

## **BY-LAW NUMBER 1**

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

### **FAIR VOTE CANADA**

#### **CORPORATE SEAL**

- 1           The seal, an impression of which is stamped in the margin, shall be the seal of the corporation.

#### **HEAD OFFICE**

- 2           The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

#### **CONDITIONS OF MEMBERSHIP**

- 3           Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation, or, if the board of directors has delegated this authority, the approval of the Executive Committee, an officer, or employee of the Corporation to whom such authority has been given.

- 4           A person whose application for membership has been accepted becomes a member of the Corporation two months following the date of acceptance, and such person does not acquire any voting rights until two months following the date of acceptance, but may attend meetings of the membership and participate in discussions after the date of acceptance.

- 5           Membership fees shall be determined by the board of directors from time to time. Where an annual membership fee is payable, and is unpaid for 90 days after it falls due, membership automatically ceases.

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

- 7           Any member may be required to resign by a vote of three-quarters of the directors provided that any such member shall be granted an opportunity to be heard at such meeting.

## MEETINGS OF MEMBERS

- 8           The annual meeting of the members shall be held within 90 days after the end of the corporation's fiscal year. All meetings of members shall be held at a location within Canada determined by the Board of Directors.
- 9           At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented 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 of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members for a purpose not inconsistent with the *Canada Corporations Act*, on written requisition of at least 5% of the members, which must also include at least one member from a majority of provinces. If the membership is less than 100, the quorum shall be the greater of 3 or 10% of the members. Otherwise, quorum will be 75 members or 5% of the membership, whichever is less, present in person or by videoconference or teleconference.
- 10           Thirty days written notice shall be sent by either regular mail, facsimile transmission, or electronic mail transmission to each member of any annual or special general meeting of members.
- 11           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. The notice shall also include any resolution submitted by a member for consideration at the meeting, provided the resolution is not inconsistent with this bylaw, and is submitted to the Secretary of the Corporation at least 10 days prior to the sending of the notice to members.
- 12           Each voting member present at a meeting, or participating in a mail vote, shall have the right to exercise one vote.
- 13           Where a minimum of 8 members approve, and each member consents in advance and has equal access, members may participate in a meeting of the members by means of such conference telephone or other communications facility as permits all persons participating in the meeting to hear each other, and the members participating in such meeting by such means are deemed to be present at the meeting. In such event, quorum and the recording of votes shall be by roll call of those present.
- 14           A majority of the votes cast by the members shall determine the questions in meeting except where the vote or consent of a greater number of members is required by the Act or these By-laws.
- 15           Unless a ballot is requested by a member, a declaration by the chair of the meeting that a decision has been made and/or a decision

recorded in the minutes of the latter, it is admissible in evidence as proof on the face of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. Such ballot will be taken in the manner the chair of the meeting decides.

- 16 Except for decisions of the members to amend the Letters Patent of the Corporation, change its head office, permit the directors of the Corporation to borrow money, allow the directors to be indemnified for liability incurred while carrying out their duties, and appoint or remove the Corporation's auditor, such decisions of the members, including the election of directors, as the directors may determine from time to time, may be made by ballot submitted by mail, or electronic mail. Within 60 days but in no event less than 20 days prior to the closing date for the vote, the Secretary shall inform all members when voting materials and ballots are available and make them available in a timely manner to be decided by the National Council. The Secretary may establish such other rules for the conduct of the mail ballot as may be necessary. On the day after the closing date for the vote, the Secretary shall advise the directors of the count of the ballots, and, provided at least 5% of the members have voted, the decision of the majority of those voting (or such other proportion as the bylaws require) shall be the decision of the members on the issue.
- 17 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting. For the 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 his/her last address recorded on the books of the Corporation.
- 18 Any meeting of members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.

## **CHAPTERS**

- 19 Upon submission of a constitution or draft letters patent and by-laws which are acceptable to the Corporation, the directors may designate a local or provincial group as a chapter of the Corporation, which shall be known as "Fair Vote Canada", or designate a group which focuses on a particular issue as a caucus of the Corporation. The directors, subject to appeal to the members, may revoke the designation, where, in their opinion, acting reasonably, the chapter or the caucus is not adhering to the by-laws and policies of the Corporation.

Upon being designated, a chapter or a caucus shall:

- a. be entitled to use the Corporation's name in conjunction with its activities;
- b. carry out activities which are consistent with, and support the goals, objectives and activities of the Corporation;
- c. accept applications from membership and membership fees for the Corporation, and forward them to the Corporation;
- d. provide financial and other reports to the Corporation as required by the Corporation from time to time;
- e. permit inspection of its books and records by the Corporation upon reasonable notice;
- f. cease to use the name "Fair Vote Canada" in any way if it ceases to be a chapter or a caucus of the Corporation;
- g. maintain as members only those individuals who are also members of the Corporation; and
- h. not change its constitution, letters patent or by-laws without the prior approval of the Corporation.

### **BOARD OF DIRECTORS**

- 20           The property and business of the corporation shall be managed by a board of directors, initially comprised of three directors. At the first election of directors, the number of directors shall increase to 15. Thereafter, the number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be members.
- 21           The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected.
- 22           At the first election, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.
- 23           Directors shall be elected by the members either at a meeting of members or by mail ballot, as determined by the board of directors from time to time.

24 At the first election of Directors, to be held at the first annual meeting of the members, one-third of the Directors shall be elected for a term of 1 year or until her/his replacement is elected (whichever is the later), one-third of the Directors shall be elected for a term of 2 years or until her/his replacement is elected (whichever is the later), and one-third of the Directors shall be elected for a term of 3 years or until her/his replacement is elected (whichever is the later). Thereafter, in each year, Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office for a term of 3 years or until her/his replacement is elected (whichever is the later).

25 The office of director shall be automatically vacated:

- a. if a director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
- b. if he/she is found by a court to be of unsound mind;
- c. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- d. if at a special general meeting of members a resolution is passed by two-thirds of the members present at the meeting that he/she be removed from office;
- e. on death; or
- f. if a director is absent from 3 consecutive board meetings without leave of the Board;

provided that if any vacancy shall occur for any reason contained in this paragraph, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

26 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his/her duties. Nothing in this by-law shall be construed to preclude any director from serving the corporation as an officer or in any other capacity.

27 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected. This paragraph shall not be construed to preclude a director from serving the Corporation in any other capacity.

## POWERS OF DIRECTORS

- 28           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 charter or otherwise authorized to exercise and do.
- 29           The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.
- 30           The board of directors is authorized, from time to time to
- a.       borrow money upon the credit of the corporation, from any credit union or bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
  - b.       to limit or increase the amount to be borrowed;
  - c.       to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
  - d.       to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.
- 31           The board of directors 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.

- 32 The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

### **DIRECTORS' MEETINGS**

- 33 Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each director, or, if by mail, at least 14 days prior to the meeting. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one vote.

- 34 At the discretion of the Executive Committee, a director may participate in a meeting of the board by means of such conference telephone or other communications facilities as permits all persons participating in the meeting to hear each other, and the director participating in such meeting by such means is deemed to be present at the meeting.

- 35 A majority of directors in office, from time to time shall constitute a quorum for meetings of the board of directors.

- 36 Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

- 37 Every director and 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:

- a. 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 him/her, or in respect of any act, deed, matter or

thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and

- b. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

## **OFFICERS**

38 The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, but shall be members.

39 Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

40 Officers of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

41 The officers of the Corporation shall hold office for one year 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 board of directors at any time.

## **DUTIES OF OFFICERS**

42 The president shall preside at all meetings of the Corporation and of the board of directors.

43 The 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 of directors.

44 The treasurer shall have, or oversee, the custody of the funds and securities of the Corporation and shall keep, or oversee the keeping of, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit, or oversee the deposit of, all monies, securities and other valuable effects in the name and to the credit of the Corporation in such credit union, chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/she shall disburse, or direct the disbursement of, 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 of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the board of directors.

45           The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and 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. He/she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

46           The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

### **COMMITTEES**

47           The board of directors may appoint committees, and shall appoint an Executive Committee, whose members will hold office at the will of the board of directors, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine.

### **EXECUTION OF DOCUMENTS**

48           Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers 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 of directors.

## **MINUTES OF BOARD OF DIRECTORS**

- 49 Except for those portions dealing with matters the board decides are confidential, the minutes of the board of directors shall be available to the general membership of the Corporation, on request, and a copy the entire minutes shall be delivered to each director.

## **FINANCIAL YEAR**

- 50 Unless otherwise ordered by the board of directors, the financial year-end of the Corporation shall be the last day of July in each year.

## **AMENDMENT OF BY-LAWS**

- 51 The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

## **AUDITORS**

- 52 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 may fill any casual vacancy in the office of auditor. The board of directors shall fix the remuneration of the auditor.
- 53 No person who is a director, officer or employee of the Corporation may be appointed the auditor without the consent of all the members of the Corporation

## **BOOKS AND RECORDS**

- 54 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.

### INTERPRETATION

- 55 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural, and vice versa, and references to persons shall include firms and Corporations.

### OPERATIONS WITHOUT PECUNIARY GAIN

- 56 The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

As amended and dated at Toronto, in the Province of Ontario  
on the 2<sup>nd</sup> day of June, 2007.

A handwritten signature in black ink, reading "Stephen Broscoe", is displayed on a light gray rectangular background.

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Stephen Broscoe  
President