

## **By-laws**

Indexing Society of Canada  
Société canadienne d'indexation

(the "Society")

September 26, 2023

### 1. Definitions

In this by-law and all other by-laws of the Society, 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 Society;

"board" means the board of directors of the Society and "director" means a member of the board;

"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" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual 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 (Member 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" includes an individual, body corporate, partnership, trust and unincorporated organization.

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 Society 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 Society to be a true copy thereof.

### 4. Financial Year End

The financial year end of the Society shall be determined by the board of directors.

### 5. 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 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 Society and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### 6. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Society may from time to time:

- borrow money on the credit of the Society;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Society; and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Society to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

### 7. Annual Financial Statements

The Society may, instead of sending to the members copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, publish a notice to its members providing electronic access to the annual financial statements and documents provided in subsection 172(1) and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## 8. Membership Conditions

Subject to the articles, there shall be one class of members in the Society. Membership in the Society shall be available to persons interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Society.

## 9. Transferring Membership

A membership may only be transferred to the Society. 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 Member Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting at least 30 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 Society to change the manner of giving notice to members entitled to vote at a meeting of members.

## 11. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## 12. 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 mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Society has a system that:

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

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 Society to change this method of voting by members not in attendance at a meeting of members.

### 13. Membership Dues

The annual membership fee of the Society is established by the board of directors subject to confirmation by ordinary resolution by the members present at an Annual Meeting.

The annual membership fee is due on the anniversary of the date the member joined.

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 automatically cease to be members of the Society.

### 14. Termination of Membership

A membership in the Society is terminated when:

- the member dies or resigns;
- the member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the Society 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 Society, automatically cease to exist.

### 16. Discipline of Members

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

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

In the event that the board determines that a member should be expelled or suspended from membership in the Society, 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 Society. 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.

#### 17. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

#### 18. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### 19. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### 20. 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 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.

#### 21. 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.

#### 22. Quorum at Members' Meetings

The quorum at any meeting of the members is a minimum of 12 members and in addition shall be at least double the number of directors present plus one. If a quorum is present at the opening of a meeting but is lost during the meeting, the chair adjourns the meeting. In the absence of a quorum, no official meeting is held (i.e., no minutes are taken; no business is conducted), but members present may discuss issues informally.

#### 23. Voting 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.

#### 24. Voting by Proxy at Members' Meetings

Any member of the Society may vote by proxy by appointing in writing a proxy-holder, who must be another member, to attend and vote at the meeting in the manner and to the extent authorized by the proxy.

#### 25. Participation by Electronic Means at Members' Meetings

If the Society 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 members, 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 members 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 Society has made available for that purpose.

#### 26. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Society call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting 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.

#### 27. Number of Directors

The board shall consist of the number of directors in the range specified in the articles. The fixed number of directors shall be 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 immediate past president, if able and willing, is an unelected, voting member of the board of directors.

#### 28. Term of Office of Directors

Elections for the Directors are held every two years (odd-numbered years) at the Annual Meeting. Prior to that meeting, a Nomination Committee gathers nominations for the elected positions and seeks candidates when necessary. Further nominations may be made at the Annual Meeting. Candidates are limited to members of the society. Candidates may be nominated by any member of the Society. If there is more than one candidate for a position, the office is filled by ballot; in such case, the candidate who receives the largest number of votes is elected.

Each successful candidate assumes office upon the adjournment of the Annual Meeting at which the election is held. Elected executive positions are held for a term of two years, with a maximum of two

consecutive terms, but exception may be made for subsequent terms in the same position if ratified by the membership.

If a vacancy exists among the directors that is not an officer position, the other directors may select a replacement. The replacement fills the vacancy until the next election.

## 29. Calling of Meetings of Board of Directors

Meetings of the board may be called by the president or vice-president or any three (3) directors at any time.

## 30. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Society not less than 30 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.

## 31. Regular Meetings of the Board of Directors

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.

## 32. Voting at Meetings of the Board of Directors

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 in addition to an original vote shall have a second or casting vote.

## 33. Committees of the Board of Directors

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. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## 34. Audit Committee

Subject to subsection 194(1) of the Act, the board will appoint an audit committee composed of not less than three directors, a majority of whom are not officers or employees. Subject to subsection 194(2) of the Act, the audit committee shall review the financial statements before they are approved.

### 35. Appointment of Officers

The board may designate the offices of the Society, 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 Society. A director may be appointed to any office of the Society. Two or more offices may be held by the same person.

### 36. Officers of the Society

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Society shall have the following duties and powers associated with their positions:

- a) President –The president shall be a director and shall be responsible for the overall direction of the board. The president shall, subject to the authority of the board, have general supervision of the affairs of the Society.
- b) Vice-President—The vice president shall be a director and shall perform the duties of the president when the president is unable.
- c) Treasurer – The treasurer shall have such powers and duties as the board may specify.

### 37. Officer Vacancies

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

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- d) such officer's death.

If the office of any officer of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy. The replacement fills the vacancy until the next election.

### 38. Board of Directors

The board of directors may appoint other members to assist in the work of the Society. These individuals must be members of the Society in good standing and will have no voting privileges in meetings of the board. The terms of position will be specified at appointment.



If a vacancy exists among the directors that is not an officer, the other members of the board may select a replacement. The replacement fills the vacancy until the next election.

### 39. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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 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 Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid mail; if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- c) 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 membership secretary, if appointed, may change or cause to be changed the recorded address of any member, director, officer, or member of a committee of the board in accordance with any information believed by the membership secretary to be reliable.

The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### 40. Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

### 41. 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 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.

### 42. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Society 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.

#### 43. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Society arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Society as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Society) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. 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.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### 44. 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 Society. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members 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 members 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 members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

ENACTED by the Directors of the Corporation this September 26, 2023.



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Jolanta Komornicka



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Maggie Billard



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JoAnne Burek