



FUNCTIONAL TRANSIT WINNIPEG

By-Law No. 1

Effective February 29, 2016

Revision 1.1

Updated June 4, 2020



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APPENDIX A: REFERENCED SECTIONS OF THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT S.C.

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BE IT ENACTED as a by-law of Functional Transit Winnipeg as follows:

1. GENERAL

1.1. Definitions

The definitions below are used in this by-law and all other by-laws of Functional Transit Winnipeg unless the context otherwise requires:

"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.

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of Functional Transit Winnipeg.

"the board" means the board of directors of Functional Transit Winnipeg.

"by-law" means this by-law and any other by-laws of Functional Transit Winnipeg. as amended and which are, from time to time, in force and effect.

"director" means a member of the board of Functional Transit Winnipeg.

"executive" means a member of the *executive committee* of Functional Transit Winnipeg.

"executive committee" means members of the board of the Functional Transit Winnipeg that are elected by the board through *special resolution*.

"member" means a member of Functional Transit Winnipeg as described in section 4. Membership.

"ordinary resolution" means a resolution passed by a 50% + 1 members of the votes cast on that resolution.

"proposal" means a proposal submitted by a member of Functional Transit Winnipeg that meets the requirements of Section 163 (Shareholder Proposals) of the Act and section 11.1.

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

"supporter" means a member of the public that is listed in support of Functional Transit Winnipeg's mission statement but is not a registered member as described in section 4. Membership.

1.2. Interpretation

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.

Other than as specified in 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these *by-laws*. Unless specified, communication in writing can be through electronic or physical means.

2. ADMINISTRATION

2.1. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by Functional Transit Winnipeg must be signed by any two (2) of its *directors*. In addition, *the board* may, from time to time, authorize a person or persons to execute a document on behalf of Functional Transit Winnipeg. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing *director* may certify a copy of any instrument, resolution, *by-law* or other document of Functional Transit Winnipeg to be a true copy thereof.

2.2. Financial Year End

The financial year end of Functional Transit Winnipeg shall be determined by the *board of directors*.

2.3. Banking Arrangements

The banking business of Functional Transit Winnipeg 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 an *ordinary resolution*. The banking business or any part of it shall be transacted by a director or directors of Functional Transit Winnipeg and/or other persons as the *board of directors* may by *ordinary resolution* from time to time designate, direct or authorize.

2.4. Annual Financial Statements

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

3. CORPORATE PURPOSE

3.1. Vision

The vision of Functional Transit Winnipeg is to become an organization that works with public transit stake holders and all levels of government to achieve the mission of Functional Transit Winnipeg.

3.2. Mission

To advocate for a viable public transit system that is frequent, accessible and affordable. A viable transit system is one that is competitive with other modes of transportation in terms of overall trip times and accesses diverse destinations.

4. MEMBERSHIP

4.1. Membership Conditions

Subject to the *articles*, there shall be one class of members in Functional Transit Winnipeg. Membership in Functional Transit Winnipeg shall be available only to individuals interested in furthering Functional Transit Winnipeg's vision and mission and been accepted into membership in Functional Transit Winnipeg by an *ordinary resolution* of the *board*. Each member shall be entitled to receive notice of (as per section 5.3), attend and vote at all meetings of the members of Functional Transit Winnipeg.

Pursuant to Subsection 197(1) (Fundamental Change) of the *Act*, a *special resolution* of the members is required to make any amendments to this section of the *by-laws* if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.2. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) year of the membership renewal date, the members in default shall automatically cease to be members of Functional Transit Winnipeg, and will be listed as a *supporter* unless the member has indicated to be removed from the *supporter* list.

- a) Membership dues will be due annually at a date set by the board.
- b) If the board changes the due date for membership dues, the amount of time between consecutive due dates cannot be less than ten (10) calendar months.
- c) The membership due rate will be set by the board
- d) The board must provide three (3) calendar months notice to the membership before any change in membership dues.
- e) When setting the membership dues rate, the board must consider that Functional Transit Winnipeg wishes to ensure that financial status does not impede the public from becoming members, and as such members to whom the amount imposes barriers to maintaining membership may request this fee to be waived at the discretion of the board, or any two members thereof.

4.3. Termination of Membership

A membership in Functional Transit Winnipeg is terminated when:

- a) The member dies, or, 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 in section 4.1 of these *by-laws*;
- c) The member fails to pay membership dues, or fails to request these dues be waived, as described in section 4.2.
- d) The member resigns by delivering a written resignation to the president of Functional Transit Winnipeg. in which case such resignation shall be effective on the date specified in the resignation;
- e) The member is expelled in accordance with section 4.4 below or is otherwise terminated in accordance with the *articles* or *by-laws*;
- f) The member's term of membership expires; or
- g) Functional Transit Winnipeg is liquidated or dissolved under the act.

Subject to the *articles*, upon any termination of membership, the rights of the member, including any rights in the property of Functional Transit Winnipeg, automatically cease to exist.

4.4. Discipline of Members

The *board* shall have authority to suspend or expel any member from Functional Transit Winnipeg for any one or more of the following grounds:

- a) Violating any provision of the *articles*, *by-laws*, or written policies of Functional Transit Winnipeg;
- b) Carrying out any conduct which may be detrimental to Functional Transit Winnipeg as determined by the *board* through *ordinary resolution*;
- c) For any other reason that the *board* in its sole and absolute discretion considers to be reasonable, having regard to the purpose of Functional Transit Winnipeg.

In the event that the *board* determines that a member should be expelled or suspended from membership in Functional Transit Winnipeg, the president, or such other *executive* 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. The member may make written submissions to the president, or such other *executive* as may be designated by the *board*, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other *executive* as may be designated by the *board*, may proceed to notify the member that the member is suspended or expelled from membership in Functional Transit Winnipeg. If written submissions are received in accordance with this section, the *board* will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The *board's* decision shall be final and binding on the member, without any further right of appeal.

5. MEETINGS OF MEMBERS

5.1. Calling of Meetings

An annual general meeting of members must occur at least once every calendar year and is called by the *board*. The *board* may call additional meeting of members at any time through *ordinary resolution*. Members may request additional meeting of members, upon which the board must, through *ordinary resolution*, address the request at the next board meeting.

5.2. Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be members of Functional Transit Winnipeg and such other persons who are entitled or required under any provision of the *Act*, *articles* or *by-laws* of Functional Transit Winnipeg to be present at the meeting. Any other person may be admitted unless the board or the *executive committee*, through *ordinary resolution*, make the meeting members only.

5.3. Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by one of the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 28 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 28 days before the day on which the meeting is to be held.

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

5.4. Chair of the Meeting

In the event that the chair of the *board* and the vice-chair of the *board* are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

5.5. Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be met if board quorum is met as specified in section 7.5. 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.

5.6. Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the *articles* or *by-laws* or by the *Act*, be determined by an *ordinary resolution*. In case of an equality of votes either on a show of



hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.7. Absentee Voting

Votes cast by members not present at the meeting shall not qualify as a casting vote and will not be counted.

6. DIRECTORS

6.1. Board of Directors

The affairs of Functional Transit Winnipeg shall be governed by a *board of directors* comprised of at least five (5) *directors* and a maximum of ten (10) *directors* selected from the members of Functional Transit Winnipeg.

6.2. Nomination

At least two (2) months before the annual general meeting, the board will appoint a nomination committee, which shall consist of not less than three (3) members and up to a maximum of six (6) members. The nomination committee will present a slate of director candidates at least three (3) weeks before the election date. The nomination committee will also be responsible for creating the paper ballot.

6.3. Election

All nominees must express their willingness to stand either by being present at the elections or by written consent. Elections shall take place at the annual general meeting. Each director shall be confirmed by an *ordinary resolution* by the membership present at the annual general meeting.

Voting will be confirmed by a paper ballot. The ballot will consist of each nominee's name in alphabetical order, with two boxes beside each name, labeled 'YES' and 'NO'. Each member may vote 'YES' on their ballot as many times as there are vacant positions available.

If there are contested director positions, nominees will be confirmed in order of the number of 'YES' votes they receive. In the event of a tie for the last vacant director position, a run-off election between the two tied nominees will be held.

6.4. Interim Board Appointments

Should a vacancy exist during the fiscal year of the Corporation, new directors may be appointed at a meeting of the board by an *ordinary resolution* of the directors. Any director brought onto the board in this manner must stand for election at the next annual general meeting.

6.5. Election and Term

Subject to the *articles*, the members will elect the *directors* at the first meeting of members and at each succeeding annual meeting at which an election of *directors* is required, and the *directors* shall be elected to hold office for a term expiring not later than the close of the third (3rd) annual meeting of members following the election.

6.6. Eligibility

Any person is eligible to be a *director* of Functional Transit Winnipeg who:

- a) Meets the eligibility requirements for membership in Functional Transit Winnipeg set out in article 4.1 Membership Conditions.
- b) Has been a member of Functional Transit Winnipeg for a length of time exceeding six (6) months.
- c) Is not an employee of Functional Transit Winnipeg.
- d) Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.
- e) Is at least eighteen (18) years old.
- f) Is not in “bankrupt” status (a person who has previously been bankrupt may be a director after they have received their full discharge).
- g) Is an individual (a corporation cannot be a director)

The board, at their discretion, may reduce the length of time required under item 6.6 b).

6.7. Removal of a Director

A *director* shall automatically cease to hold office if:

- a) A *special resolution* is passed by the members of Functional Transit Winnipeg voting at a meeting duly called for that purpose.
- b) The *director* otherwise ceases to be eligible as a member under the terms of section 4.1 Membership Conditions of these *by-laws*;
- c) Resignation from the *board* must be in writing and received by the Secretary.
- d) The *board* member has three (3) consecutive absences without due notice from board meetings in a year.

6.8. Remuneration of Directors

The *directors* shall receive no remuneration for acting as such and no *director* shall directly or indirectly receive any profit from their position. *Directors* may receive reasonable compensation for expenses incurred by them in the normal course of their duties as agreed upon by the board.

7. MEETINGS OF DIRECTORS

7.1. Calling of Meetings

Meetings of the *board* may be called by the president of the *board*, the vice president of the *board* or any two (2) *directors* at any time.

7.2. Persons Entitled to be Present

The only persons entitled to be present at a meeting of the board shall be the *directors* of Functional Transit Winnipeg and such other persons who are entitled or required under any provision of the *Act*, *articles* or *by-laws* of Functional Transit Winnipeg to be present at the meeting. Any other person may be admitted unless the board or the *executive committee*, through *ordinary resolution*, make the meeting *directors* only.

7.3. Notice of Meeting

Notice of the time and place for the holding of a meeting of the *board* shall be given to every *director* of Functional Transit Winnipeg not less than 14 days before the time when the meeting is to be held by one of the following methods:

- a) Delivered personally to the latest address as shown in the last notice that was sent by Functional Transit Winnipeg in accordance with Section 128 (Notice of directors) or Section 134 (Notice of change of directors);
- b) By telephonic, electronic or other communication facility at the *director's* recorded address for that purpose; or
- c) By an electronic document in accordance with Part 17 of the *Act*.

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-law* otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of *directors* shall specify any matter referred to in Section 138 (Delegation & Limits on Authority) of the *Act* that is to be dealt with at the meeting.

7.4. Regular Meetings

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 Section 136(3) (Notice of meeting) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5. Quorum

A quorum at any meeting of *directors* (unless a greater number of *directors* are required to be present by the *Act*) shall be 50% plus one of the *directors*. 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.

7.6. Votes to Govern

At all meetings of the *board*, every question shall be decided by an *ordinary resolution* of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

7.7. Absentee Voting

E-voting, by way of electronic mail or message, outside a regular board meeting may be allowed in certain circumstances in keeping with current *board* policy.

7.8. Committees

The *board* may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the *board* shall see fit. Any such committee may formulate its own rules of procedure, subject to such *regulations* or directions as the *board* may from time to time make. Any committee member may be removed by resolution of the *board of directors*.

8. EXECUTIVE COMMITTEE

The *executive committee* are members of the board of the Functional Transit Winnipeg that are elected by the board through *special resolution*.

8.1. Description of the Roles of the Executive Committee

President – The president is the chair of the *board* and chief executive officer of Functional Transit Winnipeg. The president shall, when present, preside at all meetings of the *board of directors* and of meetings of members. The president shall be responsible for implementing the strategic plans and policies of Functional Transit Winnipeg. The president shall, subject to the authority of the board, have general supervision of the affairs of Functional Transit Winnipeg. The president shall have such other duties and powers as the *board* may specify.

Vice President - The vice president of the *board*, if one is to be appointed. If the chair of the *board* is absent or is unable or refuses to act, the vice-chair of the *board*, if any, shall, when present, preside at all meetings of the *board of directors* and of the members. The vice-chair shall have such other duties and powers as the *board* may specify.



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 Functional Transit Winnipeg'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*, and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to Functional Transit Winnipeg.

Treasurer - If appointed, the treasurer shall record or cause to be recorded the expenses and revenues of Functional Transit Winnipeg; and shall file or cause to be filed the annual return of Functional Transit Winnipeg.

Membership Officer - If appointed, the membership officer shall be responsible for satisfying the needs of the membership base, to improve retention rates, and increasing the membership base.

8.2. Vacancy in Office

In the absence of a written agreement to the contrary, the *board* may remove, whether for cause or without cause, any member of the *executive committee* of Functional Transit Winnipeg. Unless so removed, a member of the *executive committee* shall hold office until the earlier of:

- a) The *executive committee* member's successor being appointed,
- b) The *executive committee* member's resignation,
- c) Such *executive committee* member ceasing to be a *director* or
- d) Such *executive committee* member's death.

If the office of any *executive committee* member of Functional Transit Winnipeg shall be or become vacant, the *directors* may, by *special resolution*, appoint a person to fill such vacancy.

9. NOTICES

9.1. Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the *board of directors*, pursuant to the *Act*, the *articles*, the *by-laws* or otherwise to a member, *director*, or member of a committee of the *board* shall 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 Functional Transit Winnipeg in accordance with Section 128 (Notice of directors) or Section 134 (Notice of change of directors) of the *Act*; 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 for that purpose; or
- d) If provided in the form of an electronic document in accordance with part 17 of the *Act*.

The secretary may change or cause to be changed the recorded address of any member or *director* 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.

9.2. Invalidity of any provisions of this by-law

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*.

9.3. Omissions and Errors

The accidental omission to give any notice to any member or *director*, or the non-receipt of any notice by any such person where Functional Transit Winnipeg 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.

10. DISPUTE RESOLUTION

10.1. Mediation and Arbitration

Disputes or controversies among members, *directors*, officers, committee members, or volunteers of Functional Transit Winnipeg are to be, as much as possible, resolved in accordance with mediation and/or arbitration as provided in Section 10.2 of this *by-law*.

10.2. Dispute Resolution Mechanism

In the event of a dispute between individuals associated with Functional Transit Winnipeg, that is not resolved through private meetings between the parties, the dispute may be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the *board* of Functional Transit Winnipeg) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be reduced upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of Functional Transit Winnipeg is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

11. BY-LAW CHANGES

11.1. Proposal

These by-laws may be varied or revoked, or a new by-law adopted, as set out in 11.2 to 11.3 on the basis of a *proposal*. Such *proposals* shall either be adopted by the *board*, through *ordinary resolution*, or shall be requested and signed by not fewer than six members of Functional Transit Winnipeg. All *proposals* must be submitted to the secretary at least 42 days before the annual general meeting or meeting of members at which it is to be considered.

11.2. Notification

Members of Functional Transit Winnipeg shall be notified of the by-law *proposal*. The notification shall be sent to the members of Functional Transit Winnipeg no later than 35 days before the date of the annual general meeting or meeting of members at which the *proposal* is to be considered.

11.3. Coming Into Effect

The *proposal* shall come into effect only after it is approved by a *special resolution* of the members of Functional Transit Winnipeg.

12. EFFECTIVE DATE

12.1. Effective Date

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

CERTIFIED to be By-Law No. 1 of Functional Transit Winnipeg, as enacted by the *directors* of Functional Transit Winnipeg by special resolution on the 6th day of September, 2018.

*The current revision was voted by resolution of the membership on June 4, 2020 during the Annual General Meeting.

APPENDIX A: REFERENCED SECTIONS OF THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT S.C. 2009, C.23

Below are sections of the Canada Not-for-profit Corporations Act S.C. 2009, c.23 that are referenced in these by-laws. The sections below are meant for reference only and their accuracy is not guaranteed.

Section 128 (Notice of directors)

Notice of directors	128. (1) At the time of sending articles of incorporation, a notice of directors in the form that the Director fixes shall be sent to the Director.	128. (1) Une liste des administrateurs est envoyée au directeur, en la forme établie par lui, en même temps que les statuts constitutifs.	Liste des administrateurs
Term of office	(2) Each director named in the notice holds office from the issue of the certificate of incorporation until the first meeting of members.	(2) Le mandat des administrateurs dont le nom figure sur la liste commence à la date du certificat de constitution et se termine à la première assemblée.	Durée du mandat
Election of directors	(3) Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period.	(3) Les membres élisent par résolution ordinaire, à chaque assemblée où une élection est requise, les administrateurs dont le mandat expirera au cours de la période réglementaire.	Élection des administrateurs
Staggered terms	(4) It is not necessary that all directors elected at a meeting of members hold office for the same term.	(4) Il n'est pas nécessaire que le mandat de tous les administrateurs élus lors d'une assemblée ait la même durée.	Durée des mandats
No stated terms	(5) A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following the director's election.	(5) Le mandat d'un administrateur élu pour une durée non expressément déterminée prend fin à la clôture de la première assemblée annuelle suivante.	Durée non déterminée
Incumbent directors	(6) Despite subsections (2), (3) and (5), if directors are not elected at a meeting of members, the incumbent directors continue in office until their successors are elected.	(6) Malgré les paragraphes (2), (3) et (5), le mandat des administrateurs, à défaut d'élections de nouveaux administrateurs lors d'une assemblée, se poursuit jusqu'à l'élection de leurs remplaçants.	Poursuite du mandat
Vacancy among candidates	(7) If a meeting of members fails to elect the number or the minimum number of directors required by the articles by reason of the lack of consent, the disqualification, the incapacity or the death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.	(7) Les administrateurs élus lors d'une assemblée qui, en raison de l'absence de consentement, de l'incapacité, de l'incapacité ou du décès de certains candidats, ne peut élire le nombre fixe ou minimal d'administrateurs requis par les statuts peuvent exercer tous les pouvoirs des administrateurs s'ils constituent le quorum au sein du conseil d'administration.	Vacances
Appointment of directors	(8) The directors may, if the articles of the corporation so provide, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.	(8) Dans les cas où les statuts le prévoient, les administrateurs peuvent nommer un ou plusieurs administrateurs supplémentaires dont le mandat expirera au plus tard à la clôture de la prochaine assemblée annuelle, à condition que le nombre total des administrateurs ainsi nommés n'excède pas le tiers du nombre des administrateurs élus à la dernière assemblée annuelle.	Nominations entre les assemblées annuelles
Election or appointment as director	(9) An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless (a) the individual was present at the meeting when the election or appointment took place	(9) L'élection ou la nomination d'une personne physique au poste d'administrateur est subordonnée : a) si elle était présente à l'assemblée qui l'élit ou la nomme administrateur, à son consentement à occuper ce poste;	Consentement à l'élection ou à la nomination

and did not refuse to hold office as a director; or
 (b) the individual was not present at the meeting when the election or appointment took place and
 (i) consented to hold office as a director in writing before the election or appointment or within the prescribed period, or
 (ii) has acted as a director after the election or appointment.

b) si elle était absente, soit à son consentement à occuper ce poste, donné par écrit avant son élection ou sa nomination ou dans le délai réglementaire, soit au fait qu'elle a rempli les fonctions de ce poste après son élection ou sa nomination.

Section 134 (Notice of change of directors)

Notice of change of director or director's address

134. (1) A corporation shall send to the Director a notice, within the prescribed period and in the form that the Director fixes, setting out any change among its directors or of the address of a director.

134. (1) L'organisation avise le directeur, dans le délai réglementaire et en la forme établie par lui, de tout changement de la composition de son conseil d'administration ou du changement d'adresse d'un administrateur.

Avis de changement au directeur

Director's change of address

(2) A director shall, within the prescribed period, send the corporation a notice of any change in his or her address.

(2) S'il change d'adresse, l'administrateur en avise l'organisation dans le délai réglementaire.

Avis de changement à l'organisation

Application to court

(3) The court may, on the application of an interested person or the Director, make an order requiring a corporation to comply with subsection (1) and make any further order that it thinks fit.

(3) Le tribunal peut, par ordonnance, sur demande de tout intéressé ou du directeur, obliger l'organisation à se conformer au paragraphe (1) et prendre toute mesure supplémentaire qu'il estime indiquée.

Demande au tribunal

Section 136(3) (Notice of meeting)

Notice of meeting

(3) A notice of a meeting of directors shall specify any matter referred to in subsection 138(2) that is to be dealt with at the meeting but, unless the by-laws otherwise provide, need not specify the purpose of or the business to be transacted at the meeting.

(3) L'avis de convocation d'une réunion fait état des questions à régler tombant sous le coup du paragraphe 138(2), mais, sauf disposition contraire des règlements administratifs, n'a besoin de préciser ni l'objet ni l'ordre du jour de la réunion.

Avis de la réunion

Section 138 (Delegation & Limits on Authority)

Delegation

138. (1) Directors of a corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors.

138. (1) Les administrateurs peuvent déléguer certains de leurs pouvoirs à un administrateur-gérant, choisi parmi eux, ou à un comité du conseil d'administration.

Délégation de pouvoirs

Limits on authority

(2) Despite subsection (1), no managing director and no committee of directors has authority to
 (a) submit to the members any question or matter requiring the approval of members;
 (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
 (c) issue debt obligations except as authorized by the directors;
 (d) approve any financial statements referred to in section 172;
 (e) adopt, amend or repeal by-laws; or

(2) Toutefois, ni l'administrateur-gérant ni le comité ne peuvent :
 a) soumettre aux membres des questions qui requièrent leur approbation;
 b) combler les postes vacants des administrateurs ou de l'expert-comptable ni nommer des administrateurs supplémentaires;
 c) émettre des titres de créance sans l'autorisation des administrateurs;
 d) approuver les états financiers visés à l'article 172;
 e) prendre, modifier ni révoquer les règlements administratifs;

Limites

(f) establish contributions to be made, or dues to be paid, by members under section 30.

f) déterminer la contribution ou la cotisation annuelles des membres au titre de l'article 30.

Section 163 (Shareholder Proposals)

Right to submit and discuss	163. (1) A member entitled to vote at an annual meeting of members may (a) submit to the corporation notice of any matter that the member proposes to raise at the meeting, referred to in this section as a "proposal"; and (b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.	163. (1) Le membre habile à voter lors d'une assemblée annuelle peut : a) donner avis à l'organisation des questions qu'il se propose de soulever, cet avis étant appelé « proposition » au présent article; b) discuter au cours de cette assemblée des questions qui auraient pu faire l'objet de propositions de sa part.	Proposition d'un membre
Proposal set out in notice	(2) A corporation shall include the proposal in the notice of meeting required under section 162.	(2) L'organisation fait figurer les propositions dans l'avis de l'assemblée prévu à l'article 162.	Inclusion des propositions
Supporting statement	(3) If so requested by the member who submits a proposal, the corporation shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal shall together not exceed the prescribed maximum number of words.	(3) À la demande du membre qui a présenté la proposition, l'organisation joint à l'avis de l'assemblée un exposé à l'appui de sa proposition, ainsi que les nom et adresse du membre. L'exposé et la proposition ne doivent pas dépasser le nombre de mots réglementaire.	Exposé à l'appui de la proposition
Payment	(4) The member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless it is otherwise provided in the by-laws or in an ordinary resolution of the members present at the meeting.	(4) Le membre qui a présenté la proposition paie le coût d'inclusion de celle-ci et de tout exposé accompagnant l'avis de l'assemblée à laquelle la proposition sera présentée, sauf si d'autres règles relatives au paiement sont fixées par règlement administratif ou adoptées par résolution ordinaire des membres présents à l'assemblée.	Paiement des coûts
Proposal nominating directors	(5) A proposal may include nominations for the election of directors if the proposal is signed by not less than the prescribed percentage of the members of a class or group of members of the corporation entitled to vote at the meeting at which the proposal is to be presented or any lesser number of members as provided in the by-laws, but this subsection does not preclude nominations made at a meeting of members.	(5) La proposition peut faire état des candidatures en vue de l'élection des administrateurs si elle est signée par le pourcentage réglementaire des membres d'une catégorie ou d'un groupe ayant le droit de vote lors de l'assemblée à laquelle elle doit être présentée ou par le nombre inférieur de membres prévu par les règlements administratifs; le présent paragraphe n'a pas pour effet d'interdire la présentation de candidatures au cours de l'assemblée.	Candidatures — élection des administrateurs
Exception	(6) A corporation is not required to comply with subsections (2) and (3) if (a) the proposal is not submitted to the corporation within the prescribed period; (b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders; (c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation; (d) not more than the prescribed period before the receipt of the proposal, the member	(6) L'organisation n'est pas tenue de se conformer aux paragraphes (2) et (3) dans les cas suivants : a) la proposition ne lui a pas été soumise au cours de la période réglementaire; b) il apparaît que la proposition a pour objet principal de faire valoir, contre l'organisation ou ses administrateurs, dirigeants, membres ou détenteurs de ses titres de créance, une réclamation personnelle ou d'obtenir d'eux la réparation d'un grief personnel; c) il apparaît que la proposition n'est pas liée de façon importante aux activités ou aux affaires internes de l'organisation;	Exceptions

failed to present — in person or, if authorized by the by-laws, by proxy — at a meeting of members, a proposal that at the member's request had been included in a notice of meeting;

(e) substantially the same proposal was submitted to members in a notice of a meeting of members held not more than the prescribed period before the receipt of the proposal and did not receive the prescribed minimum amount of support at the meeting; or
 (f) the rights conferred by this section are being abused to secure publicity.

d) au cours de la période réglementaire précédant la réception de sa proposition, le membre — ou son fondé de pouvoir si les règlements administratifs l'autorisent — avait omis de présenter, à une assemblée, une proposition que, à sa demande, l'organisation avait fait figurer dans un avis d'assemblée;
 e) une proposition à peu près identique figurant dans un avis d'assemblée a été présentée aux membres à une assemblée tenue au cours de la période réglementaire précédant la réception de la proposition et n'a pas reçu l'appui nécessaire prévu par règlement;
 f) dans un but de publicité, il y a abus des droits que confère le présent article.

Immunity

(7) No corporation or person acting on its behalf incurs any liability by reason only of complying with this section.

(7) L'organisation ou la personne agissant en son nom n'engagent pas leur responsabilité en agissant conformément au présent article.

Immunité

Notice of refusal

(8) If a corporation refuses to include a proposal in a notice of meeting, it shall, within the prescribed period after the day on which it receives the proposal, notify in writing the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

(8) L'organisation qui a l'intention de refuser de joindre une proposition à l'avis d'assemblée en donne un avis motivé, dans le délai réglementaire suivant la réception de la proposition, au membre qui l'a soumise.

Avis de refus

Member may apply to court

(9) On the application of a member submitting a proposal who is aggrieved by the refusal, a court may restrain the holding of the meeting at which the proposal is sought to be presented and make any further order that it thinks fit.

(9) Le tribunal peut, par ordonnance, sur demande du membre qui subit un préjudice par suite du refus de l'organisation au titre du paragraphe (8), empêcher la tenue de l'assemblée à laquelle la proposition devait être présentée et prendre toute mesure supplémentaire qu'il estime indiquée.

Demande de l'auteur de la proposition

Corporation's application to court

(10) On the application of the corporation or any other person aggrieved by a proposal, a court may, if it is satisfied that subsection (6) applies, make an order permitting the corporation to omit the proposal from the notice of meeting and may make any further order that it thinks fit.

(10) S'il est convaincu que le paragraphe (6) s'applique, le tribunal peut, par ordonnance, sur demande de l'organisation ou toute autre personne qui subit un préjudice en raison de la proposition, autoriser l'organisation à ne pas la joindre à l'avis d'assemblée et prendre toute mesure supplémentaire qu'il estime indiquée.

Demande de l'organisation

Director entitled to notice

(11) An applicant under subsection (9) or (10) shall give the Director notice of the application and the Director is entitled to appear and be heard in person or by counsel.

(11) L'auteur de la demande présentée au titre des paragraphes (9) ou (10) en donne avis au directeur; celui-ci peut comparaître en personne ou par ministère d'avocat.

Avis au directeur

Subsection 171(1) (Absentee Voting)

Absentee voting

171. (1) The by-laws of a corporation may provide for any prescribed methods of voting by members not in attendance at a meeting of members. If the by-laws so provide, they shall set out procedures for collecting, counting and reporting the results of any vote.

171. (1) Les règlements administratifs peuvent prévoir une ou plusieurs méthodes réglementaires selon lesquelles les membres qui ne sont pas présents à une assemblée sont autorisés à voter; dans un tel cas, ils prévoient la procédure relative à la collecte des voix, au dépouillement du scrutin et à la proclamation des résultats du vote.

Vote des membres absents

Subsection 172(1) (Annual Financial Statements)

Annual
financial
statements

172. (1) The directors of a corporation shall place before the members at every annual meeting

(a) prescribed comparative financial statements that conform to any prescribed requirements and relate separately to

(i) the period that began on the date the corporation came into existence and ended not more than six months before the annual meeting or, if the corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting, and

(ii) the immediately preceding financial year;

(b) the report of the public accountant, if any; and

(c) any further information respecting the financial position of the corporation and the results of its operations required by the articles, the by-laws or any unanimous member agreement.

172. (1) Les administrateurs présentent aux membres, à l'assemblée annuelle :

a) les états financiers comparatifs exigés par les règlements, établis conformément à ceux-ci et couvrant séparément :

(i) la période se terminant six mois au plus avant l'assemblée et ayant commencé à la date soit de création de l'organisation, soit, si elle a déjà été en activité durant un exercice complet, de la fin de cet exercice,

(ii) l'exercice précédent;

b) le rapport de l'expert-comptable, s'il a été établi;

c) tous renseignements sur la situation financière de l'organisation et le résultat de ses activités qu'exigent les statuts, les règlements administratifs ou toute convention unanime des membres.

États
financiers
annuels

Subsection 197(1) (Fundamental Change)

Amendment
of articles
or by-laws

197. (1) A special resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to

(a) change the corporation's name;

(b) change the province in which the corporation's registered office is situated;

(c) add, change or remove any restriction on the activities that the corporation may carry on;

(d) create a new class or group of members;

(e) change a condition required for being a member;

(f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;

(g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;

(h) add, change or remove a provision respecting the transfer of a membership;

(i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;

(j) change the statement of the purpose of the corporation;

(k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;

197. (1) Une résolution extraordinaire des membres — ou de chaque catégorie ou groupe de membres si l'article 199 s'applique — est nécessaire pour modifier les statuts ou les règlements administratifs de l'organisation à l'une des fins suivantes :

a) changer sa dénomination;

b) transférer le siège dans une autre province;

c) ajouter, modifier ou supprimer toute restriction quant à ses activités;

d) créer de nouvelles catégories ou de nouveaux groupes de membres;

e) modifier les conditions requises pour en devenir membre;

f) modifier la désignation de ses catégories ou groupes de membres ou ajouter, modifier ou supprimer tous droits et conditions dont ils sont assortis;

g) scinder une catégorie ou un groupe de membres en plusieurs catégories ou groupes et fixer les droits et conditions dont ils sont assortis;

h) ajouter, modifier ou supprimer toute disposition concernant le transfert des adhésions;

i) sous réserve de l'article 133, augmenter ou diminuer le nombre fixe, minimal ou maximal d'administrateurs prévu par les statuts;

j) changer le libellé de sa déclaration d'intention;

Modification
des statuts ou
des
règlements
administratifs

(l) change the manner of giving notice to members entitled to vote at a meeting of members;

(m) change the method of voting by members not in attendance at a meeting of members; or

(n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

k) changer la déclaration relative à la répartition du reliquat de ses biens après le règlement de ses dettes;

l) changer les façons d'aviser les membres habiles à voter aux assemblées;

m) changer les méthodes selon lesquelles les membres qui ne sont pas présents à l'assemblée sont autorisés à voter;

n) ajouter, modifier ou supprimer toute autre disposition que la présente loi autorise à insérer dans les statuts.