

**Centre for Inquiry Canada**

**Bylaws June 2014**

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## **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;

“board” means the Board of Directors of the Corporation and “Director” means a member of the Board;

“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;

“meeting of members” means an annual meeting of Councillors or a special meeting of Councillors;

“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 Corporation 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.

“members” include “Friends of the Centre for Inquiry Canada” and “Councillors”

## **2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, and words in one gender include all genders.

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

### **3. 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 or Directors. 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.

### **4. Financial Year End**

The financial year end of the Corporation shall be determined by the Board of Directors.

### **5. 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.

### **6. Borrowing Powers**

The Directors of the Corporation may, without authorization of the members,

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
3. give a guarantee on behalf and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

### **7. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the

documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **8. Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Councillors and Friends of the Centre for Inquiry Canada.

The Board of Directors of the Corporation may, by resolution, approve the admission of the Friends of the Centre for Inquiry Canada to the Corporation. Friends of the Centre for Inquiry Canada may also be admitted in such other manner as may be prescribed by the Board by resolution. Councillors shall be elected in accordance with the Election of Councillors provisions of these by-laws.

In addition to payment of all applicable membership fees and dues, the following conditions of membership shall apply:

### **Councillors**

Councillors shall be voting members. Only those who have been elected as Councillors may be Councillors in the Corporation.

The term of membership of a Councillor shall be four years, subject to renewal in accordance with the policies of the Corporation and the Election of Councillors provisions of these by-laws.

As set out in the articles, each Councillor is entitled to receive notice of, attend and vote at all meetings of members and each such Councillor shall be entitled to one (1) vote at such meetings.

### **Friends of the Centre for Inquiry Canada**

Friends of the Centre for Inquiry Canada non-voting membership shall be available only to those who have applied and have been accepted for Friends of the Centre for Inquiry Canada non-voting membership in the Corporation.

The term of membership of a Friend of the Centre for Inquiry Canada shall be determined in accordance with the policies of the Corporation.

Subject to the Act and the articles, a Friend of the Centre for Inquiry Canada shall not be entitled to attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the voting members/Councillors 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. Elections**

An Elections Committee, consisting of at least one Director and two Councillors who are not Directors, shall be appointed by the Board to oversee elections of Councillors and Directors. A minimum of three members of the committee shall oversee each election. Candidates in an election may not oversee that election.

The elections committee will report to each Annual General Meeting of the Corporation on all elections held since its last report.

All elections shall be held by secret vote. There shall be no term limits for any position.

The Elections Committee shall provide to the Board of Directors and the Councillors a list of those elected no more than one week after the election. After the Board of Directors has received the report of the Elections Committee, the Board may by resolution appoint Friends of the Centre For Inquiry Canada as Councillors to fill vacant positions until the following annual election, for a term of not more than one year.

### **Election of Councillors**

An election shall be held once per year to select new Councillors. The election will be held in accordance with the following provisions:

- a. The election shall be held at the Corporation's Annual General Meeting.
- b. Each Councillor shall be entitled to vote.
- c. Only current members of the Corporation may be nominated for election as a Councillor.
- d. All eligible nominees duly nominated by at least two Councillors of the Corporation shall be included on the ballot.
- e. The number of Councillor positions to be filled shall be determined by the Elections Committee, such that the total number of Councillors equals 5% of the number of members of the Corporation (as of the first day of the current fiscal year, rounded down to the nearest whole number).
- f. Should the number of qualified candidates be equal to or fewer than the number of vacant positions, all qualified candidates shall be elected by acclamation.
- g. Further provisions, including eligibility criteria, as specified in an Elections Policy, which shall be developed and maintained by the Board of Directors.

### **Election of the Board of Directors**

An election shall be held once per year to select new Directors. The election will be held in accordance with the following provisions:

- a. The election shall be held at the Corporation's Annual General Meeting.
- b. Each Councillor shall be entitled to vote.
- c. Only current members of the Council may be nominated for election as a Director.
- d. All eligible Councillors duly nominated by at least two other Councillors of the Corporation shall be included on the ballot.
- e. All Directors shall be deemed Councillors for the duration of their term as Directors. Directors shall only remain Councillors beyond their term as Director if they have been elected to a term as a Councillor that extends beyond their term as Director.
- f. Director terms shall have duration of two years, except where an election is held to fill the remaining portion of a term.
- g. Further provisions, including eligibility criteria, as specified in an Elections Policy, which shall be developed and maintained by the Board of Directors.

## **10. Membership Transferability**

A membership may only be transferred to the Corporation. All membership rights, including voting rights, shall cease to exist upon transfer to the Corporation.

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

## **11. Notice of Members' Meeting**

Notice of the time and place of a meeting of members shall be given to each Councillor by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a Councillor requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery. Notice shall also be made available to non-voting members, for information purposes only.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the voting members/Councillors 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.

## **12. Members Calling a Members' Meeting**



The Board of Directors shall call a special meeting of Councillors in accordance with Section 167 of the Act, on written requisition of not less than 5% of the Councillors. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Councillor who signed the requisition may call the meeting. Such meeting, if called, shall be held no later than fifty-six (56) days after receipt of the requisition.

### **13. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the voting members/Councillors 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.

### **14. Membership Dues**

The corporation may terminate the membership of any member for the member's failure to pay membership dues.

No member's membership will be terminated for the failure to pay dues without 30 days' written notice.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall, upon notice given by the Secretary of the Corporation and without prejudice to any of the other rights and remedies of the Corporation, cease to be members of the Corporation.

### **15. Termination of Membership**

A membership in the Corporation is terminated when:

1. the member dies;

2. the member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
3. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

## **16. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including service on the Board of Directors and any rights in the property of the Corporation, automatically cease to exist.

## **17. Discipline of Members**

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

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

The Board shall provide twenty (20) calendar days' notice to the member of the effective date of the expulsion or suspension of any membership and provide the affected member with the right to make submissions to the Board to reconsider its decision.

The Board shall provide written reasons to the affected member for any decision to expel or suspend his or her membership and with respect to any decision to reconsider.

The Board's decision on reconsideration is final and not subject to any appeal.

Upon request of the affected member, the Board shall provide a copy of the reasons and submissions noted above to the Council.

The Board shall maintain a policy outlining procedures for investigation, discipline and reconsideration.

## **18. Persons Entitled to be Present at Members' Meetings**

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 voting members/Councillors.

## **19. Chair of Members' Meetings**

In the event that the chair of the Board of Directors 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.

## **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 a majority 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. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of voting members/Councillors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of voting members/Councillors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **23. Members' Meeting Held Entirely by Electronic Means**

Voting members/Councillors' meetings shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **24. Number of Directors**

The Board of Directors shall consist of a minimum of three (3) and a maximum of nine (9) Directors, as specified in the articles. The Board shall be composed of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. The minimum number of Directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

### **25. Vacancies in the Board of Directors**

If a vacancy in the Board is created as a result of a Director's removal from office at a meeting of the members, the Councillors may elect another Councillor to be a Director. If such a vacancy is not filled by the Councillors at that meeting, a quorum of the Directors may fill the vacancy by appointing another member to be a Director.

In all other cases a quorum of the Directors may fill any vacancy.

When a vacancy is filled, the Director appointed or elected to fill the vacancy holds office for the unexpired term of his or her predecessor.

### **26. Calling of Meetings of Board of Directors**

Meetings of the Board of Directors may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

### **27. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given not less than 14 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. Unless the by-law otherwise provides, 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.

### **28. Regular Meetings of the Board of Directors**

The Board of Directors shall meet at least once in each quarter. Minutes of Board meetings shall be made available to Councillors, once approved by the Board.

### **29. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the Board of Directors, 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.

### **30. Power to Create Policy**

The Board of Directors shall have the power to create and approve operating policies and public policy statements. Upon adoption, copies of such policies shall be sent to all Councillors. Copies of all policies shall be made available on request to any member of the Corporation.

### **31. Committees of the Board of Directors**

The Board of Directors may from time to time appoint or dissolve 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. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may make from time to time. Any committee member may be removed by resolution of the Board of Directors.

### **32. Appointment of Officers**

The Board of Directors may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **33. Description of Offices**

Unless otherwise specified by the Board of Directors (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:

1. Chair of the Board – The chair of the Board, if one is to be appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the voting members/Councillors. The chair shall have such other duties and powers as the Board may specify.
2. Vice-Chair of the Board – The vice-chair of the Board, if one is to be appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the voting members/Councillors. The vice-chair shall have such other duties and powers as the Board may specify.
3. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
4. Secretary – If appointed, the secretary shall attend all meetings of the Board and members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings as well as all meetings of Committees of the Board; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, 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 Corporation.
5. Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.

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

### **34. Vacancy in Office**

In the absence of a written agreement to the contrary, the Board of Directors 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:

1. the appointment of officer's successor,
2. the officer's resignation,
3. such officer ceasing to be a Director (if a necessary qualification of appointment) or
4. 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.

### **35. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) 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:

1. 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) and received by the Director;
2. if mailed to such person at such person's recorded address by prepaid mail;
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of 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.

### **36. 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.

### **37. 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.

### **38. Mediation and Arbitration**

Disputes or controversies among members, Directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **39. Dispute Resolution Mechanism**

Any dispute among Friends of the Centre for Inquiry Canada, Councillors, officers, committee members, or volunteers of the Corporation arising out of, or related to, the articles, or by-laws, or out of any aspect of the operations of the Corporation, may at the request of any person involved in the dispute, be settled by a process of dispute resolution as set out in this section as an alternative to such person instituting a lawsuit or legal action.

Upon written request of a party to the dispute the Board shall appoint an ad hoc Dispute Resolution Committee to decide the issue, composed of:

1. One member of the Board of Directors chosen by the Chair of the Board, to act as Chair of the Dispute Resolution Committee,
2. One Councillor chosen by each party to the dispute.

The Chair of the Dispute Resolution Committee shall determine the process by which to investigate, mediate and resolve the dispute, subject to any policy of the Corporation.

The Dispute Resolution Committee shall endeavour to settle the dispute to the mutual satisfaction of the parties.

In the event that no settlement is agreeable to the parties, the Dispute Resolution Committee shall issue written recommendations to the Corporation and/or the parties on how to address the dispute.

Any reasonably necessary costs incurred by the Dispute Resolution Committee shall, unless otherwise agreed, be shared equally by the parties to the dispute.



No earlier than two weeks following the issuance of the Dispute Resolution Committee's recommendations, any party to the dispute may refer the dispute to a single arbitrator to hear and determine the dispute de novo in accordance with the Arbitration Act, (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential by the parties and the arbitrator. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law. No arbitrator appointed under this section shall have the power to add, strike down, or amend the by-laws of the Corporation.

Any such arbitrator appointed under this section may, upon the consent of the parties, act as a mediator.

All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

#### **40. By-laws and Effective Date**

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Councillors where it may be confirmed, rejected or amended by the Councillors by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Councillors it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of Councillors or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the voting members/Councillors according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by voting members/Councillors.

## **Appendix: Transition**

The term of all existing Councillors shall end 90 days after the adoption of these bylaws. A special election shall be held prior to that date to elect new Councillors.

For purposes of the transition process, duly elected members of the Board of Directors shall be granted two year terms as Councillors.

The Board shall appoint an Elections Committee to oversee the special election. The Elections Committee shall conduct the special election fairly and transparently, using an electronic voting mechanism of its choosing.

Only current members of the Corporation, where currency is established on the date of the passing of these bylaws, may be nominated for election as a Councillor. All eligible nominees duly nominated by at least two Councillors of the Corporation shall be included on the ballot. Notice that the nominations process is open shall be sent to all members at least 30 days prior to the close of nominations.

The number of Councillor positions to be filled shall be determined by the Elections Committee, such that the total number of Councillors equals 5% of the number of members of the Corporation (as of the first day of the current fiscal year, rounded down to the nearest whole number). Should the number of qualified candidates be equal to or fewer than the number of vacant positions, all qualified candidates shall be elected by acclamation. The Board may by resolution appoint Friends of the Centre For Inquiry Canada as Councillors to fill vacant positions until the following annual election, for a term of not more than one year.

All Councillors shall be eligible to vote in the special election, and shall receive at least 30 days' notice of the election timing and procedure.

Of the elected Councillors, one quarter shall serve for a term of one year; one quarter to a term of two years; one quarter to a term of three years; and the remainder to a term of four years. The allocation of appointment terms shall be determined by a random method (such as a drawing of lots), chosen by the Elections Committee. Thereafter, newly elected Councillors shall be elected for four-year terms.

In the initial election of Directors following the adoption of these Bylaws, three of the elected Directors shall serve for a term of two years, with the remainder serving terms of one year. The newly elected Board shall allocate these terms.