten (10) members in good standing.

The Chair or the Board of Directors by resolution shall have power to call at any

time a general meeting of the members of the Coalition. Upon the request in writing of 5% of the voting rights, but not less than ten (10) members, the Chair shall call within thirty (30) days of the written request a general meeting of the members of the Coalition.

22.02 Annual Meeting: An annual meeting shall be held each year. In addition to any other business that may be transacted, at every annual meeting, the report of the Directors, the financial statement, and the report of the auditors if available, shall be presented, a Board of Directors shall be elected, auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed. The auditor shall not be a Director, Officer or employee of the Coalition without the prior consent of all of the members. If the final report of the auditors is not available for the annual meeting, an oral report shall be presented, and a final report shall be published later in a newsletter, or sent to those members attending the annual meeting and to any other members on request.

22.03 Elections: The received written nominations for Directors as developed in Article 18.01 shall be presented at every Annual Meeting. An election by ballot shall be held when necessary. The recommended slate of the Board Development Committee, and those who have been nominated in writing prior to the annual meeting shall stand for election. The members receiving the highest number of votes shall be elected to the extent that there are available positions on the Board for that election.

ARTICLE 23 - NOTICE of MEMBER MEETINGS

23.01 Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy. Written notice of the time and place of every annual or special general meeting of the members shall be given to each member in the manner provided in Article 27. Notice for the annual meeting shall be given not less than twenty-one (21) days (and not less than thirty (30) days if sent by mail) before the time fixed for holding such meeting. Any meeting of members may be held at any time and place without such notice if all the members of the Coalition are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Coalition at any annual or general meeting may transact.

ARTICLE 24 - VOTING OF MEMBERS

24.01 Voting Rights: Each voting member present at a meeting shall have the right to exercise one vote if their membership dues have been paid at least four (4) weeks prior to the meeting. Every member entitled to vote at meetings of membership

may by instrument in writing appoint a proxy who need not be a member of the Coalition, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting in the manner and to the extent of the power conferred by proxy.

24.02 Proxies: The instrument appointing a proxy, in the format below, shall be in writing under the hand of the appointer or their attorney, authorized in writing, or attorney so authorized, and shall state the date on which it ceases to be valid. If the proxy does not state such a date, it shall cease to be valid after the expiration of one year from the date thereof. The instrument appointing a proxy may be in such form as the Directors may from time to time prescribe or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the Coalition prior to the commencement of any meeting, before any vote is cast under its authority, or at such earlier time and in such manner as the Board of Directors may prescribe in accordance with the *Canada Corporations Act*.

The undersigned voting member of the Carolinian Canada Coalition hereby appoints [name], or failing such person [insert another name] as the proxy of the undersigned to attend and act at the meeting of the members to be held on [date] at [place], and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if the undersigned were present at the said meeting [signature and date].

24.03 General: At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the Act, the by-laws of the Coalition or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and any entry to that effect in the minutes of the Coalition shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour drawn. If a poll be demanded and not withdrawn the question shall be decided by a majority of votes cast by the members present in person or by proxy. Such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Coalition in general meeting upon the matter in question. In case of an equality of votes, whether upon a show of hands or at a poll, the motion shall fail.

ARTICLE 25 - ADJOURNMENTS

25.01 Any meetings of the Coalition or of the Directors may be adjourned to any time from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment

took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 26 - AMENDMENTS TO THIS BY-LAW

26.01 No repeal or amendment to this by-law shall be valid unless passed by two-thirds (2/3) of the members of the Board of Directors at a meeting to be called for the purpose of considering such by-law and until ratified at a general meeting of the Coalition by two-thirds (2/3) of the members present at any properly constituted meeting of the Coalition. Any such consideration shall be specifically provided for in the notice for that meeting. No repeal or amendment to this by-law shall be enforced or acted upon until it has received the approval of the Minister where required by the *Canada Corporations Act*.

ARTICLE 27 - NOTICE

27.01 General: Except where otherwise required by law, by this by-law or as designated from time to time by the Board of Directors, whenever notice is required to be given, such notice may be given either personally, by facsimile or by electronic mail or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the Director, Officer or member at the address which appears on the books of the Coalition. A notice or other document so sent by post shall be held to be sent at the time when it was deposited at the post office or public letter box. Except where otherwise required by law, by this by-law or as designated from time to time by the Board of Directors, notice by mail shall be sent ten (10) days in advance and by any other means allowed seven (7) days in advance of the purpose for which it is intended. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be his or her last address recorded on the books of the Coalition.

27.02 Omissions and Waiver: The accidental omission to give any notice or the non-receipt of any notice or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon. Any member (or a duly appointed proxy holder), Director, or Officer may at any time waive any notice required to be given. Such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE 28 - BOOKS AND RECORDS

28.01 The Directors shall see that all necessary books and records of the Coalition required by the by-laws of the Coalition or by any applicable statute or law are regularly and properly kept.

ARTICLE 29 - RULES AND REGULATIONS

29.01 The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Coalition as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Coalition when they shall be presented for confirmation. Failing such confirmation such rules and regulations shall at and from time to time cease to have any force and effect.

ARTICLE 30 - FINANCIAL YEAR

30.01 Unless otherwise ordered by the Board of Directors, the fiscal year of the Coalition shall terminate on the 31st day of March in each year.

ARTICLE 31 – MISCELLANEOUS

31.01 Honourary Directors: The Board at any meeting may elect any one or more persons as “Honourary Directors” to serve for such terms as may be specified by the Directors. Honourary Directors may attend and join in the discussions at any meeting of the Board but shall not be entitled to notice thereof; shall not be counted as Directors for quorum or any other purposes; shall have no vote or responsibilities for the management or direction of the Coalition or any authority related thereto.

31.02 Patron: The Board at any meeting may appoint any one or more persons to the honorary office of “Patron”. Patrons may assist with ceremonial and recognition of achievement but shall have no responsibilities for the management or direction of the Coalition, or any authority related thereto.

ARTICLE 32 - INTERPRETATION

32.01 In these by-laws and in all other by-laws of the Coalition hereafter passed unless the context otherwise requires, words importing the singular number or the

masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations, except where such references relate to voting rights.

Passed by the Board of Directors and sealed with the corporate seal

this _____ day of _____, 2006.

Chair

Secretary