



Bylaws

14855086 CANADA ASSOCIATION

A by-law relating generally to the conduct of the affairs of 14855086 CANADA ASSOCIATION (the "Corporation").

Interpretation

1. Definitions

In these by-laws and all other bylaws of the Corporation, unless explicitly indicated otherwise:

"Act" means the Canada Not-for-Profit Corporations Act, as amended from time to time.

"Youth" shall, unless otherwise explicitly defined, be defined as any person between the ages of 16 and 26-years-old.

2. Interpretation

All terms contained in the bylaws which are defined in the Act shall have the meanings given to such terms in the Act.

Registered Office

3. The head office of the Corporation shall be located in the City of Ottawa, in the province of Ontario.
4. The Corporation may from time to time (i) by resolution of the directors change the place and address of the registered office of the Corporation within the province in Canada specified in its articles, and (ii) by an amendment to its articles, change the province in Canada in which its registered office is situated.

Seal

5. The Corporation may, but need not, have a corporate seal. If the Corporation has a corporate seal, it shall remain in the custody of the President. A document executed on behalf of the Corporation is not invalid merely because the corporate seal, if any, is not affixed thereto.



Membership

6. Subject to the articles, the Corporation's Members shall be divided into two classes:

- a. General Members, which shall be any person who involves themselves with the business and professional life of female South Asian community, or involvement in other affairs in Canada; and
- b. Corporate Members, which shall be corporations, firms and partnerships associated with the business and professional life of the female South Asian community, or involvement in other affairs in Canada.

7. Conditions of Membership

All individuals holding membership in the Corporation must abide by conditions imposed by the Corporation, the National Council, or the Board of Directors.

8. Rights of Members

All Members in good standing shall be entitled to receive regular publications of the Corporation, avail themselves of the Corporation's Secretariat and attend Annual Meetings.

All General and Corporate Members in good standing have the right to vote, to introduce motions or to second motions at any meeting of the Members.

Corporate Members are provided one (1) vote, vested in the registered party of the Corporation, ideally the business's owner.

9. Membership Resignation

Any Member may resign from any class of membership in the Corporation upon notice in writing, delivered by courier or electronic communication, thereof received by the President.

10. Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- a. in the case of a Member that is a corporation or other entity, upon the dissolution of the Member;



- b. when the Member's term of membership expires;
- c. when the Member ceases to qualify for the class of membership of which it is a part;
- d. upon receipt by the President of a written resignation by any Member in respect of such Member, as detailed in section 9;
- e. upon a vote to terminate any Member's membership for any reason enumerated in these by-laws, or any resolution of the Board of Directors;
- f. the Corporation is liquidated or dissolved.

Upon termination in accordance with subsection (e) above, any dues paid for the current year shall be refunded on a *pro rata* basis.

11. Membership Dues

The membership dues of all Members shall be determined by the Board of Directors.

The membership dues of Corporate Members shall be payable on admission and thereafter annually on the fifteenth day of each calendar year. The membership dues of General Members shall be payable on admission to membership and thereafter annually on the fifteenth day of the calendar year; or monthly on the fifteenth day of every calendar month.

Should any Member fail or refuse to pay annual or monthly dues within a period of ninety (90) days where dues are billed annually, or ten (10) days where dues are billed monthly, after the same are due and payable, the membership of such Member may be terminated by the Board upon a vote consisting of at least two-thirds (2/3) of the votes cast. Nevertheless, the Board, in its discretion and upon such terms as it deems proper, may restore such terminated Member to good standing, subject to the provisions of this by-law.

Member's Meetings

12. Calling of Meetings

The directors of the Corporation, or an employee of the Corporation acting on the direction of the Board:

- a. shall call an annual general meeting not later than 18 months after the Corporation comes into existence, and shall subsequently call meetings not later



than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial years subject to any extension authority by the Director or a court of competent jurisdiction under the Act (each meeting, an "Annual Meeting");

- b. may at any time call a special meeting of Members (each such meeting, a "Special Meeting"); and
- c. shall call a Special Meeting on written requisition of not less than fifteen percent (15%) of the General Members, for the purposes stated in the requisition and to transact such business as is stated in the requisition, if such requisition complies with the Act.

13. Business Transacted at Meetings

The Board, with the assistance of the Corporate Secretary, shall determine what subjects or questions should be considered and acted upon by the Chamber, and shall determine the agenda to be submitted to each Annual or Special Meeting, provided however, that no subject or question may be discussed at an Annual or Special Meeting unless it is national in character, timely in importance, and general in application to both the economic and public welfare. The exemption being if a Special Meeting is lawfully called by the Members under section 12(c) whereby the agenda will be determined by the applicable requisition.

All General or Corporate Members, subject to limitations imposed by these by-laws, may submit a proposal to the Corporation, to the attention of the President, to discuss any matter it wishes at an Annual Meeting, if consistent with the requirements of the Act. The Corporation shall then either: (a) only if a proposal is received by the President no later than ninety (90) days, but no earlier than one-hundred and fifty (15) days, prior to an Annual Meeting, include the proposal in the required notice of meeting, including if so requested by such Member a statement of support of the proposal consistent with the Act and the name and address of such Member, or (b) refuse to include the proposal in such required notice of meeting, and if so, within twenty-one (21) days of receiving the proposal, notify in writing the Member submitting the proposal of its intention to omit the proposal and the reasons for such omission. Any proposal under this section shall require the supporting signatures of no less than fifty (50) lawful General or Corporate Members of the Corporation.

An Annual or Special Meeting may, by a vote of not less than two-thirds of the votes validly cast thereat, bring before said meeting for discussion any subject or question that is not already on the agenda submitted by the Board to the Annual or Special Meeting, provided it is national in character, timely in importance and general in



application to both the economic and public welfare and, furthermore, by a further vote of not less than two-thirds of the votes validly cast, may cause such subject or question to be referred to the Board for action.

In the event of an Annual or Special Meeting, the Board of Directors shall appoint a director to serve as "Secretary-General" for the duration of said meeting. It is the responsibility of the Secretary-General to ensure that (i) order is maintained throughout the course of the meeting, (ii) that items on the Agenda are properly and fulsomely entertained, pursuant to the limitations imposed by these by-laws or by resolution of the Board, including coordination with the Corporate Secretariat to ensure validity of submissions, and (iii) that proceedings are held, conducted, and operated as per the guidelines in these by-laws.

14. Time and Place of Meetings

Each Annual Meeting shall be held at such time and place decided upon at a preceding annual Meeting or as determined by the Board at a date no later than fifteen (15) months after the last Annual Meeting. There should be a varying cycle of locations, representative of the regions present in the Corporation's operations, to ensure adequate variety and representation where possible.

Any special meeting of the Members of the Corporation shall be held at such time and place as determined by the directors, from time to time in their discretion.

15. Electronic Participation

If a meeting of Members is called under the Act, the Board may, in its sole discretion and subject to the Act and the regulations promulgated thereunder, determine that the meeting will be held entirely by means of a telephonic, electronic or other community facility that permits all participants to communicate adequately with each other during the meeting.

Any meeting of the Members conducted by such telephonic, electronic or other communication facility shall be conducted in accordance with any electronic voting conduct policies that the Board may issue from time to time.

16. Record Dates for Member Meetings

Subject to section 161 of the Act, the directors may fix in advance a date as the record date for the purpose of:

- a. determining the Members entitled to receive notice of a meeting of Members and/or entitled to vote at a meeting of Members, but such record date shall not



precede by more than sixty (60) days or by less than twenty-one (21) days the date on which the meeting is to be held.

- b. determining the Members entitled to participate in a liquidation distribution or for any other purpose which record date shall be the close of business on the day on which the directors pass the resolution relating to the record date; provided that such record date may not precede the date on which the action is to be taken by more than 60 days.

If no record date is fixed by the directors, the record date for the determination of Members entitled to receive notice of a meeting of the Members shall be:

- a. at the close of business on the day immediately preceding the day on which the notice is given; or
- b. if no notice is given, the day on which the meeting is held.

17. Notice

A notice stating the day, hour and place of meeting and, if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon, and (ii) the text of any resolution to be submitted to the meeting, shall be sent to each Member entitled to vote at the meeting, to each director of the Corporation and to the public accountant (if any) of the Corporation. Such notice shall be executed by the President, Chairperson, or anyone explicitly delegated such authority by resolution of the Board of Directors.

Such notice shall be personally delivered or sent by prepaid mail, courier, or electronic communications not less than twenty-one (21) days and not more than thirty-five (35) days, (exclusive the day of mailing and of the day for which notice is given) before the date of every meeting or as may be prescribed in the Act, and shall be addressed to the latest address of each such person as shown in the records of the Corporation, or if no address is shown therein, then to the last address of each such person known to the Corporate Secretary.

The public accountant (if any) of the Corporation is entitled to receive notice of every meeting of Members of the Corporation and, at the expense of the Corporation, to attend and be heard thereafter on matters relating to the public accountant's duties.

18. Presiding Officer

The Board of Directors shall appoint a director to serve as the "Secretary-General" and to preside over the duration of the meeting. The term of the Secretary-General



shall cease immediately upon the close of the meeting for which they were appointed. In extraordinary circumstances, in the absence of the Secretary-General, the Corporate Secretary shall preside over the meeting, for the duration of the Secretary-General's absence.

19. Voting

Unless otherwise provided in this by-laws, or the Act, no motion or amendment shall be carried at any meeting of the Members unless it received at least two-thirds (2/3) of the votes cast.

All voting will be conducted electronically.

At any meeting, unless a ballot is demanded by a Member entitled to vote at the meeting, a declaration by the presiding officer of the meeting that a resolution has been carried or not carried unanimously or by a particular majority or lost or not carried by a particular majority shall be evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

If at any meeting a ballot is demanded on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such a manner and either at once or later at the meeting or after adjournment as the presiding officer directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be made either before or after any vote by show of hands and may be withdrawn.

No Member shall be entitled to vote at meetings of Members if such Member is in default in the payment of membership fees or dues.



20. Adjournment

The presiding officer may, with the consent of the meeting, adjourn any meeting of Members (i) for a specific duration of time, (ii) indefinitely, or (iii) to such as time established in these by-laws, or at the direction of the Board of Directors. A failure to meet quorum will automatically cause the meeting to adjourn until quorum is attained, subject to the call of the Secretary-General.

21. Quorum

A quorum for any meeting of the Members of the Corporation shall be fifty percent (50%) of the Corporation's total General Members. No business may be transacted without a quorum present.

22. Resolutions in Writing

- a. a resolution in writing signed by fifty percent (50%) of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- b. a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by fifty percent (50%) of Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of Members.

Directors

23. Number and Powers

The minimum and maximum number of directors is set out in the articles. The number of directors of the Corporation and the number of directors to be elected at the Annual Meeting may be such number as determined from time to time by resolution of the Members or, if the resolution empowers the directors to determine the number, by resolution of the directors.

The directors shall manage, or supervise the management of, the activities and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the Act, the bylaws, a unanimous member agreement or by statute expressly directed or required to be done in some other manner.



24. Duties

Every director and officer of the Corporation in exercising his or her powers and discharging their duties shall:

- a. act honestly and in good faith with a view to the best interests of the Corporation;
and
- b. exercise the care, diligence, and skill that a reasonable prudent person would exercise in comparable circumstances.

Every director and officer of the Corporation shall comply with the Act, the Corporation's articles or bylaws.

Every director of the Corporation shall verify the lawfulness of the articles and the purpose of the Corporation.

The Chairperson shall preside at all meetings of the Board and the Executive Committee, and shall be an *ex-officio* member of all other committees. Subject to the direction of the Board, they shall exercise such authority and perform such duties as the Board shall from time to time prescribe. The Vice-Chair generally shall assist the Chairperson and, in the absence of the Chairperson, the Vice-Chair shall preside at meetings and otherwise perform the duties of the Chairperson.

25. Nominations of Directors

- a. the Nominating and Governance Committee shall deliver a slate of the names of its nominees for: the Chairperson, Vice-Chair, and the appropriate number of other directors whose terms of office cease as of the next Annual Meeting, to the Chairperson by 11:00 AM Eastern Standard Time, on or before the fiftieth (50th) day preceding the date fixed for the Annual Meeting.
- b. The Chairperson shall send the slate prepared by the Nominating and Governance Committee to all Members no later than thirty (30) days preceding the date fixed for the Annual Meeting;
- c. The Nominating and Governance Committee, with the assistance of the Corporate Secretariat, must provide notice of a "request for nominations" no less than sixty (60) days prior to the deadline imposed by subsection 25(a). The request for nominations must remain open for seven (7) days, and nominations will close at 11:59 PM Eastern Standard Time, on the seventh (7th) day.



26. Composition Requirements of the Director Nominees

A slate of nominees for director delivered by the Nominating and Governance Committee in respect of an Annual Meeting shall be proposed such that (i) the nominees for directors, and (ii) the continuing directors whose terms of office as director do not expire at the next Annual Meeting, collectively, consist of:

- a. The Chairperson of the Board and Vice-Chair of the Board;
- b. A maximum of up to eighteen (18) nominees for director to be drawn from the Members;

When preparing the slate of nominees, the Nominating and Governance Committee shall, among its criteria, consider the regional, cultural, gender-identity, linguistic, and ethno-cultural balance on the Board in connection with its selection procedure provided that any such slate shall include at least (1) nominee who is a resident in each recognized region of Canada.

27. Election and Term of Directors

Each of the directors elected at an Annual Meeting shall have a fixed term of two years, from the date of the Annual Meeting in which they are elected, to the election of their successor.

An individual who is elected or appointed to hold office as a director is not a director and is deemed not to have been elected or appointed to hold office as a director unless:

- a. The individual was present at the meeting when the election or appointment took place and he or she did not refuse to hold office as a director; or
- b. The individual was not present at the meeting when the election or appointment took place and
 - a. The individual consent to hold office as a director in writing before the election or appointment within ten (1) years after the election; or
 - b. The individual has acted as a director pursuant to the election or appointment.

A director shall not be eligible for re-election to the same office after serving therein for four (4) consecutive terms, until at least one (1) term has elapsed with such director not holding such office.



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28. Ceasing to Hold Office

A director ceases to hold office if such director:

- a. Dies or sends joint-notice to the President, Chairperson of the Board, and Corporate Secretary, advising them of their intention to resign upon the reception of the notice or at the time specified in the resignation, whichever is later;
- b. is removed from office in accordance with section 130 of the Act, or by resolution of the Board under these bylaws;
- c. is declared incapable by a court in Canada or in another country.

29. Vacancies

Notwithstanding any vacancy among the directors, the remaining directors may exercise all the powers of the directors so long as a quorum of the number of directors remains in office. Subject to subsections 132(1) and (4) of the Act and to the provisions (if any) of the Corporation's articles, where there is a quorum of directors in office and a vacant occurs, such quorum of directors may appoint a qualified person to fill such vacant for the unexpired term of such appointee's predecessor.

30. Resignation and Removal of Directors

Subject to subsection 130(2) of the Act, the General Members may by resolution at a Special Meeting remove any director before the expiration of such director's term of office and may, by at least fifty percent (50%) of the votes cast at the meeting, elect any person in such director's stead for the remainder of such director's term.

Upon the passage of a resolution at a Special Meeting, under the conditions of section 30 para 1, the removed director shall vacate the office by 11:59 PM Eastern Standard Time the same day, with the newly appointed director, if applicable, taking on the remainder of their predecessor's term effective at 12:00 AM Eastern Standard Time.

31. Board Advisors

The President by virtue of their position, will be designated an official advisor to the Board and entitled to attend and speak at any meeting of the directors or meeting of any committee of directors, but shall have no voting authority. The directors may from time to time designate any number of non-voting advisors and permit such individuals



to attend meetings of the directors or meetings of any committee of directors and the directors see fit.

Meetings of Directors

32. Place of Meetings

Meetings of directors and of any committee of directors may be held at any place, except that during each six (6) term period, a meeting of directors shall be held in each of the recognized regions of Canada.

33. Calling Meetings

A meeting of directors may be convened by the Chair, the President or by written request of any ten (10) directors at any time and the Corporate Secretary shall upon direction of any of the foregoing convene a meeting of directors.

There shall be held each term at least four (4) meetings of directors.

34. Notice

Notice of the time and place for the holding of any such meeting shall be sent to each director not less than fourteen (14) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that meetings of the directors or of any committee of directors may be held at anytime without formal notice if all the directors are present or if the absent directors waived notice. The notice shall specify any matter referred to in subsection 138(2) of the Act that is to deal with at the meeting.

For the first meeting of directors to be held following the election of directors at a meeting of Members or for a meeting of directors at which a director is appointed to fill a vacancy in the directors, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

35. Waiver of Notice

Notice of any meeting of directors or of any committee of directors or any irregularity in any meeting or in the notice thereof may be waived in any manner by any director, and such waiver may be validly given either before or after the meeting to which such waiver relates, by providing said waiver to the Corporate Secretary.



36. Electronic Participation

Where a majority of the directors of the Corporation present at a meeting of directors or of any committee of directors consent thereto, a director may participate in such meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in a meeting by such means shall be deemed for the purposes of the Act and the by-laws to be present at that meeting. The director shall be required to provide the Corporate Secretary a personal phone number or e-mail address and shall use his or her best efforts to ensure that such communication facilities are kept secure and available only to such director.

37. Quorum and Voting

Ten (10) directors shall constitute a quorum at meetings of directors, provided that directors from at least (4) of the six (6) recognized regions of Canada are present. Quorum must be present to transact official business.

If a majority of the directors of the Corporation present at a meeting of directors or of any committee of directors consents thereto, votes on any issues may be conducted electronically under the direction of the Secretary in such a manner as to permit the directors to communicate adequately.

38. Adjournment

Any meeting of directors or of any committee of directors may be adjourned (i) for a specified period of time, (ii) to the call of the Chair, and (iii) indefinitely. The Chairperson must seek unanimous consent to move for any form of adjournment, except for 38(ii).

Committees of Directors

39. General

The directors may from time to time appoint from their number, one or more committees of directors. The directors may delegate to each such committee any of the powers of the directors, except that no such committee shall have the authority to:

- a. submit to the Members any question or matter requiring the approval of the Members;



- b. fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- c. issue debt obligations except as authorized by the directors;
- d. approve any financial statements to be placed before the Members of the Corporation;
- e. adopt, amend or repeal bylaws of the Corporation; or
- f. establish contributions to be made or dues to be paid by Members as provided in the Act.

A majority of the directors appointed to any committee of directors, including the President who for the sole purpose of determining quorum at a meeting of a committee of directors shall be treated as a director and a member of such committee, shall constitute a quorum at a meeting of such committee. Subject to the bylaws, the Board shall annually appoint the Chair of each committee. Each matter before a committee of directors, unless otherwise specified in the by-laws, shall be decided by a majority of the votes cast on the matter.

Remuneration of Directors, Officers and Employees

40. No director of the Corporation may receive remuneration for acting in the capacity of a director of the Corporation or receive reimbursement for expenses incurred in the capacity of a director of the corporation, except (a) where such director is also an employee of the Corporation and such employee is acting as director in connection with such employment, or (b) where such director is also the senior official of a Provincial Chamber.

The remuneration of employees shall be overseen by the National Council, with a quarterly report on salaries provided to the Board of Directors for information.

Indemnities to Directors and Others

41. Subject to the provisions hereof and subsections 151(3) and (4) of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonable incurred by the individual in respect of any civil, criminal, administrative, investigative or other



proceeding in which the individual is involved because of that association with the Corporation or other entity.

The Corporation may not indemnify an individual pursuant hereto unless the individual:

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

The Corporation is hereby authorized to executive agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

The Corporation shall maintain sufficient liability insurance for this purpose.

Officers

42. Appointment of Officers

The officers of the Corporation shall be the following: The Chairperson, the Vice-Chair, and the President.

No officer (except for the Chair and Vice-Chair) need be a director of the Corporation. A director may be appointed to any office of the Corporation. Two or more of such offices may be held by the same person.

A designated representative of a Provincial Chamber is not permitted to be an officer of the Corporation.

43. Removal of Officers

All officers shall be subject to removal by resolution of the directors at any time, with or without cause. The directors may appoint a person to an office to replace an officer who has been removed or who has ceased to be an officer for any other reason.



Notices, etc.

44. Service

Any notice or other document required to be given or sent by the Corporation to any Member or director or the public accountant of the Corporation shall be delivered personally or sent by prepaid mail, courier, fax, electronic mail or other electronic means capable of producing a written copy address to:

- a. such Member at such Member's latest address as shown on the records of the Corporation;
- b. such director at such director's latest address as shown in the records of the Corporation or in the last notice filed under section 128 or 134 of the Act; and
- c. the public accountant of the Corporation at the public accountant's latest address known to the Corporation.

With respect to every notice or other document sent by prepaid mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly address and put into a post office or into a post office letter box.

45. Delivery of Documents

For the purposes of the bylaws, any document or notice may be sent ot the members or the directors by electronic means, such as electronic mail or facsimile or by mail or courier in such a manner as to permit the Members or the directors to communicate adequately.

46. Members who Cannot be Found

If the Corporation sends a notice or document to a Member and the notice or document is returned on two consecutive occasions because the Member cannot be found, the Corporation is not required to send any further notices or documents to the Member until the Member informs the Corporation in writing of the member's new address.

47. Signatures to Notices

The signature of any director or officer of the Corporation to any notice may be written, printed or otherwise mechanically reproduced.