



Federação de Empresários e Profissionais Luso-Canadianos

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# BY-LAWS

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These by-laws are intended to serve the mission of the Federation of Portuguese Canadian Business & Professionals (the "Federation") and ensure compliance with the Ontario Not-for-Profit Corporations Act, 2010 (the "Act"), while aligning with the Federation's objectives and governance requirements.

## **BY-LAW NO. 1B**

A by-law relating generally to the conduct of the activities and affairs of the FEDERATION OF PORTUGUESE CANADIAN BUSINESS & PROFESSIONALS.

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

### **ARTICLE I: GENERAL**

#### **1.01 DEFINITIONS**

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

- **"Act"** means the Not-for-Profit Corporations Act, 2010 (Ontario), 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 Federation.
- **"Board"** means the board of directors of the Federation and **"Director"** means a member of the Board.
- **"By-law"** means this by-law and any other by-law of the Federation as amended and which are, from time to time, in force and effect.
- **"Day"** unless otherwise specified as a business day, means a clear calendar day.
- **"Meeting of members"** means annual meeting of members or a special meeting of members.
- **"Member"** means a member of the Federation.
- **"Meeting of Directors"** means any meeting held by the Board of Directors, including but not limited to regular monthly meetings, special meetings, planning sessions, and any other

gatherings convened for the purpose of conducting the business and affairs of the Federation.

- **"Officer"** means an officer of the Federation.
- **"Ordinary resolution"** means a resolution passed by a majority of the votes cast on that resolution.
- **"Special resolution"** means a resolution passed by at least two-thirds of the votes cast on that resolution.
- **"Proxy"** means an authorization by means of which a member has appointed a proxyholder to attend and act on the member's behalf at a meeting of the members.
- **"Telephonic or electronic means"** means any means that uses the telephone or any other electronic or other technological means to transmit information or data including telephone calls, voicemail, fax, email, automated touch-tone telephone system, computer, or computer networks.

## **1.02 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. Headings are used for convenience of reference and do not affect the interpretation of the by-law. Terms defined in the Act have the same meanings when used in these by-laws.

## **1.03 SEVERABILITY AND PRECEDENCE**

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. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

## **ARTICLE II: REGISTERED OFFICE**

The address of the Federation shall be 1136 College Street, Toronto, Ontario, Canada M6H 1B6, or such place in the Province of Ontario as the Board may from time to time determine by resolution or special resolution.

### **ARTICLE III: SEAL**

- a) The seal of the Federation, if any, shall be in the form impressed hereon and be kept at the registered office of the Federation.
- b) The Board, at its sole discretion, may decide to use an electronic or digital seal or stamp to be used on digital official documents and those that are sent to the recipient electronically. This seal will meet legal requirements and be protected by security measures to prevent unauthorized use. Each use of the seal will be tracked for verification, ensuring the document's authenticity.

### **ARTICLE IV: MEMBERSHIP**

#### **4.01 ADMISSION AS MEMBER**

Any individual, corporation, or other legal entity genuinely interested in the purposes of the Federation may become a member for a term of one (1) year by applying to the Secretary in such form as may be designated by the Board. The Secretary shall present such application to the Board for a vote thereon. A majority vote of the Board in favour of the applicant shall be required to admit an applicant as a member of the Federation.

#### **4.02 MEMBERSHIP CLASSES**

There shall be the following classes of membership in the Federation:

- a) **Individual Members:** Business and professional individuals of Portuguese birth or descent, 18 years or older, of good moral character, supportive of the purposes of the Federation.
- b) **Associate Members:** Business and professional individuals, 18 years or older, of good moral character, supportive of the purposes of the Federation.
- c) **Student Members:** Full-time students of Portuguese birth or descent, enrolled in a secondary or post-secondary institution, of good moral character, supportive of the purposes of the Federation.
- d) **Corporate Members:** Corporations interested in and supportive of the purposes of the Federation.
- e) **Honorary Members:** Honorary membership in the Federation may be extended to any individual as special recognition of outstanding services rendered to the Federation or in

recognition of special circumstances associated with such an individual and the Federation. The extension of such membership shall be granted only upon majority vote of the members present at a meeting convened for that purpose.

#### **4.03 MEMBERSHIP DUES**

- a) Members shall be notified in writing of the membership dues at any time payable by them, and if not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Federation.
- b) The honorary members shall not be required to pay an annual fee.

#### **4.04 TERMINATION OF MEMBERSHIP**

A membership in the Federation is terminated when:

- a) the member dies, resigns or dissolves, as applicable;
- b) the member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the Federation is liquidated and dissolved under the Act.

#### **4.05 DISCIPLINE OF MEMBERS**

- a) The Board shall have authority to suspend or expel any member from the Federation for any one or more of the following grounds:
  - 1. Violating any provision of the articles, by-laws, or written policies of the Federation.
  - 2. Carrying out any conduct which may be detrimental to the Federation, including but not limited to unethical behavior, misrepresentation, or actions contrary to the mission of the Federation, as determined by the Board in its sole discretion.
  - 3. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Federation.
- b) In the event that the Board determines that a member should be expelled or suspended from membership in the Federation, the President, or such other officer as may be designated by the Board, shall provide thirty (30) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make

written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. If no written submissions are received, the President may proceed to notify the member of the suspension or expulsion. If written submissions are received, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning the final decision within a further thirty (30) days from the date of receipt of the submissions.

#### **4.06 ANNUAL AND OTHER MEETINGS OF MEMBERS**

- a)** The annual or any other meetings of the members shall be held at the registered office of the Federation or elsewhere in Ontario and can be hosted by telephonic or electronic means on a platform approved by the Board that permits all participants to communicate adequately with each other during the meeting, if the Federation makes these means available. The meeting shall be hosted by the President or such other Officer as may be designated by the Board on such day and at such time as the Board may determine. Any person entitled to attend a members' meeting may participate in the meeting by telephonic or electronic means. A person so participating in a meeting is deemed to be present at the meeting.
- b)** At every annual meeting, in addition to any other business that may be transacted, the report of the Board shall be presented, the new Board shall be elected, auditor shall be appointed for the ensuing year and the remuneration of the auditors, if any, shall be fixed.
- c)** The Board, by majority vote of the Board of Directors, may at any time call a special meeting of the members of the Federation for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
- d)** Notice of the time and place of every meeting of members shall be given to each member by sending the notice by telephonic or electronic means at least ten (10) days before and not more than fifty (50) days before the time fixed for the holding of such meeting. The statutory declaration of the Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No error or omission in giving notice of a meeting of members shall invalidate such meeting or make void any proceedings taken at such meeting. Any member may at any time waive notice of any meeting and may ratify and approve of any or all proceedings taken or had thereat.
- e)** At any time, ten percent (10%) of the members of the Federation may, in writing, request the Board to call a meeting of members. The Board shall, within five (5) days of receiving such

request, send out a notice in the prescribed manner to the total membership describing the general nature of the business to be conducted at the meeting.

- f)** A quorum for the transaction of business at any meeting of the members shall consist of:
  - 1. not less than ten percent (10%) of the membership.
- g)** Each member is entitled to one (1) vote at any meeting of the members.
- h)** No member shall be entitled to vote at any meeting of the Federation unless the member has paid all annual fees as described in section 4.03 herein, if any, then payable.
- i)** Subject to section 64 of the Act, every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
- j)** In the case of an equality of votes on any question at a meeting of members, the Chair, pro-tempore, shall be entitled to a second or casting vote.
- k)** All votes at any meeting of members shall be taken by ballot, if so demanded by any member present, but if no demand is made, the vote shall be taken by a show of hands. Such ballots shall be by mail or telephonic or electronic means given that the Federation can verify that such votes were made by voting members and cannot see how each member voted.
- l)** A declaration by the Chair, pro-tempore, that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **ARTICLE V: BOARD OF DIRECTORS**

### **5.01 DIRECTORS AND QUALIFICATIONS**

The affairs of the Federation shall be managed by a Board consisting of a minimum of three (3) and a maximum of fifteen (15) Directors as set out in the articles. The Board shall be comprised of the fixed number of Directors within such range as determined from time to time by special resolution or, if the special resolution empowers the Board to determine the number, by resolution of the Board. Directors shall be at least eighteen (18) years of age, shall not be an undischarged bankrupt, shall not have been convicted of a criminal offence by a court of law in Canada or any other country, and at the time of election and throughout the term of office, be a member of the Federation.

## **5.02 ELECTION AND TERM**

- a) The Board shall be elected and retire in rotation. Subject to the provisions of this section, the Directors referred to in section 5.01 shall be elected for a term of two (2) years, provided that each such Director shall hold office until the earlier of the date on which their office is vacated or until the end of the meeting at which their successor is elected or appointed.
- b) For the purposes of the rotation referred to in this section, the Board shall be and is divided into two (2) classes, as nearly equal in number as possible, designated class I and class II. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent director.
- c) Each Director shall serve for a term ending on the date of the second annual meeting following the annual meeting at which such Director was elected; provided that each Director initially appointed to class I shall serve for an initial term expiring at the Federation's first annual meeting of members following the date this provision is proclaimed into force and each Director initially appointed to class II shall serve for an initial term expiring at the Federation's second annual meeting of members following the date this provision is proclaimed into force .
- d) New Directors shall be designated to the class of their predecessors.
- e) All Directors who retire, if qualified, are eligible for re-election.
- f) Election of the Board shall be made first by all members present at the annual meeting and shall be conducted in accordance with section 4.06.

## **5.03 VACANCIES ON THE BOARD OF DIRECTORS**

- a) Vacancies on the Board, however caused, may, so long as there is a quorum of Directors in office, be filled for the remainder of the term by the Directors then in office.
- b) Whenever there is not a quorum of Directors in office or if there has been a failure to elect the number or minimum number of Directors provided for in the articles, the Director or Directors then in office shall immediately call a special meeting of the members to fill the vacancies, and, in default or if there are no Directors then in office, the meeting may be called by any member.

#### **5.04 MEETINGS OF THE BOARD OF DIRECTORS**

- a)** In order for the Board to conduct or transact any business, a quorum consisting of not less than one half plus one of the Board must be present.
- b)** Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.
- c)** No formal notice of any such meetings shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Notice of such meeting shall be by personal delivery or by telephonic or electronic means to each Director not less than forty-eight (48) hours before the meeting is to take place. The statutory declaration of the Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- d)** The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Federation.
- e)** A Directors' meeting may be formally called by the President or by the Secretary or any two (2) Directors.
- f)** The Directors may consider or transact any business, either special or general, at any meeting of the Board.

#### **5.05 OMISSIONS AND ERRORS, BOARD OF DIRECTORS**

- a)** No omission or error in giving notice of a meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.
- b)** Any Director may at any time waive notice of any meeting and may ratify and approve of any or all proceedings taken or had thereat.
- c)** The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public auditor, or the non-receipt of any notice by any such person where the Federation 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.

## **5.06 VOTING, BOARD OF DIRECTORS**

- a)** Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chair, pro-tempore, in addition to their original vote, shall have a second or casting vote.
- b)** All votes at any meeting of Directors shall be taken by ballot by mail or by telephonic or electronic means, if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands.
- c)** A declaration by the Chair, pro-tempore, that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **5.07 POWERS**

- a)** The Board of the Federation may administer the affairs of the Federation in all things and make or cause to be made for the Federation, in its name, any kind of contract which the Federation 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 Federation is by its articles or otherwise authorized to exercise and do.
- b)** Without in any way derogating from this by-law and articles, the Board are expressly empowered, from time to time, to:
  - 1.** borrow money on the credit of the Federation;
  - 2.** issue, reissue, sell or pledge debt obligations of the Federation;
  - 3.** give a guarantee on behalf of the Federation to secure performance of an obligation of any person; and
  - 4.** mortgage, pledge or otherwise create a security interest in all or any property of the Federation, owned or subsequently acquired, to secure any obligation of the Federation.

## **5.08 REMUNERATION OF THE DIRECTORS**

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 them in the performance of their duties.

## **5.09 RESIGNATION, DEEMED RESIGNATION AND REMOVAL**

The office of a Director shall be vacated immediately:

- a)** if the Director resigns office by written notice to the Federation, which resignation shall be effective at the time it is received by the Federation or at the time specified in the notice, whichever is later;
- b)** if the Director dies or becomes bankrupt;
- c)** if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- d)** if, at a meeting of the members, the members by ordinary resolution removes the Director before the expiration of the Director's term of office;
- e)** If the Director misses three (3) consecutive meetings or an aggregate of seven (7) meetings without justifiable cause; or
- f)** if the Director no longer meets one (1) of the qualifications set out in section 5.01(a).

## **5.10 PARTICIPATION BY TELEPHONIC OR ELECTRONIC MEANS**

If all of the Directors of the Federation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **5.11 RESOLUTION IN WRITING OF BOARD**

Unless otherwise restricted by the articles or this by-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by telephonic or electronic means, and the writings or telephonic or electronic means, are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

## **ARTICLE VI: OFFICERS**

### **6.01 OFFICERS**

- a) Subject to the Act, the articles, and this by-law, the Board may designate the offices of the Federation, appoint Officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Federation. There shall be five (5) Officers as follows:
1. Chair;
  2. President;
  3. Vice-President;
  4. Secretary; and
  5. Treasurer.
- b) The Board may appoint such additional Officers by resolution from time to time. Any person may hold more than one (1) office.

### **6.02 ELECTION OF OFFICERS**

- a) Should a vacancy occur in any position of Officer, the Board shall immediately fill such a vacancy from among them.
- b) No Officer of the Federation shall hold the position of president, vice-president, secretary, or treasurer of any other non-profit organization in the Portuguese community.
- c) In the event that there are no interested Directors in the role of Chair, the President will assume the role of Chair and act as both President and Chair until the following Annual General Meeting.

### **6.03 OFFICES HELD AT BOARD'S DISCRETION**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed,
- b) the Officer's resignation, or
- c) such Officer's death.

#### **6.04 DUTIES OF THE PRESIDENT**

- a) The President shall be charged with the general management and supervision of the affairs and operations of the Federation. The President together with the Secretary or any other Officer appointed by the Board for the purpose shall sign all by-laws and membership certificates, if any.
- b) During the absence or inability of the President, the President's duties and powers may be exercised by the Vice- President or such other Director as the Board may, from time to time, appoint for the purpose, and if the Vice-President or such other Director, shall exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### **6.05 DUTIES OF THE SECRETARY**

- a) The Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose.
- b) The Secretary shall give all notices required to be given to members and Directors.
- c) The Secretary shall be custodian of the seal of the Federation, if any, and of all books, papers, records, correspondence, contracts and other documents belonging to the Federation.
- d) The Secretary shall deliver such items only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution and shall perform such other duties as may from time to time be determined by the Board.

#### **6.06 DUTIES OF THE TREASURER**

- a) The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Federation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Federation in such bank or banks as may from time to time be designated by the Board.
- b) The Treasurer shall disburse the funds of the Federation under the direction of the Board, taking proper vouchers therefore and shall render to the Board, at the regular meetings thereof or whenever required, the financial position of the Federation.
- c) The Treasurer shall also perform such other duties as may from time to time be determined by the Board, including collection of membership fees.

- d) The Treasurer shall also ensure that the books of the Federation are reviewed annually by the Trustees of the Federation.

#### **6.07 DUTIES OF THE CHAIR**

- a) The Chair shall, when present, preside at all Board meetings and meetings of members and shall represent the Federation and the Board as may be required or appropriate and shall have those other powers and duties as the Board may specify.
- b) During the absence or inability of the Chair, the Chair's duties and powers may be exercised by the President or such other Director as the Board may, from time to time, appoint for the purpose, and if the President or such other Director, shall exercise any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

#### **6.08 DUTIES OF OTHER OFFICERS**

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

### **ARTICLE VII**

#### **7.01 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- a) Every Director and Officer of the Federation or a former Director or Officer of the Federation, or an individual who acts or acted at the Federation's request as a Director or Officer, or in a similar capacity, of another entity, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Federation, from and against:
  - 1. all costs, charges and expenses whatsoever which the individuals described in section 7.01(a) sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and



- b) Contracts in the ordinary course of the Federation's operations may be entered into on behalf of the Federation by the President or by any other Officer or Director.
- c) The President, the Secretary, any Director, or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Federation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Federation transfer of shares, bonds or other securities from time to time transferred to the Federation, and may affix the corporate seal, if any, to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal, if any, any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- d) Notwithstanding any provisions to the contrary contained in the by-laws of the Federation, the Board may at any time by resolution direct the manner in which, and the persons or person by whom, any particular instrument, contract or obligation of the Federation may or shall be executed.

## **8.02 BOOKS AND RECORDS**

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

## **8.03 FISCAL YEAR**

The fiscal year of the Federation shall terminate on the 31<sup>st</sup> day of December of each year.

## **8.04 FINANCIAL REPORTS**

The Board shall present a summary of the Federation's financial activities and position to the members of the Federation on an annual basis at every annual meeting, not later than six (6) months following the close of the fiscal year to which the summary report applies.

## **8.05 FUNDS**

- a) The banking business of the Federation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada 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 Federation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- b) The Federation shall have three (3) bank accounts as follows:
  - 1. A “General Account” which shall be used for the general operation of the Federation and into which shall be deposited all membership fees, donations and the proceeds from all functions for members and guests.
  - 2. A “Scholarship Trust Fund” wherein all money collected for scholarships will be deposited along with any monies allocated in accordance with section 8.05 herein. Any amounts withdrawn from the account will be used exclusively for the payment of scholarships. No more than ninety-five percent (95%) of the monies raised or collected for this account in any fiscal year may be withdrawn in that fiscal year unless approved by the Trustees of the Federation.
  - 3. A “Endowment Fund” wherein the capital/principle of the endowment remains untouched, and only the interest from the fund is used for granting scholarships or any other purpose approved by the Board and the Trustees of the Federation.

## **8.06 TRUSTEES**

- a) The Trustees of the Federation shall be:
  - 1. The immediate Past President;
  - 2. A member elected by the members of the Federation at the annual meeting; and
  - 3. A Director elected by the Board and who is not an Officer of the Federation.
- b) The Trustees shall be responsible for administering the Endowment Fund, with the approval of the Treasurer, President, and Vice-President. Any disposition of the Endowment Fund must be approved by a special meeting of the members specifically called for that purpose.
- c) The Trustees shall be empowered to consider and approve any disposition of the capital of the Endowment Fund and/or the total or part of the accumulated interest in the Endowment Fund. The Trustees shall also examine the financial records of the Federation for the fiscal year and report their findings to the membership at the annual meeting. The Officers of the

Federation shall make all financial records of the Federation available to the Trustees within a reasonable time after being requested to do so.

## **ARTICLE IX**

### **9.01 CONFLICT OF INTEREST**

**a)** A Director or Officer who:

- 1.** is a party to a material contract or transaction or proposed material contract or transaction with the Federation; or
- 2.** is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Federation;

shall disclose to the Federation or request to have entered in the minutes of Board meetings the nature and extent of their interest.

**b)** The disclosure required by section 9.01(a) must be made in the case of a Director:

- 1.** at the meeting at which a proposed contract or transaction is first considered;
- 2.** if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
- 3.** if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or
- 4.** if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

**c)** The disclosure required by section 9.01(a) must be made, in the case of an Officer who is not a Director:

- 1.** Forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
- 2.** If the Officer becomes interested after a contract is made or transaction is entered into, forthwith after the Officer becomes so interested; or
- 3.** If an individual who is interested in a contract or transaction later becomes an Officer, forthwith after the individual becomes an Officer.

- d)** If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 9.01(a) is one that, in the ordinary course of the Federation's business, would not require approval of the Board or members, then the Director or Officer shall disclose to the Federation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or Officer becomes aware of the contract or transaction or proposed contract or transaction.
- e)** Except as permitted by the Act, a Director referred to in section 9.01(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- f)** If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one (1) or more Director(s) are not permitted to be present at the meeting by virtue of section 9.01(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.
- g)** For the purposes of section 9.01, a general notice to the Board by a Director or Officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- h)** A contract or transaction for which disclosure is required under section 9.01(a) is not void or voidable, and the Director or Officer is not accountable to the Federation or the members for any profit or gain realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:

  - 1.** Disclosure of the interest was made in accordance with this section;
  - 2.** The Board approved the contract or transaction; and
  - 3.** The contract or transaction was reasonable and fair to the Federation when it was approved.

## **ARTICLE X**

### **10.01 AMENDMENTS TO BY-LAWS**

- a) By-Laws of the Federation may be enacted, repealed, amended, altered, added to or reenacted in the manner contemplated in, and subject to the provisions of the Act. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.
- b) 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.
- c) 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.

### **10.02 BY-LAWS REQUIRING SPECIAL RESOLUTION**

- a) Section 10.01 does not apply to a by-law that requires a special resolution of the members according to section 103(1) of the Act.
- b) A special resolution is required to make any amendment to sections 4.01 and 4.02, section 4.06(a) and section 4.06(b) and this section 10.02.

## **ARTICLE XI**

### **11.01 DISSOLUTION**

The Federation may be dissolved by a special resolution at a meeting of members duly called for that purpose in accordance with the articles.

### **11.02 REPEAL OF PRIOR BY-LAWS**

All prior by-laws of the Federation heretofore enacted are repealed. Provided, however, that the repeal of prior by-laws shall not impair in any way the validity of any act or thing done pursuant to such repealed by-law.

**Effective as of October 17, 2024**