

BY-LAW NUMBER 1

as amended by By-law Number 2017-1, By-law Number 2017-2
and By-law Number 2017-3

A by-law relating generally to the conduct of the affairs of
CAUT Defence Fund/Caisse de Défense de L'ACPPU
(the Corporation)

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1. **GENERAL**

1.1 **Definitions**

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

- a. **Act** means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. **By-laws** means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. **Meeting of members** includes an annual meeting of members or a special meeting of members;
- e. **Special meeting of members** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. **Ordinary resolution** means a resolution passed by a majority of the votes cast on that resolution;
- g. **Other benefits** means payments provided by the Corporation to Member Unions in support of collective bargaining or collective bargaining rights not involving a strike or lock-out;
- h. **Proposal** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
- i. **Regulations** means the regulations made under the Act, as amended, restated or in effect from time to time;
- j. **Special resolution** means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- k. **Strike benefits** means payments provided by the Corporation to Member Unions engaged in a strike or lockout; and
- l. **Directors** means the Board of Directors of the Corporation and **director** means a member of the Board of Directors.

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.

Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the Board of Directors, the secretary of the Corporation shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board of Directors may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.5 Financial Year End

The financial year end of the Corporation shall be the last day of May in each year.

1.6 Public Accountant

Subject to the *Act*, members of the corporation shall, by ordinary resolution at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting. In accordance with the *Act*, the Board of Directors shall immediately fill any vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by ordinary resolution of the members or, if not so fixed, shall be fixed by the Board of Directors.

1.7 Banking Arrangements

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

1.8 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) 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) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2. MEMBERSHIP

2.1 Membership Qualifications

The following qualify as members:

- i. Unions that are members of the Canadian Association of University Teachers (CAUT), excluding Federated and Affiliated members, and whose membership has received the approval of the Board of Directors of the Corporation (Member Union).
- ii. The President of CAUT
- iii. The Treasurer of CAUT
- iv. The Executive Director of CAUT
- v. The Chairperson of the Academic Freedom and Tenure Committee of CAUT
- vi. The Chairperson of the Collective Bargaining and Organizing Committee of CAUT

2.2 Membership Conditions

Subject to the Articles, there shall be 90 classes of members in the Corporation.

- a. The following conditions of membership for Classes 1 to 59 and Classes 61 to 90, also known in this by-law as Member Union Classes, shall apply:
 - i. There shall be one Member Union for each class. Each Member Union is assigned to a class, in accordance with Schedule "A", attached to and forming part of this by-law.
 - ii. If a Member Union withdraws from membership in the Corporation or is dissolved, then the Board of Directors may, by resolution, assign another Member Union to that Class of the Corporation. Member Unions joining the Corporation after the passage of these by-laws will be assigned to a class by the Board of Directors.
 - iii. As set out in the Articles, and subject to these by-laws, Classes 1 to 59 and Classes 61 to 90 are entitled to receive notice of, attend and vote at all meetings of members and each class member shall be entitled to have the number of votes equivalent to the number of directors it is entitled to elect, in accordance with the by-laws, on each matter for decision that comes before such meetings; or by written resolution as may be provided for from time to time under this By-law or at law; except for meetings at which only members of another class are entitled to vote separately as a class.
 - iv. Following the issuance by the Directors of a membership in a Member Union Class or the withdrawal from or other termination of membership in a Member Union Class, the Directors, or such other person as the Directors may designate, will, from time to time, prepare revisions to Schedule A setting forth a list of the then-current members comprising the Member Union Classes, which revised Schedule will be numbered consecutively (for example, Schedule A1, A2, etc.,) and will, upon certification by the secretary of the Corporation, supersede and replace the previous Schedule attached to this by-law. A reference to Schedule "A" in this by-law shall include any revisions to the Schedule as provided for in this subparagraph.
 - v. Each Member Union, if in good financial standing, is entitled to nominate and elect one or more directors for its class, in accordance with the terms of this sub-paragraph. The number of directors each class is entitled to elect is one director for each five hundred dues-paying persons or portion thereof who are members of a bargaining union or units represented by that Member Union as of the date of becoming a Member Union and subsequently as of the first day of December in each year. The number of dues-paying persons is the number of full-time dues-paying persons plus as many part-time dues-paying persons as the Member Union wishes to declare and are entitled to benefits.
- b. The following conditions of membership for Class 60, also known in this by-law as the CAUT Representative Class, shall apply:

- i. Class 60 shall be made up of the following members:
 1. The President of CAUT
 2. The Treasurer of CAUT
 3. The Executive Director of CAUT
 4. The Chairperson of the Academic Freedom and Tenure Committee of CAUT
 5. The Chairperson of the Collective Bargaining and Organizing Committee of CAUT.
- ii. Class 60 members are entitled to receive notice of and attend at all meetings of the members. Except in relation to by-law amendments as delineated in the Articles, Class 60 members shall not be entitled to vote on any other matters before the members at a members' meeting.

3. MEMBERSHIP FEES AND DUES AND TERMINATION

3.1 Membership Fees and Dues

- a. No dues are payable by the members in Class 60.
- b. The initiation fee for Member Unions shall be fixed from time to time by the Board of Directors. Unless the Board of Directors otherwise specifies, the initiation fee shall be payable during the course of the first year of membership in the Corporation. Each Member Union shall pay to the Corporation monthly per capita dues, based on the number of dues-paying persons in its bargaining unit or units pursuant to section 2.2(a)(iv) of this By-Law, as of the date on which it becomes a member and subsequently as of the first day of December in each year. The per capita amount of the monthly dues shall be fixed from time to time by the Board of Directors.
- c. A Member Union's monthly per capita dues to the Corporation shall be suspended during the period of a strike or lock-out of that Member Union.
- d. The Corporation shall not be liable to repay to any Member Union any amount received by it for initiation fees or per capita dues claimed to be an overpayment where the amount so received is calculated by reference to the number of dues-paying persons contained in a written statement thereof furnished by that Member Union.
- e. The initiation fee and monthly per capita dues referred to in sections 3.1(a) and 3.1(b) of this By-Law may be changed from time to time by the Board of Directors. Not less than 60 days' notice in writing of the amount of the proposed change shall be given.

3.2 Termination of Membership

A membership in the Corporation is non-transferable and is terminated and automatically lapses when any one of the following events occurs:

- a. the member dies, or, in the case of a member that is a Member Union, the Member Union no longer has bargaining rights;
- b. a member fails to maintain any qualifications for membership described in Section 2.1 of these by-laws; and
- c. the member resigns by delivering a written resignation to the head office of the Corporation, in which case such resignation shall be effective on the date specified in the resignation.

Subject to the Articles, or by-laws, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

4. BENEFITS

4.1 Strike Benefits

In order to receive Strike Benefits a Member Union shall be a member of CAUT and shall be in good financial standing with the Corporation, except as provided for in section 5 of this By-Law.

The amount of Strike Benefits referred to in this section shall be changed from time to time by the Board of Directors. Not less than 60 days' notice in writing of the amount of the proposed change must be given.

4.2 Other Benefits

In order to receive Other Benefits a Member Union shall be a member of CAUT and shall be in good financial standing with the Corporation, except as provided for in section 5 of this By-Law.

4.3 Applications for Benefits

Applications for Strike Benefits or Other Benefits will be granted only when none of the bargaining demands or actions of the Member Union are in substantial conflict with CAUT Policy Statements or Guidelines on Academic Freedom, No Discrimination, Academic Appointments and Tenure, or Collective Bargaining.

5. GOOD FINANCIAL STANDING

5.1 Voting Rights and Rights to Nominate Directors for the Member Union

The voting rights of a Member Union are suspended for so long as the Member Union is not in good financial standing.

Member Unions may not nominate a candidate or candidates for election by the Member Union to the Board of Directors for so long as the Member Union is not in good financial standing.

5.2 Eligibility for Strike or Other Benefits

A Member Union which is not in good financial standing with the Corporation or a former Member Union which has withdrawn from the Corporation will nonetheless be eligible for strike and other benefits, provided the other requirements of Articles and this By-Law are complied with, to an amount equal to the Member Union's total contributions to the Corporation plus accumulated interest minus its pro-rata share of the total costs of the Corporation all as determined by the Board of Directors. If two or more Member Unions combine, the eligibility is computed on the basis of the sum of their contributions to the Corporation. When a Member Union is combined with a non-member association, the eligibility of the former Member Union or its successor is computed as if the Member Union had withdrawn from the Corporation.

6. MEETING OF MEMBERS

6.1 Place of Members' Meetings

Subject to compliance with the *Act*, meetings of the members may be held at any place within Canada determined by the Board of Directors or, if all of the members entitled to vote at such meeting so agree, outside Canada. The Board of Directors shall have power to call, at any time, a general or a special meeting of the members and shall call an annual meeting of the members not later than 15 months after the preceding annual meeting, but no later than six months after the corporation's financial year end.

6.2 Requisitioned Meetings

Subject to the requirements of the *Act*, the Board of Directors shall call a members' meeting upon receipt of a requisition by the Member Associations carrying not less than of 5% of the vote.

6.3 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the *Act*, Articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

6.4 Notice of Meeting of Members

Subject to the requirement under the *Act* and the regulations, notice of the time and place of a meeting of members shall be given in the manner and subject to the terms and conditions of Section 13.1 of this By-law to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of not less than 21 days and not more than 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of not less than 21 days and not more than 35 days before the day on which the meeting is to be held.

6.5 Waiving Notice

A member and any other person entitled to attend a meeting of members may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.6 Chair of the Meeting

The Chair of the Board of Directors shall chair a meeting of the members. In the absence of the Chair, the President shall chair the meeting. If the Chair and the President of the directors are absent, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

6.7 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 a majority of the members entitled to vote at the

meeting. 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. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 6.12 of this By-law, by telephone or by other electronic means.

6.8 Number of Votes and 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 a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

In accordance with the Articles and these by-laws, each Member Union present at a meeting of the members shall have the right to exercise as many votes as the number of directors it is entitled to elect. Unless the Member Union otherwise elects by written notice to the Board of directors, the Member Union shall be represented at every meeting of the members, including a special meeting of members, by the director(s) elected by its Member Union; and each elected director shall exercise a single vote. If the Member Union elects by written notice to appoint a representative other than its director(s), the individual so appointed shall exercise as many votes as the Member Union is entitled to exercise in accordance with the Articles.

A Member Union may, by means of a written proxy, appoint any individual as a proxy holder to attend and act at a specific meeting of the members, in the manner and to the extent authorized by the proxy.

6.9 Show of Hands

Subject to the *Act* and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

6.10 Ballots

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

6.11 Business Transacted

All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

6.12 Participation by Electronic Means at Meetings of Members

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the *Act*, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

6.13 Meeting of Members Held Entirely by Electronic Means

If the Board of Directors or the members of the Corporation who are entitled to vote call a meeting of members pursuant to the *Act*, the Board of Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act* and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Notwithstanding this provision, the annual general meeting of the members shall not be held entirely by electronic means.

6.14 Absentee Voting by Proxy

- a. Pursuant to Section 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it.
- b. Any notice to members of the time and place of a meeting of members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy holder.
- c. The directors may from time to time make Rules and Procedures not inconsistent with the *Act* regarding proxies, including, but not limited to, fixing the time prior to any meeting or adjourned meeting of members before which time proxies must be deposited with the Corporation.
- d. Pursuant to Section 197(1) of the *Act*, a special resolution of the members is required to make any amendment to the articles or By-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

7. BOARD OF DIRECTORS

7.1 Election and Term

- a. Subject to the Articles and these by-laws, the Member Unions will elect the directors at each succeeding annual meeting at which an election of directors is required. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.
- b. The first directors shall be the directors as listed in Form 4002, the "Initial Registered Office Address and First Board of Directors", filed with the Articles of Continuance (Transition). The individuals and terms of office for the first directors shall be as indicated in Schedule "B", attached to and forming a part of this by-law. Subject to paragraph "(c)" and except for the terms of office of the first directors as provided for in the immediately preceding sentence, at each annual election for which an election of directors is required, all terms of directors

duly elected shall be for a term ending at the second annual meeting following their election.

- c. The terms of office of the directors elected by a Member Union at the first annual meeting immediately following the admission of that Member Union to membership in the corporation shall be as follows:
 - i. if that Member Union is entitled to elect one director, then the director shall be elected for a term ending at the second annual meeting following their election; and
 - ii. if that Member Union is entitled to elect more than one director, then:
 - 1. if entitled to elect an even number of directors, 50% of the directors shall be elected for a term ending at the first annual meeting following their election and 50% of the directors shall be elected for a term ending at the second annual meeting following their election; and
 - 2. if entitled to elect an odd number of directors, the next whole number above 50% of the directors shall be elected for a term ending at the second annual meeting following their election and the remainder of the directors shall be elected for a term ending at the first annual meeting following their election.

The term of each director elected by a Member Union at the first annual meeting immediately following the admission of that Member Union to membership in the Corporation shall be by volunteer, but if the directors do not volunteer for each length of term, then the term of each director shall be determined by lot.

- d. In addition, in accordance with the Articles, the Board of Directors, shall annually appoint the following persons to serve as directors:
 - i. Chairperson of the Collective Bargaining and Organizing Committee of CAUT; and
 - ii. Chairperson of the Academic Freedom and Tenure Committee of CAUT.

7.2 Books and Records

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

7.3 Vacancy in Office

The office of director shall be automatically vacated:

- a. if a director shall resign their office by delivering a written resignation to the secretary of the Corporation;
- b. if they are found by a court to be of unsound mind;
- c. if they become bankrupt or suspend payment or compounds with their creditors;
- d. if at a special general meeting of the relevant Member Union, an ordinary resolution is passed that a director(s) of that Member Union be removed from office;
- e. if the Member Union to which that director or directors belongs is suspended for failure to be in good financial standing; if the Member Union withdraws from membership; or if the Member Union fails to maintain the qualifications of membership as described in Section 2.1(i) of these by-laws;

- f. on death; or
- g. if a director is absent from 3 consecutive Board of Directors meetings without leave of the Board of Directors.

Where a vacancy occurs in the position of director, the vacancy may only be filled by a vote of the affected Member Union. The director elected to fill the vacancy shall hold office for the unexpired term of their predecessor.

7.4 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of their duties.

8. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 8.1** Subject to the *Act* and the Articles, the Board of Directors shall manage or supervise the management of the activities and affairs of the Corporation, and in connection with the management and operation of the Corporation the Board of Directors may prescribe such rules and regulations not inconsistent with the by-laws of the Corporation it deems expedient.
- 8.2** The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its charter or otherwise authorized to exercise and do.
- 8.3** The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation 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 Corporation in accordance with such terms as the Board of Directors may prescribe.
- 8.4** The Board of Directors is hereby authorized, from time to time:
 - a.** to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - b.** to limit or increase the amount to be borrowed;
 - c.** to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors; and
 - d.** to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
 - e.** 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.

8.5 Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by ordinary resolution.

9. MEETINGS OF BOARD OF DIRECTORS

9.1 Calling of Meetings

Meetings of the Board of Directors may be called by the president of the Corporation or any two directors at any time. There shall be at least one meeting per year, and at least one shall coincide with the annual general meeting of the members.

9.2 Notice of Meeting

Unless sent by regular mail, 48 hours' notice of a meeting of the Board of Directors shall be given to each director. Notice of any such meeting that is sent by regular mail shall be served in the manner specified in Section 13.1 of this By-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting, whether such waiver or consent is given before or after the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting are announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the Board of Directors shall specify any matter referred to in subsection 138(2) of the *Act* that is to be dealt with at the meeting.

9.3 First Meeting of New Board of Directors

Provided that a quorum of directors is present, a newly elected Board of Directors may, without notice, hold its first meeting immediately following the meeting of members at which the Board of Directors is elected.

9.4 Regular Meetings

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

9.5 Chair of Meeting

In the event that the Chair of the Corporation and the President of the Corporation are absent, the directors who are present shall choose one of their number to chair the meeting.

9.6 Quorum

A majority of the Board of Directors shall constitute a quorum for meetings of the directors. Any meeting of the directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation. Questions arising at any meeting of directors at which there is quorum shall be decided by a majority vote of those present.

9.7 Participating in Board of Directors Meetings by Electronic Means

A director may, in accordance with the Regulations, if any, and if all the directors of the Corporation consent, participate in a meeting of the Board of Directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this *Act* to be present at that meeting.

9.8 Resolution in Lieu of Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board of Directors or of a committee of directors, is as valid as if it had been passed at a meeting of the Board of Directors or committee of directors.

10. INDEMNITIES TO DIRECTORS AND OTHERS

10.1 Indemnities

Subject to the limitations contained in the *Act*, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, every present and former director and officer of the Corporation and their heirs, executors, administrators, or other legal personal representative and their estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided the individual to be, indemnified:

- a. acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

10.2 Advance of Costs

The Corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 10.1. The individual shall repay the money if the individual does not fulfill the conditions of Section 10.1(a) and 10.1(b).

10.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 10.1 against any liability incurred by the individual (a) in the individual's capacity as a director or an officer of the Corporation; or (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

11. OFFICERS

11.1 Officer Positions, Election, and Term

- a. The officers of the Corporation shall be the president, the chairperson of the Board of Directors, the secretary, the treasurer and any such other officers as the Board of Directors may determine. The president, the chairperson, the treasurer, and any other officers of the

Corporation, other than the secretary, shall be appointed from among the elected directors, in accordance with these by-laws. The Board of Directors shall consider the advice of the executive director of CAUT in appointing the secretary of the Corporation.

- b.** Directors and Member Unions shall be advised by the secretary of the Corporation, no less than ninety days before the Annual General Meeting of the Board of Directors, of the available officer positions.
- c.** In accordance with subsection 12.6, immediately after the election of the directors at the Annual General Meeting, nominations for the officer positions may be submitted to the Elections Committee and elections shall be held. The results shall inform the decision of the Board of Directors in making the officer appointments.
- d.** Subject to remaining in office as an elected Director, the officers of the Corporation shall hold office for two years from the date of appointment or until their successors are appointed in their stead. Terms will be staggered such that the president shall be elected in alternate years from the treasurer and the chair. An elected officer shall be removed if, at a meeting of the Board of Directors, a resolution that the officer be removed is passed by two-thirds of the votes.
- e.** The president, treasurer and chair shall serve a maximum of two consecutive terms.

11.2 Duties

Unless otherwise specified by the Board of Directors, which may, subject to the *Act*, modify, restrict or supplement such duties and powers, the officers of the Corporation shall be as follows and have the following duties and powers associated with their positions, provided that the Board of Directors may by resolution designate other officers of the Corporation:

- a. President** – The president shall be the chief executive officer of the Corporation. Subject to the authority of the Board of Directors, the president shall have general supervision of the affairs and business of the corporation. The President shall in the absence or disability of the Secretary, perform, or delegate to another who shall perform, the duties and exercise the powers of the Secretary. Any such delegation shall be communicated to the Directors.
- b. Chair** - The chair of the Board of Directors shall preside at all meetings of the Corporation and of the Board of Directors, and shall perform such other duties as may from time to time be imposed upon him or her by the Board of Directors. The chairperson of the Board of Directors shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.
- c. Secretary** – The secretary of the Corporation shall be the chief administrative officer of the Corporation. They shall have the general and active management of the affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. They shall:
 - i. receive all applications for loans and grants;
 - ii. investigate the issue(s) in dispute;
 - iii. receive from the applicant whatever information the Board of Directors considers necessary to deal with applications;
 - iv. report in writing to the Board of Directors the relevant facts pertaining to applications;
 - v. organize meetings or telephone conferences in accordance with the instructions of the Board of Directors to discuss and vote upon any application for funds; and
 - vi. provide support to all committees of the Board of Directors, when requested.

The secretary shall attend all meetings of the Board of Directors and of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be

kept for that purpose. They shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the president or the Board of Directors. They shall be custodian of the seal of the Corporation, which they shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

- d. Treasurer** – The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank, trust company or credit union, or, in the case of securities, in such registered dealer in securities as the Board of Directors may from time to time determine and shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president of the Corporation and the Board of Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. They shall also perform such other duties as may from time to time be directed by the Board of Directors.
- e. Other officers.** The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors or president requires of them. The Board of Directors may, from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any officer.

11.3 Remuneration

The Board of Directors may fix a reasonable remuneration for officers. Officers are entitled to reasonable expenses incurred in the exercise of their duty.

11.4 Vacancy in Office

If the office of any officer of the Corporation shall be or become vacant, the Board of Directors may, by ordinary resolution, appoint a person to fill such vacancy until the expiry of the term.

12. COMMITTEES

12.1 General

- a.** In addition to the Committees established by this by-law, the Board of Directors 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 of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to these by-laws, or any regulations or directions as the Board of Directors may from time to time make.
- b.** In accordance with subsection 12.6, immediately after the election of the Directors at the Annual General Meeting, nominations for the committee positions specified in subsection 12.6 may be submitted to the Elections Committee and elections shall be held. The results shall inform the decision of the Board of Directors in making the committee appointments.
- c.** Any committee member may be removed by ordinary resolution of the Board of Directors.
- d.** Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties.
- e.** The term of office of each member of each committee commences at the end of the Board of Directors meeting which coincides with the Annual General Meeting at which they are

appointed, and expires at the end of the subsequent Board of Directors meeting, which coincides with the Annual General Meeting.

- f.** The quorum for any meeting of any committee is a simple majority of the members of that committee.
- g.** Each committee shall elect its own chairperson.
- h.** If the membership of any committee falls below the lower limit of members specified for that committee as defined by this By-Law, the president of the Corporation, after consultation with the remaining members of that committee, shall appoint a replacement or replacements as needed to bring the membership back to the lower limit. Any such replacement is subject to ratification by the Board of Directors.
- i.** Each committee shall report to the Board of Directors at the Board of Directors meeting coinciding with the Annual General Meeting and at other times as may be required by the Board of Directors.

12.2 Investment Committee

There shall be a committee of the Board of Directors, consisting of the treasurer of the Corporation (ex-officio) and at least three (3) directors and no more than four (4), which shall be known as the Investment Committee and which shall be appointed by the Board of Directors. The Investment Committee shall approve the investment of the monies of the Corporation subject to the direction of the Board of Directors from time to time and shall monitor the investment performance of the Fund.

It shall advise the Board of Directors on such financial matters as are referred to it and shall exercise such other powers as are authorized by the Board of Directors from time to time. Members of the Investment Committee shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties.

12.3 Planning and Policy Committee

There shall be a committee of the Board of Directors, consisting of the president of the Corporation (ex-officio) and at least three (3) directors and no more than four (4) appointed, which shall be known as the Planning and Policy Committee and which shall be appointed by the Board of Directors. The Planning and Policy Committee shall consider the long-range planning options of the Corporation, including desirable levels for contributions and disbursements and matters of the Corporation's credit and loans against that credit, and shall advise the Board of Directors on such planning and policy matters as are referred to it by the Board of Directors and shall exercise such powers as are authorized by the Board of Directors from time to time. Members of the Planning and Policy Committee shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties.

12.4 Audit Committee

There shall be a committee of the Board of Directors, consisting of the Treasurer of the Corporation (ex-officio), and at least two (2) and no more than three (3) directors appointed, one of whom shall be Chair, which shall be known as the Audit Committee and which shall be elected by the Board of Directors. The Audit Committee shall initiate, manage and review the annual audit process, and ensure compliance with legal, regulatory, and contractual requirements. Members of the audit committee shall receive no remuneration

for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties.

12.5 Elections Committee

There shall be a committee of the Board of Directors, consisting of the Chair of the Board of Directors (ex-officio) and at least three (3) directors and no more than four (4) which shall be known as the Elections Committee and which shall be appointed by the Board of Directors.

In accordance with subsection 11.1(c), the committee shall receive nominations for the officers of the Corporation. In accordance with subsection 12.1(b), the committee shall also receive nominees for positions on the following committees: investment, elections, audit, and planning and policy committees. Such nominations may be submitted in advance to the chairperson of the committee or be received from the floor of the meeting.

The Elections Committee shall be responsible for the conduct of elections. Except for the Chair of the Board of Directors, no serving member of the Elections Committee may be nominated for any committee position, other than the Elections Committee, or any officer position.

13. NOTICE

13.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board of Directors or to the public accountant 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 the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors); or
- b.** if mailed to such person at such person's address as shown in the records of the Corporation by prepaid ordinary or air mail; or
- c.** if sent by courier to such person at such person's address as shown in the records of the Corporation; or
- d.** if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the Corporation; or
- e.** if provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board of Directors 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. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

13.2 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.

13.3 Omissions and Errors

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

14. OFFICIAL LANGUAGES

All official documents and covering memos of the Corporation shall be circulated to directors in both English and French. In the case of discrepancies between English and French versions, the original language version shall prevail.

All content on the Corporation's website shall be available in both English and French. Simultaneous interpretation services will be provided at all in-person meetings of the members and of the Board of Directors.

15. RULES OF ORDER FOR MEETINGS

Except as otherwise provided for in the Articles and this By-Law, the general parliamentary rules as stated in the most recently published edition of "Robert's Rules of Order: Newly Revised" shall govern all meetings of the members, the Board of Directors and committees.

16. RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Corporation and other matters provided for in this By-law as they may deem expedient.

17. BY-LAW AMENDMENTS

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the By-law, amendment or repeal confirmed by the members, in accordance with the *Act*, the Articles, and these by-laws.

18. REPEAL OF PRIOR BY-LAWS

All prior by-laws of the Corporation shall be repealed in their entirety upon the coming into force of this by-law, without prejudice to any actions taken by or on behalf of the Corporation under or by the authority of such prior by-laws. Neither the enactment of this by-law nor the repeal of the prior by-laws of the Corporation shall invalidate any past act of any Board of Directors, officer, member or other person, including, without limitation, resolutions of the Board of Directors or of the members enacted or passed pursuant to any prior By-law, it being the intention that this By-law shall speak only from the date it comes

into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior By-law of the Corporation.

19. EFFECTIVE DATE

This by-law shall come into force and effect on the date that the Corporation is continued under the Act.

CERTIFICATE

The undersigned authorized signing officers of CAUT Defence Fund/Caisse de défense de l'ACPPU (the **Corporation**) hereby certify that the foregoing is a true copy of By-law Number 1 of the Corporation, as amended by By-law Number 2017-1, By-law Number 2017-2 and By-law Number 2017-3, and that the said by-law (as amended) has not been rescinded or further amended or otherwise varied, and is now in full force and effect as of the date hereof.

DATED this 13th day of December, 2022.



Name: Sarah Godwin

Title: CAUT Defence Fund Secretary
A.S.O.

Name: Michael Shaw

Title: CAUT Defence Fund President
A.S.O.