

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

# Canadian Science Fiction and Fantasy Association

(the "Association" or "CSFFA")

## PART I - DEFINITIONS, INTERPRETATIONS AND FINANCE

**Definition** In this by-law and all other by-laws of CSFFA, 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 CSFFA;
- c. "board" means the board of directors of CSFFA and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-law of CSFFA as amended and which are, from time to time, in force and effect;
- e. "Canadian" is a Canadian citizen or permanent resident
- f. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of all members entitled to vote at an annual meeting of members;
- g. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of CSFFA that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**Interpretation** In the interpretation of this by-law, words in the singular include the plural and vice-versa, and "person" includes only individuals, not a body corporate, nor a partnership, nor a trust nor an unincorporated organization.

- 1. Execution of Documents** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CSFFA may be signed by any two (2) of its officers or directors designated by resolution of the board. In addition, the board may from time to time direct the manner in which a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of CSFFA to be a true copy thereof.
- 2. Financial Year** The financial year-end of CSFFA shall be determined by the board of directors.
- 3. Banking Arrangements** The banking business of CSFFA 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 CSFFA and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

- 4. Borrowing Powers** The directors of CSFFA may, without authorization of the members,
  - a. borrow money on the credit of CSFFA;
  - b. issue, reissue, sell, pledge or hypothecate debt obligations of CSFFA;
  - c. give a guarantee on behalf and
  - d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of CSFFA, owned or subsequently acquired, to secure any debt obligation of CSFFA.
- 5. Annual Financial Statements** CSFFA shall send to the members a notice that the annual financial statements are available electronically and where they may be found.
- 6. Financial Reviewer** A financial reviewer may be appointed each year at the annual general meeting by ordinary resolution of the members, or the members may authorize the board each year to make that appointment.

## **PART II MEMBERSHIP**

- 7. Membership Conditions** Subject to the articles, there shall be one class of members in CSFFA. Membership in CSFFA shall be available only to Canadians interested in furthering CSFFA's purposes. The board of directors shall establish a policy for application for membership. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of CSFFA.

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

- 8. Membership Dues** Membership fees will be set yearly by the Board of Directors subject to ratification of any change by the Membership at that year's Annual General Meeting. Members automatically cease to be members of CSFFA if their dues for the next fiscal year are not paid by December 31st. New memberships are effective January 1st if paid in the prior fiscal year, or upon payment of the membership fee.
- 9. Discipline of Members** The board shall have authority to suspend any member from CSFFA for any one or more of the following grounds:
  - a. violating any provision of the articles, by-laws, or published Rules and policies of CSFFA; or
  - b. carrying out any conduct that may be detrimental to CSFFA as determined by the board in its sole discretion.

In the event that the board determines that a member should be suspended from membership in CSFFA, the director designated by the board shall promptly notify the member that the member is immediately suspended from membership in CSFFA. Such suspension may be until the next meeting of members, or such shorter period as the board may determine. If a written submission is received from the member, the board will consider the submission and may lift the suspension or negotiate an agreement with the member to lift the suspension. The board's decision shall be final and binding on the member, without any further right of appeal. If the suspension is still in place at the time of the next members' meeting, clause

10(c) will apply.

**10. Termination of Membership** CSFFA membership is immediately terminated when:

- a. the member's term of membership expires
- b. the member dies or resigns in writing;
- c. the member is expelled by a resolution at a Members' Meeting, and such resolution specifies the duration, which may be lifetime or such shorter period as the members may decide. The members' decision is final and without any further right of appeal.
- d. their membership is otherwise terminated in accordance with the articles or by-laws; or
- e. CSFFA is liquidated and dissolved under the Act.

**11. Effect of Termination of Membership** Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist. Membership fees will not be refunded.

**PART III ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

**12. Notice of Members Meeting** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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 CSFFA to change the manner of giving notice to members entitled to vote at a meeting of members.

**13. 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.

**14. 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 CSFFA 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 CSFFA without it being possible for CSFFA to identify how each member voted.

The board shall establish a policy regarding the procedures and timing of electronic voting.

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

**15. Election of Directors at Annual Members' Meetings** Not fewer than 120 days prior to the Annual General Meeting, CSFFA shall notify all members of the application process and timelines. Members wishing to stand for election or re-election to the board shall advise the president in writing at least thirty-five days prior to the date of the annual general meeting.

All members standing for election shall sign and return the Director's Code of Conduct to the president. If the signed Code of Conduct is received at least thirty-five days prior to the annual general meeting, their names shall be listed as candidates in the notice of Annual General Meeting and they may provide a biography to be circulated with the notice of Annual General Meeting.

The board may at its discretion recommend individual candidates from the list, and shall endeavour to have directors from across Canada and with a range of board skills and knowledge. Nominations shall not be accepted from the floor. Members shall by ordinary resolution elect directors individually from the list of candidates.

- 16. Proposals for Annual Members' Meetings** Any member may submit a proposal signed by not less than 5% of the members entitled to vote at the meeting at which the proposal is to be considered. Proposals may be up to 500 words in length. The President must receive proposals in writing at least thirty-five (35) days prior to the Annual General Meeting.
- 17. 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.
- 18. Persons Entitled to be Present at Members' Meetings** Members, non-members, directors and the public accountant of CSFFA are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.
- 19. Chair of Members' Meetings** In the event that the president, vice-president, secretary and treasurer of the board are all 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 twelve (12) members in good standing present in person or by electronic means. 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 or any combination of same, the chair of the meeting shall have a second or casting vote, in addition to an original vote.
- 22. Participation by Electronic Means at Members' Meetings** If CSFFA 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 CSFFA has made available for that purpose.

**23. Members' Meeting Held Entirely by Electronic Means** If the directors or members of CSFFA 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.

#### **PART IV BOARD OF DIRECTORS**

**24. Number of Directors** The board shall consist of five (5) to twelve (12) directors who shall be and remain members in good standing throughout their term. The board shall determine the number from time to time by resolution.

**25. Term of Office of Directors** The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. Directors may stand for re-election.

**26. Board Vacancies** The board may fill any vacancy on the board between members' meetings, including those left vacant after the Annual General Meeting, and the term of such appointments expire at the next Annual General Meeting.

A director position is automatically vacated if:

- a. the director resigns in writing to the president
- b. the director ceases to be a member
- c. the director becomes ineligible to serve as a board member under section 126 of the Act
- d. the members expel the director from membership by resolution
- e. the director dies.

**27. Calling of Meetings of Board of Directors** Meetings of the board may be called by the president, the vice president or any two (2) other directors at any time.

**28. 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, to every director of CSFFA not less than seven 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 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 unless any matter referred to in subsection 138(2) (Limits on Authority) of the Act is to be dealt with at the meeting. The notice of meeting shall include these items if they are to be discussed:

- a. any item to be put to members
- b. filling a vacancy on the board
- c. issue debt obligations
- d. adopt, amend, repeal by-laws
- e. establish membership dues

**29. 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 as part of the minutes, but no other notice shall be required for any such regular meeting

unless any matter referred to in subsection 138(2) (Limits on Authority) of the Act is to be dealt with at the meeting.

- 30. Votes to Govern at Meetings of the Board of Directors** Each director in attendance shall have one vote and 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.
- 31. Quorum at Meetings of Directors** A quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote. Directors who declare a conflict of interest shall be counted in determining a quorum.
- 32. Remuneration of Directors** Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from holding a director or officer position. The board may at its discretion reimburse directors for reasonable expenses incurred in the performance of corporation duties.
- 33. Code of Conduct** All directors shall carry out their duties of care, loyalty and fiduciary duty and shall act in accordance with the Director's Code of Conduct as approved by resolution of the board.
- 34. Indemnification** Every director of CSFFA and their heirs, executors, administrators and estates are indemnified and saved harmless to the extent of corporate funds on hand or insurance held by CSFFA, whichever is greater, from and against all costs, charges and expenses which such director incurs in any action, suit or proceedings which is brought against the director in respect of any act done or permitted by the director in the execution of duties and powers on behalf of CSFFA unless such costs, charges and expenses are occasioned by the director's willful neglect or negligence or illegal action.
- 35. 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 directions as the board may give. Any committee member may be removed by resolution of the board of directors.

## **PART V OFFICERS**

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

- 36. Appointment of Officers** The board shall designate the officers of CSFFA, 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 CSFFA. A director may be appointed to any office of CSFFA and all officers shall be directors. Two or more offices may be held by the same person other than the offices of president and vice president.
- 37. Description of Officers**

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

- a. **President** – The president will be chair of the board and chief executive officer. The president shall, when present, preside at all meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify
- b. **Vice-president of the board** – 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 members. The vice-chair shall have such other duties and powers as the board may specify
- c. **Secretary** – The secretary shall attend and be the secretary of all meetings of the board and members. The secretary shall enter or cause to be entered in CSFFA's minute book, minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members and directors. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to CSFFA other than those transferred in accordance with section 44 of this by-law. The secretary shall maintain government filings relating to directors, officers and incorporation
- d. **Treasurer** – The treasurer shall have such powers and duties as the board may specify with respect to financial planning and management and shall ensure government filings relating to financial matters are maintained.

All other officers of CSFFA shall have such duties and powers as the board may specify. Any officer may chair a meeting of the board if the president and vice president are absent. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**38. Vacancy in Office** The board may remove, whether for cause or without cause, any officer of CSFFA and such removal is effective immediately. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed by the board,
- b. the officer's resignation,
- c. such officer ceasing to be a director or
- d. such officer's death.

## **PART VI GENERAL**

**39. Method of Giving Any 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 board or to the public accountant shall be sufficiently given if:

- a. sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose
- b. provided in the form of an electronic document in accordance with Part 17 of the Act.
- c. 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 CSFFA or in the case of notice to a director to the latest address as shown in the last notice that was sent by CSFFA in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- d. mailed to such person at such person's recorded address by prepaid ordinary or air mail.

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 CSFFA to any notice or other document to be given by CSFFA may be inserted electronically or written.

- 40. 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.
- 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 CSFFA 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 CSFFA 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 CSFFA arising out of or related to the articles or by-laws, or out of any aspect of the operations of CSFFA 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 CSFFA 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:
- a. The dispute or controversy shall first be submitted to a mediator agreed to jointly by the parties. The mediator will meet with the parties in question in an attempt to mediate a resolution between the parties.
  - b. 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 CSFFA 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.
  - c. All costs of the mediator 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** 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 CSFFA. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the



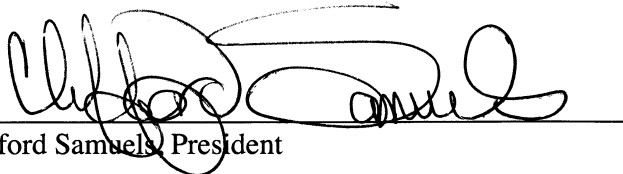
next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have 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.

- 45. Rules** The board of directors may prescribe such rules not inconsistent with these by-laws relating to the management and operation of CSFFA. 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 ordinary resolution. If the rule is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The rule 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.
- 46. Repository of Records** The Merrill Collection of Science Fiction, Speculation and Fantasy, of the Toronto Public Library, shall be the official repository for CSFFA archives.
- 47. Effective Date** Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of CSFFA, as enacted by the directors of CSFFA by resolution on the 26th day of August, 2013 and confirmed by the members of CSFFA by special resolution on the 5th day of October, 2013.

Dated as of the 5th day of October, 2013.



Clifford Samuels, President