

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of **CANADIAN
MILITARY INTELLIGENCE ASSOCIATION/ L'ASSOCIATION
CANADIENNE DU RENSEIGNEMENT MILITAIRE** (the "Corporation")

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

ARTICLE I. GENERAL

1.01 Definitions

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

- (a) "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;
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "Association" means the not for profit association that carried on the purposes of the Corporation under the same or similar name to the Corporation and whose affairs were wound up into the Corporation;

- (d) “Board” means the Board of Directors of the Corporation and “Director” means a member of the Board;
- (e) “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (f) “Director” means a director of the Board of the Corporation;
- (g) “DND” means the Department of National Defence of Canada, as the same may from time to time be renamed or constituted;
- (h) “Executive Office” means any of the offices of President, Vice-President, Secretary, Membership Director, Communications Director, Director Member Support and Engagement or Treasurer;
- (i) “Lifetime Status” means status under Section 3.02 that exempts a Regular or Associate member from payment of annual dues;
- (j) “member” means a Regular member, Associate member or Honourary member of the Corporation;
- (k) “meeting of members” includes an annual meeting of members or a special meeting of members;
- (l) “special meeting of members” includes a meeting of any class or classes of members and a special meeting of members entitled to vote;
- (m) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (n) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (o) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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. Other than as specified in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If the Board approves a corporate seal, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the Board

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 Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year-end of the Corporation shall be June 30.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation 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, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the Corporation website.

ARTICLE II. STATEMENT OF MISSION, VISION AND PURPOSES

2.01 Not for Profit

The Corporation is a not-for-profit organization as defined by paragraph 149(1)(1) of the Canada Income Tax Act (the “Act”) and shall conduct its business in accordance with the Act and its associated Regulations.

2.02 Mission

The mission of the Corporation is to be the National Association of choice for professionals engaged in Military Intelligence and related disciplines. The CMIA will be the premier advocate for the skilled application of Military Intelligence to enhance military decision-making and operational performance..

2.03 Vision

The Corporation is an independent organization with the goal to further the professional interests of those who serve, or have served, either directly or indirectly, the Canadian military intelligence function. As such, it works in close collaboration with the Intelligence Branch of the Canadian Armed Forces. The Corporation is Canada’s leading advocate for the enhanced professionalization of the military intelligence function and welcomes the participation and support of all who wish to further the objectives of the Corporation.

The three fundamental principles, upon which the Corporation is founded, are:

- (a) the pursuit and encouragement of *esprit de corps* among its members;

- (b) the support of professional development in the field of military intelligence; and
- (c) the advocacy of and support for informed public discussion of the military intelligence function.

2.04 Purposes

The purposes of the Corporation are:

- (a) to promote enduring professional and informed interest in the Canadian military intelligence function, in the best interests of all members and Canadian military intelligence practitioners;
- (b) to promote and support networking links among all members, particularly among those who have completed their service with the Canadian Armed Forces;
- (c) to assist in the promotion of traditions, professional development and best military intelligence practices of the Intelligence Branch;
- (d) to foster the links between the Corporation and other Canadian and Allied military intelligence communities and Corporations;
- (e) to support members and their families;
- (f) to promote informed public discussion of military intelligence issues in Canada;
and
- (g) to establish a Corporation presence throughout Canada.

ARTICLE III. MEMBERSHIP

3.01 Membership Conditions

Subject to the Articles, there shall be three classes of members in the Corporation, including Regular members, Associate members and Honourary members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership shall apply:

I: Regular members:

- (a) Regular membership shall be available to:
 - (i) Regular and Reserve Force members who are serving, or have previously served, in the Canadian Forces Intelligence Branch;
 - (ii) Regular and Reserve Force members of any Canadian Armed Forces Branch that has, since their retirement or release, amalgamated with the Canadian Forces Intelligence Branch;
 - (iii) Canadian Armed Forces members, other than those described above, who are serving, or have previously served, in a military intelligence organization within DND;

- (iv) Canadian Public Servants who are serving, or have previously served, in a military intelligence organization within DND; or
- (v) Members of the historical predecessors of the Canadian Forces Intelligence Branch in the Canadian Army, the Royal Canadian Navy and the Royal Canadian Air Force and who have applied and have been accepted for Regular membership in the Corporation;
- (b) The term of membership of a Regular member shall be annual, subject to renewal in accordance with the policies of the Corporation, except for those Regular members that have been accorded Lifetime Status;
- (c) As set out in the Articles, each Regular member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular members shall be entitled to one (1) vote at such meetings; and
- (d) Regular members are qualified to be elected to the Board and hold Executive Office with the Corporation.

II: Associate members

- (a) Associate membership shall be available to:
 - (i) Canadian Public Servants who are serving, or have previously served, in a Canadian intelligence organization or agency other than a military intelligence organization within DND;
 - (ii) Individuals who are serving, or have previously served, in corporate or private industry in an intelligence function capacity;
 - (iii) Individuals who are serving, or have previously served as members of associated and Allied Intelligence organizations; or
 - (iv) any other individual judged by the Board of Directors to bring credit and value to the Association and who has applied and has been accepted for Associate membership in the Corporation;
- (b) The term of membership of an Associate member shall be annual, subject to renewal in accordance with the policies of the Corporation, except for those Associate members that have been accorded Lifetime Status;
- (c) As set out in the Articles, each Associate member is entitled to receive notice of, attend and vote at all meetings of members and each such Associate member shall be entitled to one (1) vote at such meetings; and
- (d) Associate members cannot be elected to the Board or hold Executive Office within the Corporation, *except under circumstances, where through a majority vote, the Board requires the services of an Associate Member for non-voting, advisory special purposes, or functions.*

II: Honorary members

- (a) Honorary membership shall be accorded to individuals who have contributed to the development and growth of the Corporation or the Canadian Military Intelligence enterprise or function and is worthy of special note by this Corporation, who have been nominated by a Regular Member, and who have been accepted for Honorary membership in the Corporation by the Board;
- (b) The term of membership of an Honorary member shall be lifetime;
- (c) Each Honorary member is entitled to receive notice of, attend and vote at all meetings of members and each such Honorary member shall be entitled to one (1) vote at such meetings; and
- (d) Honourary members cannot be elected to the Board or hold Executive Office with the Corporation.

3.02 Lifetime Status

Notwithstanding that the membership of a Regular member or an Associate member is annual, the members that qualify in this Section 3.02 shall be granted lifetime status and shall be exempt from the payment of annual dues:

- (a) active members confirmed by the Board as having been a founding member of the Intelligence Branch on 29 October 1982;
- (b) those members of the Association that immediately before the date of incorporation of this Corporation were accorded lifetime status; and
- (c) those members that the Board grants Honorary membership.

ARTICLE IV.

MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.01 Membership Dues

Membership dues or fees shall from time to time shall be determined by the Board. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within thirty-one (31) days of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

4.02 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies;

- (b) the member resigns by delivering notice by any means to the Corporation;
- (c) the member is expelled in accordance with Section 4.03 below or is otherwise terminated in accordance with the Articles or By-laws; or
- (d) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member shall automatically cease to exist.

4.03 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) 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 twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal. A decision of the Board to suspend a member does not restrict the Board from later expelling a member based on the same or other facts.

ARTICLE V. MEETINGS OF MEMBERS

5.01 Notice of Meeting of Members

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, during a period of 40 to 60 days before the day on which the meeting is to be held;
- (b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 40 to 60 days before the day on which the meeting is to be held;
- (c) By affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice Board on which information respecting the Corporation's activities is regularly posted and that is located in a place frequented by members; or
- (d) in the event that the Corporation that has more than 250 members, by publication:
 - (i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Corporation reside as shown by their addresses in the register of members; or
 - (ii) at least once in a publication of the Corporation that is sent to all its members, during a period of 20 to 60 days before the day on which the meeting is to be held.

5.02 Ordinary Business.

Subject to the Act, the ordinary business carried on at an annual meeting of the Members shall include the following:

- (a) Approval the minutes of the previous annual general meeting;
- (b) Consideration of the financial statements of the Corporation for the most recently ended fiscal year;
- (c) Receipt the public accountant's report, if required by the Act;
- (d) Receipt of the report of the President;
- (e) Election of Directors;
- (f) Re-appointment of the incumbent public accountant; and
- (g) Discuss and resolve any questions relating to the management of the Association;

5.03 Absentee Voting by Mail Ballot

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that a) enables the votes to be gathered in a manner that permits their subsequent verification, and b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

5.04 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the

Corporation 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. A member entitled to vote at a meeting of members may vote by proxy by appointing in writing one or more proxy holders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the Act.

5.05 Electronic Meeting

If the Directors or members of the Corporation call a meeting of members, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Regulations, if any, to the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and the facility:

- (a) Enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

5.06 Chair of the Meeting

In the event that the chair of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.07 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20 members entitled to vote at the meeting in person or by proxy. 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.

If at any such meeting a quorum is not present within thirty minutes after the time appointed for the meeting, then the meeting shall be adjourned to such date being not less than seven days later. At such adjourned meeting any five members who are present or represented by proxy shall constitute a quorum thereat and may transact the business for which the meeting was originally called.

5.08 Votes to Govern

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.

ARTICLE VI. DIRECTORS

6.01 Election and Term

Subject to the Articles, the members will elect the Directors to the Board at the first meeting of members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the third (3rd) annual meeting of members following their election.

6.02 Qualification

Only members that are Regular members are qualified to be nominated for and to be elected as Directors to the Board, *except under special circumstances, where the Board through a majority vote, requires the services of an Associate Member to carry out, non-voting, specific, advisory functions, for the benefit of the organization.*

ARTICLE VII. MEETINGS OF DIRECTORS

7.01 Calling of Meetings

The President, any Vice-President or any two (2) may call meetings of the Board Directors at any time.

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9.01 of this By-law to every Director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

7.03 Number and Quorum

Until changed by By-law, the number of Directors of the Corporation and the quorum thereof for the transaction of business at any meeting of the Board shall be a majority of the number of Directors elected by the members. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office provided that:

- (a) If there is a failure of quorum at a meeting those Directors present at such meeting shall have the right to adjourn the meeting for at least 48 hours and, provided notice of such adjourned meeting is given to the Directors not present, to reconvene the meeting at the time and date set out in the adjournment; and
- (b) At such reconvened meeting, the Directors present shall constitute a quorum.

7.04 Chairman

The chairman of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: President or Vice-President. If either officer is absent, unable, refused or failed to act, the Directors present may choose a chairman from among their number. The chairman at any meeting may vote as a Director.

7.05 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.06 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

7.07 Resolutions and Regulation.

The Board, subject to the Act and this By-law may from time to time pass resolutions including resolutions that it may designate as Regulations that govern conduct, processes, dues and fees, and other matters which Regulations until revoked or amended by the Board shall bind the Corporation, the Directors and members. Regulations shall be accessible by members from a member section on the Corporation's website.

7.08 Committees

- (a) The Board 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 Board shall see fit. Generally, there will be three types of committees:
- (i) A Standing Committee usually has a broad long-term mission and remains active until its mandate is terminated by the Board which standing committees may include:
 - (A) The Heritage and History Committee, chaired by the; and
 - (ii) An Ad Hoc Committee usually has a specific short-term task and remains active only for as long as is required to complete its mission; and
 - (iii) A geographical based committee, designated as a Chapter, as further described in Section 7.09; and

- (b) Any such committee may formulate its own rules of procedure, subject to such regulations or directives or resolutions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

7.09 Chapters

The Board may from time to time authorize "Chapters" follows:

- (a) Each Chapter shall be formed to serve the purposes of the Corporation in a defined geographical location. A group of at least three members in good standing may make a written application to the Board to establish a Chapter. The Board may require as a condition to the authorization of a Chapter that the Chapter agree in writing to terms of reference, as the same may from time to time be amended by the Corporation. In addition, each Chapter shall comply with the provisions of this By-law, resolutions, directives and regulations approved, issued or promulgated by the Board. All Chapters exist at the sufferance of the Board and the Board may at any time suspend or revoke any Chapter;
- (b) A Chapter shall admit all members in the geographic location as members of the Chapter and shall maintain a current register of its members. In the event that the number of members of a Chapter falls below three in number, the Chapter shall be suspended until such times as the number of its members increases to at least three, or its existence is terminated by the Board;
- (c) The Chapter shall use the name CMIA - "Area" Chapter;
- (d) Each Chapter shall report to the Board periodically and as from time to time required by the Board;
- (e) Each Chapter shall appoint a President, Vice President and Secretary who shall each be a member, and whose duties shall include the following;
 - (i) The President, who shall be Chair of the Chapter. The President shall guide, coordinate and oversee the work of the Chapter;
 - (ii) The Vice-President who shall act as Vice-Chair of the Board and act in the absence of the President, and support the President; and
 - (iii) A Secretary/Treasurer who is responsible for the accurate recording of minutes of the Chapter; and
- (f) No Chapter has the right or authority to make any financial commitments binding on the Chapter or the Corporation. No Chapter shall have the right or authority to bind itself of the Corporation to any legal agreements with third parties.

**ARTICLE VIII.
OFFICE**

8.01 Description of Officers

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

- (a) A President, who shall be Chair of the Board and Chief Executive Officer of the Association. The President shall guide, coordinate and oversee the work of the Board. The President shall also be the Board's principal point of contact with Canadian Forces Intelligence Command leadership, the Canadian Forces Intelligence Branch leadership, the leadership of other Branches involved in the Military Intelligence function, the Conference of Defence Associations and the Honourary Advisory Council (HAC). The President must be a Regular member;
- (b) A Vice-President, who shall report to the Board, respond to the President, act as Vice-Chair of the Board and act in the absence of the President. The VP's principle focus is the efficient governance of the Corporation, including ensuring the Corporation is financially secure, has a supporting financial plan, and an affinity program. The VP is also responsible to ensure that the Chapters function in accordance with the Bylaws of the Corporation. The VP will be responsible for the Association's military intelligence advocacy priorities. The VP is also the principal point of contact with the Canadian Forces Intelligence Branch Advisor. The VP must be a Regular member;
- (c) A Treasurer, who reports to the Board and responds to the President, shall be responsible for the accurate accounting of all Association financial and material resources. The Treasurer must be a Regular member, *except under special circumstances, where the Board, through a majority vote, nominates an Associate Member to provide the organization with financial advice, and carryout related treasury functions (if required by the organization), who is a qualified Canadian Chartered Professional Accountant (CPA). This appointment is a non-voting Board position.*
- (d) A Membership Director, who reports to the Board, is responsible for the management of membership activity. The Membership Director must be a Regular member;
- (e) A Secretary, who reports to the Board and responds to the President, is responsible for the accurate recording of Association and Board proceedings, correspondence and the secure maintenance of such records. The Secretary is also responsible for the organizing of the Annual Meeting of Members and the regular Board meetings. The Secretary must be a Regular member;
- (f) A Communications Director, who reports to the Board and responds to the President, is responsible for the development and implementation of the Association's Communication activities. The Communications Director must be a Regular Member;
- (g) Director Member Support and Engagement, who reports to the Board and responds to the President, is responsible to support members during service and after release. This includes the administration of the Association's Benevolent Fund and Bursary. The Director Member Support Engagement will engage and network across the Association and throughout to the Military Intelligence Community to ensure that the Association is meeting the needs of its members. The Director Member Support and Engagement must be a Regular Member;

- (h) The Officer at Large for Fiduciary Oversight who reports to the VP, with the role of providing oversight on the financial records and who can be called on to take over the duties of the Treasurer during periods of absence or dismissal, until their return or replacement is appointed. Either a Regular or Associate member can fill this position;
- (i) Designation, Powers and Duties of Other Officers. The designation, powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board of Directors may specify. Other officers must be members in good standing with the Corporation; and
- (j). The President may, subject to the approval of the Board, appoint a Strategic Advisor with a primary responsibility to develop the Association Strategic Plan (normally focused on a five year outlook) and provide advice and assistance in the operationalisation of the approved Plan as appropriate.

The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

8.02 Qualification and Election

Officers are elected by resolution of the Board and hold office for a period of three years from appointment, and may be re-elected for subsequent terms.

All Officers must be members of the Corporation and must maintain membership so long as they hold office. Only Regular members are qualified to be Executive Officers.

8.03 Vacancy in Office

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

- (a) the officer's successor being appointed;
- (b) the officer's resignation; or
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment) or such officer's death. If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE IX. NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such

person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors) of the Act; or

- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act; or
- e) in any other matter permitted by the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 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.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE X. INDEMNIFICATION

10.01 Indemnification

The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of the Corporation or body corporate, if

- (a) He 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 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, he had reasonable grounds for believing that his conduct was lawful.

**ARTICLE XI.
EFFECTIVE DATE**

11.01 Effective Date

Subject to ratification or confirmation by the members in accordance with the Act, this By-law No. 1 has been approved by the Board and is effective the 29 day of October, 2018.

CMIA President