



# BY-LAW NO. 1

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## BY-LAW NO. 1

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A by-law relating generally to the conduct of the affairs of the:

**CANADIAN SOCIETY FOR THE STUDY OF HIGHER EDUCATION** (the "Corporation")

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

### 1. Definition

In this by-law and all other by-laws of the Corporation, 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 the Corporation;

"**Board**" means the Board of directors of the Corporation and "director" means a member of the Board as defined in the Act;

"**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**Meeting**": unless otherwise indicated, a meeting may be convened in person or by some form of technology-enabled synchronous conferencing, or some combination thereof;

"**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;

"**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Present at a meeting**": unless otherwise indicated, a member may be present at a meeting in person or by some form of synchronous conferencing that enables full participation in the proceedings of the meeting;

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;



"**Secretariat**" means an administrative and executive department of the Corporation entrusted with administrative duties, maintaining records, and overseeing or performing secretarial duties;

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

"**Written**" and "**in writing**" includes, unless otherwise indicated, communication by telephonic, electronic mail or other appropriate communications technology.

## **2. Purposes and Conditions of Membership**

The Corporation is a national organization of scholars and practitioners. Its mission is to facilitate and promote, by means of publications and events, the creation, dissemination and application of research and scholarship of exemplary quality on postsecondary education in Canada and internationally.

Membership in the Corporation shall be limited to persons interested in furthering the purposes of the Corporation. Any person wishing to become a member may join by submitting an application to the Secretariat of the Society for approval by the Corporation and paying the annual dues.

There shall be a membership fee, the amount of which shall be approved by the membership at an annual or general meeting.

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) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretariat.

Any member may be required to resign:

- a) by a vote of three-quarters (3/4) of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting, or
- b) if the member fails to submit any required application forms or fails to pay the membership dues. Such failure shall not, however, prevent the member from subsequently reapplying.

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

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).



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

### **3. Meetings of the Membership**

#### ***3.1 Annual or General Meetings***

The annual or any other general meeting of the members shall be held as the Board may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the President, the financial statement, and the report of the auditors shall be presented, directors elected, and auditors appointed for the ensuing year.

The members may consider and transact any business either special or general at any meeting of the members.

The Board or the President or Past-President/Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation.

#### ***3.2 Special General Meetings of Members***

The Board shall call a special general meeting of members in accordance with Section 167 of the Act, on written requisition of members holding five per cent (5%) of the votes that may be cast at a meeting of members sought to be held. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

#### ***3.3 Notice of Meetings***

Thirty (30) days' written notice of the time and place of any annual, general or special general meeting shall be given to each member entitled to vote at the meeting.

For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address or electronic address recorded on the books of the Corporation.

No error or omission in giving notice of any annual, general or special general meeting or any adjourned meeting, whether annual, general or special general, of the members of the Corporation shall invalidate such meeting or make void any decisions taken at such meeting and any member may at any



time waive notice of any such meeting and may ratify, approve and confirm any or all decisions taken at such meeting.

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

### ***3.4 Quorum at Members' Meetings***

Twenty-five (25) members present at a meeting will constitute a quorum. 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.

### ***3.5 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.

### ***3.6 Participation by Electronic Means at Members' Meetings***

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.

Meetings of members may not be held entirely by telephonic, electronic or other communication facility.

## **4. Board of Directors, Officers and Secretariat**

### ***4.1 Election of Directors and Terms***

The property and business of the Corporation shall be managed by a Board of no less than ten (10) and no more than twelve (12) directors of whom one (1) shall be the liaison to or editor of the Canadian Journal of Higher Education,



and one (1) shall be the Program Chair of the annual conference of the Society. Directors must be individuals, 18 years of age or older, with power under law to contract. Six (6) directors shall constitute a quorum of the Board.

In accordance with the Act, directors are elected at the annual general meeting. All directors shall be elected by the members of the Corporation by such means of balloting including mail, telephonic and electronic balloting as is determined appropriate from time to time by the Board.

As permitted under subsection 128(4) the Act, terms of office for the Corporation shall be as follows:

- Two (2) directors elected for a term of four (4) years
- Two (2) directors elected for a term of three (3) years
- Six (6) to eight (8) directors elected for a term of two (2) years

All directors shall be eligible for immediate re-election for one (1) successive two (2) year term.

The office of director shall be automatically vacated:

- i. if a director shall resign office by delivering a written resignation to the President of the Corporation;
- ii. if at a special general meeting of members a resolution is passed by the majority of the members present at the meeting that s/he be removed from office; or
- iii. on death;

If a director misses three (3) consecutive regularly scheduled meetings of the Board without reasons acceptable to the Board, the Board may call a special meeting of the members to consider the removal of said director.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by majority vote, may, by appointment, fill the vacancy for the unexpired term with a member of the Corporation.

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

To ensure continuity of Board operations, a retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's retirement is accepted and the successor is elected.

#### **4.2 Appointment of Officers**

The Executive of the Board shall comprise the President, the Past President or Vice President, the Secretary, and the Treasurer, and any such other officers



as the Board may by resolution determine, all of whom are members, officers of the Corporation, and members of the Board of Directors.

The President shall hold office for two (2) years; the Vice-President and Past-President shall each hold office for one (1) year; the Vice-President shall automatically become the President, and the President shall automatically become the Past-President.

Officers are elected by the directors. Any two offices may be held by the same person.

The officers of the Corporation shall hold office from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the members at any time.

#### ***4.3 Notice of Meeting of Board of Directors***

Meetings of the Board may be held at any time and place to be determined by the directors provided that two (2) business days written notice of such meeting shall be given. A special meeting of the Board shall be called by the President upon the written request of at least two (2) members of the Board. Notice of face to face meetings shall be given at least thirty (30) days prior to the meeting.

There shall be at least one (1) meeting per year of the Board, and each director is authorized to exercise one (1) vote.

No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any decisions taken at such meeting and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all decisions taken at such meeting.

If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee 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.

#### ***4.4 Secretariat, Agents, Employees***

The Board shall have the authority to establish an office and Secretariat for the conducting of the Corporation's affairs, to 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 at the time of such appointment.

The remuneration of all agents and employees shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

#### ***4.5 Indemnities of Directors and Others***

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against any director, officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by any director, officer or other person, in or about the execution of the duties of office or in respect of any such liability;
- all other costs, charges and expenses which are sustained or incurred by any director, officer or other person, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by any director's, officer's or other person's own willful neglect or default.

The society shall maintain insurance to guarantee the indemnification of directors.

#### ***4.6 Powers of Directors***

Acting as a Board, the 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 articles or otherwise authorized to exercise and do.

The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board 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 Board 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 Canadian Society for the Study of Higher Education in accordance with such terms as the Board may prescribe.

The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

The Board is responsible for recommending a budget for approval by the membership at the annual meeting and naming the Corporation's representatives to those various bodies on which the Corporation is entitled to such representation.

#### ***4.7 Minutes of the Board of Directors***

The Minutes of the Board of directors shall be available to the general membership of the Corporation.

#### ***4.8 Committees of the Board of Directors***

The Board may establish standing or ad hoc committees of the Corporation from time to time and appoint any committee or other advisory body, as it deems necessary to carry on the activities of the Corporation 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.

## **5. Description of Offices**

### ***5.1 Officers***

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

- The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and of the Board. The President shall have the general and active management of the affairs of the Corporation and see that all orders and resolutions of the



Board are carried into effect. The President shall represent the Corporation in relations with other professional and educational organizations, foundations, and governmental agencies.

- The Past-President or Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall, from time to time, be imposed upon him/her by the Board.
- The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Secretary shall be. Any or all of the above duties may be delegated by resolution of the Board to the Secretariat.
- The Treasurer shall prepare the annual budget for approval by the Board and 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 or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer 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 and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board. Any or all of the above duties may be delegated by resolution of the Board to the Secretariat.
- The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## ***5.2 Vacancy in Office***

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

- the officer's successor being appointed;
- the officer's resignation;



- such officer ceasing to be a director (if a necessary qualification of appointment); or
- such officer's death.

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

## **6. Head Office**

The head office of the Corporation shall be the office of the Secretariat of the Corporation in Canada and as specified in the articles or notice filed with Industry Canada [RGG: section 20(1) of the CNPCA]. Upon appointment of the Secretariat by the Board, the Secretariat shall forthwith file such copies and notices of change of registered office as is required under the Act.

The retiring Secretariat shall transfer all materials and documents relevant to the Corporation to the incoming Secretariat, so as to ensure continuity and access to relevant information. Such materials shall include but not be limited to the following: 1) copies of every instrument creating any mortgage or charge particulars under the Act; 2) books of account and accounting records under the Act; and 3) any books and records that may be required by the Act and by the by-laws to be kept at the head office.

## **7. Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the President and one other officer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

## **8. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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 may by resolution from time to time designate, direct or authorize.

## **9. Borrowing Powers**

The directors of the Corporation may from time to time:

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

The directors may delegate such powers to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

## **10. Financial Year End**

Unless otherwise ordered by the Board, the fiscal year-end of the Corporation shall be December 31.

## **11. Annual Financial Statements**

Pursuant to the Act, the Corporation must provide annual financial statements to its members within a period of 21 to 60 days before the date of the annual meeting of members. The Corporation may, as an alternative to providing copies of its annual financial statements and other documents referred to in the Act to the members, publish a notice no later than 30 days before the date of the annual meeting of members to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge.



## **12. Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors shall [RGG: section 185(1) is mandatory] fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

## **13. Books and Records**

The 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.

## **14. Omissions and Errors, Mediation and Arbitration and Disputes**

### ***14.1 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 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.

### ***14.2 Mediation and Arbitration***

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### ***14.3 Dispute Resolution Mechanism***

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then, without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation, as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall 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 the Corporation) 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 from three to one or two 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 the Corporation 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.

## **15. Amendment of By-laws**

Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. 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.



**16. 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Both the English and French versions of the by-laws are official.

**17. Languages**

English and French shall be the working languages of the Corporation. Either language may be used in its publications and at its meetings. The Executive will determine when and how translations between the languages will be provided.

**18. 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 the Corporation, as enacted by the directors of the Corporation by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ and confirmed by the members of the Corporation by special resolution on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

.....Signatures

.....Name(s) of director/officer



### **Related Documents**

Canada Not-for-profit Corporations Act S.C. 2009, c. 23  
Certificate of Incorporation, issued 1989-04-25  
Certificate of Continuance, issued 2014-05-14  
CSSHE Policies and Procedures