

A By-law relating generally to the conduct of the affairs of
THE CANADIAN NORDIC SOCIETY

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

1. **Definitions** In this by-law and all other by-laws of the Corporation unless the context otherwise requires:

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Society**” means the Corporation **THE CANADIAN NORDIC SOCIETY**;

“**Council**” means the board of directors of the Society, and “**Councillor**” means a member of the Council;

“**by-law**” means this by-law and any other by-law of the Society as amended and which are, from time to time, in force and effect;

“**meeting of members**” is an annual meeting of members or a special meeting of members;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“**proposal**” means a proposal submitted by a member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act;

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

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

2. **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” means an individual. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.
3. **Corporate Seal** The Society may have a corporate seal in the form approved from time to time by the Council. If a corporate seal is approved by the Council, the Secretary of the Society shall be the custodian of the corporate seal.
4. **Execution of Documents** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society shall be signed by any two (2) of its officers or Councillors. In addition, the Council may from time to time direct the manner in which and the person or persons by whom

a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

5. **Financial Year** The financial year end of the Society shall be determined by the Council and recorded in its minutes.
6. **Banking Arrangements** The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer, an officer or officers of the Society and/or other persons as the Council may by resolution from time to time designate, direct or authorize.
7. **Annual Financial Statements** The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, send a notice to its members, by electronic or other means, stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any member may, on request, obtain a copy free of charge.
8. **Membership Conditions** The membership shall be as follows:
 - Honorary Members:** a) The Honorary Members consisting of the Ambassadors to Canada of Denmark, Finland, Iceland, Norway and Sweden mentioned in the Articles, and b) such other persons as shall have been elected as Honorary Members by a unanimous vote of the Council;
 - Members:** Such persons 18 years of age or over as shall have applied and been accepted for membership by the Council;
 - Special Members:** From among the members the Council may designate as Special Members such persons as are deemed by the Council to have made special contribution to the Society and its objects.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. **Membership Transferability** Membership is not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. **Notice of Members' Meeting** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means: a) by mail, courier or personal delivery to each member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held; or b) by electronic or other communication facility to each member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.

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

11. **Members Calling a Members' Meeting** The Council shall call a special meeting of members in accordance with Section 167 of the Act, on written request of at least ten members.

12. **Voting at Members' Meetings** A member in good standing may attend any meeting of members and vote thereat in person or by proxy. A proxy shall be in writing and delivered by hand, by post or by electronic means to the Secretary in advance of the meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

13. **Membership Dues** Members, including special members, shall be notified in writing by post or electronic means of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members shall cease to be in good standing until the fees are paid. Honorary Members shall not pay any membership fees.

14. **Termination of Membership** A membership in the Corporation is terminated when:

- a. the member dies or resigns;

- 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 Corporation is liquidated and dissolved under the Act.

15. **Effect of Termination of Membership** Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. **Nominating Committee and Proposals** The Council shall each year before March 31 appoint a Nominating Committee consisting of three members under the Chairmanship of a member of Council. The Nominating Committee shall nominate one or more candidate(s) for each position on the Council as well as for each Officer position to be filled at the next annual meeting of members.

Members may propose the names of candidates to the Nominating Committee. All proposals must be in writing, signed by three members, and include a written undertaking signed by the nominee to accept the position if elected. Proposals may be delivered by hand, by post, or electronically. The Chair of the Committee shall close the Nominations List fourteen days before the Annual General Meeting after which no further proposals from members will be accepted.

The Nominations List compiled by the Nominating Committee shall include the proposals of the Nominating Committee and the proposals submitted by members. The List shall be forwarded to the Secretary, sent to members with the notice of meeting and presented at the annual general meeting of members for voting.

17. **Date and Place of Members' Meeting** The annual general meeting of the Society shall be held during the month of May. Subject to the foregoing, any meeting of members will be held at a time and place in Ottawa determined by Council.

18. **Persons Entitled to be Present at Members' Meetings** The persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Councillors, the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

19. **Chair of Members' Meetings** In the event that the President and Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

20. **Quorum at Members' Meetings** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
21. **Votes to Govern at Members' Meetings** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.
22. **Members' Meetings** Meetings of members shall be held only by members present in person or by proxy. Participation at meetings of members may not be by telephonic, electronic or other communication facility.
23. **Number of Councillors** The Council shall consist of seven persons (the number specified in the Articles) and comprise the President, Vice-President, Secretary, Treasurer and three Councillors-at-Large (or four Councillors-at-Large if the offices of Secretary and Treasurer are held by the same person, or if another position is vacant).
24. **Election and Term of Office of Councillors** The Councillors shall be elected at the annual general meeting to hold office for a term expiring not later than the close of the next annual meeting of members following the election. Councillors may be appointed by Council to hold office for the unexpired terms of any vacancies.
25. **Calling of Meetings of the Council** Meetings of the Council may be called by the President, the Vice-President, or any two (2) Councillors at any time.
26. **Notice of Meeting of Council** Notice of the time and place for the holding of a meeting of the Council shall be given to every Councillor by electronic or other communication facility not less than seven days before the time when the meeting is to be held, at the Councillor's recorded address for that purpose. Notice of a meeting shall not be necessary if all of the Councillors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
27. **Votes to Govern at Meetings of the Council** At all meetings of the Council, every question shall be decided by a majority of the votes cast on the question. In

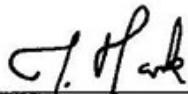
case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

28. **Committees of the Council** The Council may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make. Any committee member may be removed by resolution of the Council.
29. **Appointment of Officers** The officers of the Society shall be members in good standing elected at each annual general meeting and shall consist of the President, the Vice-President, the Secretary and the Treasurer. These officers shall also be Councillors and their terms as Officers shall be co-terminal with their terms as Councillors. The offices of Secretary and Treasurer may be held by the same person.
30. **Description of Offices** The offices of the Society shall have the following duties and powers associated with their positions:
- President** – The President shall be the chief executive officer of the Society and responsible for implementing the strategic plans and policies of the Society. The President shall preside at all meetings of the Council and of the members. The President shall, subject to the authority of the Council, have general supervision of the affairs of the Society.
 - Vice-President** – If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Council and of the members and otherwise carry out the duties of the President. The Vice-President shall have such other duties and powers as the board may specify.
 - Secretary** – The Secretary shall attend and be the secretary of all meetings of the Council and members. The secretary shall enter or cause to be entered in the Society’s records, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Councillors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.
 - Treasurer** – The Treasurer shall keep complete and accurate books of account in which shall be recorded all receipts and disbursements of the Society and, under the direction of the Council, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Society, render to the Council at its meetings, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Society, and perform such other duties as may from time to time be prescribed by the Council.

The powers and duties of all other officers of the Society shall be such as the terms of their engagement call for or the Council or President requires of them. The Council may from time to time and, subject to the Act, vary, add to or limit the powers and duties of any officer.

31. **Invalidity of any Provisions of this By-law** 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.
32. **Omissions and Errors** The accidental omission to give any notice to any member, Councillor, officer, member of a committee of the Council or public accountant, or the non-receipt of any notice by any such person where the Society 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.
33. **By-laws and Effective Date** The Council may not make, amend or repeal any by-laws that regulate the activities or affairs of the Society without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.^[11]_[SEP] This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act. Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the Council.

CERTIFIED to be By-Law No. 1 of the Canadian Nordic Society passed by the Council (Board of Directors), confirmed, with amendments, by the members of The Society by special resolution at a meeting of members duly called for the purpose on the 28th day of May, 2014, and further amended by the members of The Society by special resolution at the annual general meeting of members on the 18th day of May, 2016 in order to correct an inconsistency with the Canada Not-for-Profit Corporations Act, namely to change the timetable for notice to members of a members' meeting from twenty (20) days to twenty-one (21) days (s.10).



Timothy Mark
President
The Canadian Nordic Society
April 25, 2017