

CANADIAN COMMUNITY ECONOMIC DEVELOPMENT NETWORK

BY-LAWS

AS REVISED JANUARY 28, 2015

By-laws relating generally to the conduct of the affairs of

The Canadian Community Economic Development Network -
Le Réseau canadien de développement économique communautaire
(CCEDNet)

BE IT ENACTED as by-laws of CCEDNet as follows:

Part I – Definitions and Interpretation

1.1 Definitions

In these by-laws and all other by-laws of CCEDNet, 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 CCEDNet;
- c) "Board" means the Board of Directors of CCEDNet and "director" means a member of the Board;
- d) "by-laws" means these by-laws and any other by-laws of CCEDNet as amended and which are, from time to time, in force and effect;
- e) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g) "proposal" means a proposal submitted by a member of CCEDNet that meets the requirements of section 163 of the Act;
- h) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

1.2 Interpretation

In the interpretation of these by-laws, 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws. Both the English and the French versions of the by-laws are official.

Part II - Membership

2.1 Application for Membership

The Board of Directors may establish rules and procedures for application for membership in CCEDNet.

2.2 Membership Categories

CCEDNet shall have two classes of members:

- a) **Members**, who are organizations and individuals that share the values and objectives of CCEDNet. Members receive all privileges associated with CCEDNet. Members are also expected to participate in the activities of CCEDNet and contribute to the realization of its mission by one or several of a variety of means determined by the Board of Directors. Members shall pay a membership fee determined by the Board of Directors. Staff of a member organization cannot be an individual member. Each member shall be entitled to one (1) vote and be considered a voting member of CCEDNet.
- b) **Member Associates** who are staff of a member organization who wish to share in the benefits and responsibilities of the Corporation. A Member Associate is entitled to receive all privileges of CCEDNet, but is not entitled to a vote at a meeting of the Corporation. The member organization shall pay an additional annual fee per Member Associate that shall be determined by the Board of Directors.

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).

2.3 Membership Transferability

A membership may only be transferred with the approval of the Board of Directors or its designate.

2.4 Discipline of Members

The Board shall have authority to suspend or expel any member from CCEDNet for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of CCEDNet;
- b. carrying out any conduct which may be detrimental to CCEDNet as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CCEDNet.

2.5 Termination of Membership

A membership in CCEDNet is terminated when:

1. the member dies or resigns;
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires; or
4. CCEDNet is liquidated and dissolved under the Act.

2.6 Effect of Termination of Membership

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

Part III – Dues and Assessments

The annual dues payable by CCEDNet Members shall be those fixed from time to time by resolution of the Board of Directors.

Part IV – Board of Directors

4.1 Number of Directors

The Board shall consist of 12 Directors.

4.2 Term of Office of Directors

One-third (1/3) of Directors shall be elected for a three-year term annually.

4.3 Board Vacancies

A vacancy on the Board of Directors, however caused, may, so long as a quorum of directors remains in office, be filled by the directors of the Corporation. If there is no quorum of directors, the remaining directors shall arrange for an election process to be put forth immediately.

The Board of Directors may appoint up to one-third of the number of Directors elected at the previous annual general meeting of Members, who shall hold office for a term expiring not later than the close of the next annual general meeting of Members.

4.4 Calling of Meetings of Board of Directors

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.

4.5 Notice of Meeting of Board of Directors

Notice of meetings shall be supplied at least two days in advance and notice may be supplied by telephonic, electronic or other communication facility. 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. Unless the by-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4.6 Regular Meetings of the Board of Directors

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

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

4.7 Quorum for Meetings of the Board of Directors

At any meeting of the Board of Directors, a quorum shall consist of a simple majority of those entitled to be present and vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

4.8 Votes to Govern at Meetings of the Board of Directors

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

Only Directors in attendance at any meeting of the Board of Directors may vote. Proxies are not accepted at meetings of the Board of Directors.

4.9 Remuneration of Directors

Directors shall not be remunerated for their duties as Board members. Directors may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Director from serving CCEDNet in any other capacity and receiving compensation therefor.

4.10 Indemnification and Insurance

CCEDNet shall indemnify its present and former Directors and officers to the full extent permitted by the Act.

CCEDNet may purchase and maintain insurance for the benefit of any present or past Director or officer or any other person acting on CCEDNet's behalf against any liability incurred by such person

- i) in his capacity as a Director, officer or agent of CCEDNet, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of CCEDNet, or
- ii) in her capacity as a Director or officer of another body corporate where she acts or acted in that capacity at CCEDNet's request, except where the liability relates to her failure to act honestly and in good faith with a view to the best interests of the body corporate.

4.11 Vacancy

The office of Director shall be automatically vacated:

- a) if the Director shall resign the office by delivering a written resignation to the President or Vice-President of CCEDNet
- b) if the Director becomes ineligible to serve as a Board member in accordance with section 126 of the Act;
- c) by ordinary resolution of the Members in accordance with section 130 of the Act; or
- d) on death of the Director

Part V - Nominations and Elections of Directors

The Board of Directors shall establish and oversee procedures for the annual nomination and, if applicable, election of Directors by the membership, and communicate those procedures to the membership.

At least six months before the next Annual General Meeting, the Board of Directors shall appoint an elections officer to organize the elections for members at large according to a procedure adopted by the Board of Directors. The elections officer shall be a member in good standing, and is not eligible to become a candidate.

The elections officer shall have the authority to supervise all matters concerning the elections of the members of the Board as specified by the by-laws, procedures and if not specified according to the Rules of order and any applicable law.

Part VI - Officers

6.1 Appointment of Officers

The Board may designate the offices of CCEDNet, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of CCEDNet. A director may be appointed to any office of CCEDNet. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person, except the offices of President and Vice-President.

6.2 Number of Officers

The officers of CCEDNet shall be the President of the Board of Directors, the Vice-President, the Secretary, the Treasurer, the Past President, and such other officers as the Board of Directors may determine from time to time. The Board of Directors shall elect officers at a Board meeting following the annual general meeting.

6.3 Duties of Officers

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

- a. President of the Board – The President of the Board, if one is to be appointed, shall be a director. The President of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The President shall have such other duties and powers as the Board may specify.
- b. Vice-President of the Board – The Vice-President of the Board, if one is to be appointed, shall be a director. If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-President shall have such other duties and powers as the Board may specify.
- c. 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 CCEDNet's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to CCEDNet.

- d. Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.

6.4 Removal of Officers

An officer may, by resolution of the Board of Directors, be removed before the expiration of term.

6.5 Vacancy in Office

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

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of appointment) or
4. such officer's death.

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

Part VII - 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.

Part VIII – Annual and Special General Meetings

8.1 Annual Meeting

The annual meeting of CCEDNet shall be held each year at such time and place as may be designated by the Board of Directors. The President of the Board of Directors will chair the annual meeting of members. In the event of the President's absence, disability or refusal to act, the Vice-President will assume the duties of the President. In the Vice-President's absence, disability or refusal to act, the Board shall appoint a designate.

8.2 Resolutions from Members

The Board shall adopt a Resolutions procedure allowing members to submit resolutions for consideration at the Annual General Meeting. The procedure shall provide guidelines

for proposals and timelines so that resolutions can be translated into both official languages of Canada before the Annual General Meeting.

The Board shall appoint a resolutions committee at least 150 days before the Annual General Meeting.

8.3 Special General Meetings

Special general meetings of CCEDNet may be held upon the call of the Board of Directors at such times and places as it may designate.

The President shall call a special general meeting upon the written request of at least five percent (5%) of the voting Members within sixty days after the filing of such a request with the Executive Director. The request will state the business to be transacted at the meeting and shall be sent to each Director and to the CCEDNet office.

The business to be transacted at the special general meeting shall be stated in the notice thereof, and no other business may be considered at those meetings.

8.4 Notice

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

1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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

8.5 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

8.6 Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and the public accountant of CCEDNet are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

8.7 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 25 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.

8.8 Votes to Govern at Members' Meetings

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 questions. 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 have a second or casting vote.

8.9 Participation by Electronic Means at Members' Meetings

If CCEDNet 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 these by-laws, 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 CCEDNet has made available for that purpose.

8.10 Members' Meeting Held Entirely by Electronic Means

If the Directors or members of CCEDNet call a meeting of members pursuant to the Act, those 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.

Part IX - Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, 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 or to the public accountant shall be sufficiently given:

1. 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 CCEDNet or in the case of notice

to a director to the latest address as shown in the last notice that was sent by CCEDNet in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);

2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. 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; 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 in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of CCEDNet to any notice or other document to be given by CCEDNet may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Part X - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CCEDNet may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and 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 CCEDNet to be a true copy thereof.

Part XI - Banking Arrangements

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

Part XII - Borrowing Powers

The Directors of CCEDNet may, without authorization of the members,

1. borrow money on the credit of CCEDNet;
2. issue, reissue, sell, pledge or hypothecate debt obligations of CCEDNet;
3. give a guarantee on behalf of CCEDNet; and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of CCEDNet, owned or subsequently acquired, to secure any debt obligation of CCEDNet.

Part XIII – Auditors

An auditor shall be appointed each year at the annual general meeting of the Members of CCEDNet

Part XIV - Financial Year

The financial year end of CCEDNet shall be determined by the Board of Directors.

Part XV - Annual Financial Statements

The CCEDNet financial statements will be made available to Members through electronic and/or print means.

Part XVI - Official Languages

CCEDNet will abide by the two (2) official languages of Canada. CCEDNet will make every effort, when financially feasible, to provide publications and documents in both official languages.

Part XVII – Invalidity of any Provisions of these By-laws

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws.

Part XVIII – Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where CCEDNet 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.

Part XIX – By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of CCEDNet. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.