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# ECHOES



Canada

IODE ... *women dedicated to a better Canada*

SPRING 2013

## SPECIAL ISSUE FOR VOTING FOR THE NEW CANADA NOT-FOR-PROFIT CORPORATIONS ACT

**IODE is required to change its constitutional structure and continue under the new Canada Not-for-Profit Corporations Act (the “Act”) by October, 2014.**

During the autumn of 2012 and early 2013, the members of the Constitution Committee worked on revising the IODE Constitution using the draft General By-law No. 1 provided by IODE’s lawyers, Blake Cassels & Graydon LLP. The new IODE Articles of Continuance and General Operating By-law No. 1 have been presented to and approved by the National Executive Committee (NEC).

The most significant changes required by the new Act are the election of all National Directors, currently referred to as National Officers, by the members of IODE and a changed role for National Councillors on the NEC. The new Act makes the elected National Directors, who will form the IODE Board of Directors, responsible for the management of IODE. The National Councillors will continue to act in an advisory capacity, but not in an executive capacity, therefore, the name of the Committee will be changed to the National Advisory Committee. The chapter structure at the primary, municipal and provincial levels will continue under the umbrella of the revised National structure.

If IODE does not make the transition by October 2014, it will be assumed to be inactive and the government will dissolve the organization. For registered charities such as IODE, dissolution would lead to the revocation of our registration as a charity, which would result in IODE having to pay revocation tax equal to 100% of the value of its remaining assets including all charitable funds.

*For further information look at the FREQUENTLY ASKED QUESTIONS section on page 2.*

### MOTION FOR SPECIAL RESOLUTION OF THE MEMBERS OF IMPERIAL ORDER DAUGHTERS OF THE EMPIRE (the “Corporation”) at the 113<sup>th</sup> National Annual Meeting in session in Calgary, AB

*Application for Continuance under the  
Canada Not-for-Profit Corporations Act*

#### RECITALS:

A. The Corporation was incorporated under Part II of the Canada Corporations Act by Letters Patent dated June 5, 1968 as amended by Supplementary Letters Patent dated July 13, 1973 and wishes to continue under the Canada Not-for-Profit Corporations Act (the “Act”).

B. It is considered to be in the best interest of the Corporation that it be continued under the Act pursuant to section 297 of the Act.

IT IS HEREBY MOVED that by a special resolution that:

1. the directors of the Corporation are authorized and directed to make an application under section 297 of the Act to the Director appointed under the Act for a Certificate of Continuance of the Corporation;
2. the Articles of Continuance of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. the general operating by-law, referred to as the IODE Constitution, of the Corporation (as amended) is repealed effective on the date that the Corporation continues under the Act and the new General Operating By-law No. 1, which has been submitted to this meeting and is annexed to these minutes as Schedule B, is approved and will be effective on the same date; and
4. any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance, the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

Moved by:

Seconded by:

Recorded Vote:

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# CANADA NOT-FOR-PROFIT CORPORATIONS ACT

## FREQUENTLY ASKED QUESTIONS

### 1. Q: Why is IODE changing its Constitution?

A: The new Canada Not-for-Profit Corporations Act came into force on October 17, 2011. IODE Canada (IODE) is a federal not-for-profit corporation and a registered charity. The new Act provides new rules for federal not-for-profit corporations with less red tape for government filings and a standard for directors in carrying out their duties and responsibilities.

### 2. Q: What does this mean for IODE?

A: IODE must replace its Letters Patent and Constitution with new documents by submitting Articles of Continuance to obtain a Certificate of Continuance and creating and filing a new General Operating By-law No. 1 that follows the new Act to replace its Constitution. IODE must make the transition by October 17, 2014.

### 3. Q: What happens if IODE does not obtain a new Certificate of Continuance and adopt the new General Operating By-law No. 1?

A: If IODE does not make the transition by the deadline, the government will assume that it is inactive and IODE will be dissolved. For registered charities such as IODE, dissolution would lead to the revocation of our registration as a charity, which would result in the corporation having to pay revocation tax equal to 100% of the value of all our funds and assets. In other words, all our funds of all chapters would go to the Canada Revenue Agency.

### 4. Q: Who made up the new Articles of Continuance and General Operating By-law No. 1?

A: IODE's corporate lawyers, Blake, Cassels & Graydon LLP, provided IODE with a draft general operating by-law which the IODE Constitution Committee worked on revising to suit IODE.

### 5. Q: Do the members of IODE have to do anything to make the necessary changes?

A: **Yes.** The members of IODE have to vote on the Articles of Continuance and the General Operating By-law No. 1 and a motion for proceeding with the changes. A two-thirds majority of votes received is required for approval of the changes.

### 6. Q: Why does the new General Operating By-law No. 1 not look like the present Constitution?

A: Under the old Act, not-for-profit corporations were required to include a lot of detail in their by-laws, such as procedures for members meetings, the manner of electing or appointing directors, procedures for directors' meetings and the procedures for making, amending, or repealing by-laws. The new Act doesn't require this level of detail in the articles or by-laws since many of the rules are contained in the new Act.

### 7. Q: What are the most significant changes required by the new Act?

A: The most significant changes are the election of all National Directors, currently referred to as National Officers, by the members of IODE at the National Annual Meeting and a changed role for National Councillors on the NEC. The new Act makes the elected National Directors, who will form the IODE Board of Directors, responsible for the management of the operations of IODE. The directors of IODE are required to act honestly and in good faith with a view to the best interests of IODE and exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. Directors who fail to perform their duties can be removed by the members or by a court order. The National Councillors would continue to act in an advisory capacity, but not in an executive capacity, so it is proposed that the name of the Committee would be changed to the National Advisory Committee.

### 8. Q: What do the changes mean for chapters?

A: The chapter structure at the primary, municipal and provincial levels will continue under the umbrella of the revised National structure.

### 9. Q: Where can I find out more information about the Canada Not-for-Profit Corporations Act?

A: The entire Act is located at [www.justice.gc.ca](http://www.justice.gc.ca). There is also a hard copy available at the national office.

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**10. Q: Why was the maximum number of Directors set at 20?**

A: This covers the existing number of Directors, who are the National Officers, plus the provincial presidents.

**11. Q: What happens to E-Chapter and Alumni Chapter memberships?**

A: Under the new Act there is only one class of membership. All members have the right to vote at the National Annual Meeting.

**12. Q: What happens to the National Executive Committee (NEC)?**

A: Because the new Act requires that the Board of Directors administer and manage the operations and affairs of the corporation, the role of the NEC switches to the Board of Directors. NEC becomes an advisory committee.

**13. Q: What role does the new advisory committee have?**

A: Members of the new advisory committee are still called national councillors and will advise the Board of Directors on any matters presented to the advisory committee. They can make recommendations to the Board of Directors but will not vote on Board of Director decisions.

**14. Q: Why does the new advisory committee need to meet 9-10 times a year if they are only advisory?**

A: An advisory body may not want to meet 10 times a year. The General By-laws affecting the National Chapter have been left in place for the time being, (see IODE Constitution B11- By-laws governing the National Chapter) requiring them to meet at least eight times a year, plus once at the time of NAM, but the continued old By-laws can be changed at any time to reduce the number of meetings of the advisory committee.

**15. Q: If the President is now part of the Board of Directors then who oversees the national advisory committee?**

A: They can select their own chair.

**16. Q: How is the Board selected?**

A: All Directors must be elected annually at the national annual meeting.

**17. Q: What role does the nominating committee play?**

A: The nominating committee can continue to function in the same manner as it does presently but there will be an actual vote at the annual meeting. In addition, all directors must consent in writing to hold office as a Director.

**18. Q: What is the composition of the new Board of Directors?**

A: Similar to existing. There is a provision requiring that two Directors are not to be Officers. This is required by the new Act. There is also a provision allowing for the election of two Directors who are not members. This provision was in the draft Operating By-law provided by IODE's corporate lawyers and was left in by the constitution committee to allow the possibility of including a professional business person on the Board of Directors. If the members don't want non-members on the Board, they just don't vote for them at the time of the national annual meeting.

**19. Q: Can Directors participate in board meetings by telephone or electronic means?**

A: Yes. This can be by telephone or electronic communication. At the present time, telephone participation is the easier method but what is contemplated is that the Board will give approval of the method when it first meets.

**20. Q: Does quorum have to be present in person at a national annual meeting?**

A: No. Members can vote or participate electronically in an annual meeting but must be able to hear, ask questions and vote. In order to assist in getting quorum, a webcast would be the best way to deal with this issue.

**21. Q: How will future changes to the General Operating By-law No. 1 be made? What is the timeline?**

A: The Board of Directors can implement by-law changes at any time, but the changes will still go for a vote at the national annual meeting.

**22. Q: The new Operating By-law says that "Directors may be reimbursed for reasonable expenses incurred in the performance or the director's duties as such." What does this mean?**

A: This section is in the By-law in order to allow IODE to reimburse its directors for the reasonable expenses of attending Board of Directors meeting and travelling on the business of IODE. The reality is that IODE does not have the financial resources to pay all the reasonable expenses incurred by its directors and does not do so.

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

## SECTION ONE

### INTERPRETATION

**1.1 Definitions.** In the By-laws, unless the context otherwise requires:

“**Act**” means the Canada Not-for-Profit Corporations Act, or any statute that may be substituted therefor, and the regulations to the Act, as from time to time amended.

“**Articles**” means the articles attached to the Certificate of Continuance of the Corporation, as from time to time amended or restated.

“**Board**” means the board of directors of the Corporation.

“**By-laws**” means This By-law and all other by-laws of the Corporation from time to time in force and effect.

“**Corporation**” means the corporation continued under the Act by the said certificate to which the Articles are attached, and named **IMPERIAL ORDER DAUGHTERS OF THE EMPIRE**.

“**Meeting of Members**” includes an annual meeting of members and a special meeting of members.

“**Special Meeting of Members**” includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members.

“**This By-law**” means this By-law No. 1 of the Corporation.

Except as provided above, words and expressions defined in the Act, have the same meanings when used in this By-law. Words importing the singular number include the plural and vice versa. Words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## SECTION TWO

### AFFAIRS OF THE CORPORATION

**2.1 Registered Office.** The registered office of the Corporation shall be in the province of Ontario in Canada from time to time specified in the Articles, and at such location within such province initially as is specified in the notice thereof filed with the Articles and thereafter as the Board may from time to time determine.

**2.2 Corporate Seal.** The Corporation may, but need not, adopt a corporate seal and if one is adopted it shall be in a form approved from time to time by the Board.

**2.3 Financial Year.** Until changed by the Board, the financial year of the Corporation shall end on the last day of December in each year.

**2.4 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of chair of the Board, president, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The secretary shall affix the corporate seal, if any, to any instrument requiring the seal.

**2.5 Banking Arrangements.** The banking business of the Corporation, including the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

**2.6 Voting Rights in Other Bodies Corporate.** The signing officers of the Corporation under Section 2.4 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for them. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

**2.7 Chapters.** The Board shall authorize the formation and naming of chapters of the Corporation in specific geographical regions in Canada upon the application of a prescribed number of members interested in furthering the purposes of the Corporation in each such region and upon such terms and conditions as the Board may from time to time determine. No group of members shall form a chapter without the approval of the Board. The Board has the authority to supervise and finalize the disbandment of chapters.

The Corporation may also be known as The National Chapter of Canada IODE.

Ten or more women may join together to form a primary chapter, of which there may be one or more in any locality.

Municipal chapters, of which one may be formed in any city, municipality, or other territorial division established in Canada for municipal purposes, may be formed where there are at least eight primary chapters.

Provincial chapters, of which there may be one in each province or territory of Canada, may be formed where there are at least eight primary chapters at the time of organization.

Coordinating committees comprised of primary chapters may be formed, for the purpose of coordinating activities, in an area where there is no municipal chapter or in a province where there is no provincial chapter.

**2.8 Chapter Discipline.** The Board shall have the authority to suspend or disband any chapter from the Corporation for any one or more of the following grounds:

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

The circumstances and the manner in which the power of the Board to suspend or disband a chapter may be exercised are as follows: In the event that the Board determines that a chapter should be disbanded or suspended from operation in the Corporation, the President, or such other officer as may be designated by the Board, shall provide written notice of suspension or disbandment to the chapter and shall provide reasons for the proposed suspension or disbandment. The chapter may make written submissions to the President or such other designated officer in response to the notice received within a 20 day period. In the event that no written submissions are received by the President or such other designated officer, the President or such other designated officer may proceed to notify the chapter that the chapter is suspended or disbanded from operation in the Corporation. If written submissions are received in accordance with this Section, the Board shall consider such submissions in arriving at a final decision and shall notify the chapter concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the chapter, without any further right of appeal.

## SECTION THREE

### DIRECTORS

**3.1 Number of Directors.** Until changed in accordance with the Act, the Board shall consist of not fewer than five and not more than twenty directors, at least two of whom are not officers or employees of the Corporation or its affiliates, and which may include up to two non-members of the Corporation, provided in the Articles.

**3.2 Qualification.** No person shall be qualified for election as a director if such person is less than 18 years of age, is incapable and has been so declared by a court in Canada or elsewhere, is not an individual, or has the status of a bankrupt.

**3.3 Election and Term.** The election of directors shall take place at each annual Meeting of Members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any annual Meeting of Members shall be the number of directors then in office unless the directors otherwise determine. If the members adopt an amendment to the Articles to increase the number or maximum number of directors, the members may, at the Meeting of Members at which they adopt the amendment, elect the additional number of directors authorized by the amendment. The election shall be by ordinary resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

**3.4 Consent.** No person shall hold office as a director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a director or, if absent at such Meeting of Members, consented to hold office in writing before the election.

**3.5 Removal of Directors.** Subject to the Act, the members may by ordinary resolution passed at a Special Meeting of Members remove any director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

**3.6 Vacation of Office.** A director ceases to hold office on death, on removal from office by the members, on becoming disqualified for election as a director, on receipt of a written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board.

**3.7 Action by the Board.** The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which

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a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. If there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

**3.8 Meeting by Means of Communication.** Subject to the Act, if all the directors of the Corporation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

**3.9 Place of Meetings.** Meetings of the Board may be held at any place in Canada.

**3.10 Calling of Meetings.** Meetings of the Board shall be held from time to time at such time and at such place as the Board, the chair of the Board, the president or any two directors may determine.

**3.11 Notice of Meeting.** Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section Ten to each director (a) not less than 14 days before the time when the meeting is to be held if the notice is mailed, or (b) not less than 96 hours before the time when the meeting is to be held if the notice is given personally, is delivered or is communicated by telephone, facsimile or other electronic means. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any annual financial statements;
- (e) adopt, amend or repeal by-laws; or
- (f) establish contributions to be made or dues to be paid by members.

**3.12 First Meeting of New Board.** Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

**3.13 Adjourned Meeting.** Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**3.14 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 shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of or the business to be transacted at such meeting to be specified.

**3.15 Chair.** The chair 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: chair of the Board or president. If no such officer is present, the directors present shall choose one of such directors to be chair.

**3.16 Quorum.** The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors or such greater number of directors as the Board may from time to time determine. No person shall act for an absent director at a meeting of the Board.

**3.17 Votes to Govern.** At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. The chair shall not cast a vote except in the case of an equality of votes, in which case the chair of the meeting shall be entitled to a casting vote.

**3.18 Conflict of Interest.** A director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such director has in a material contract or transaction, whether made or proposed, with the Corporation, if such director (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such director shall not vote on any resolution to approve the same except as provided by the Act.

**3.19 Remuneration and Expenses.** Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such position, provided that a director may be reimbursed for reasonable expenses incurred in the performance of the director's duties as such. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

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## SECTION FOUR

### COMMITTEES

**4.1 Committees of the Board.** The Board may appoint from its directors one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise.

**4.2 Transaction of Business.** The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of such committee. Meetings of such committee may be held at any place in Canada.

**4.3 National Advisory Committee.** A National Advisory Committee comprised of national councillors shall advise the Board of Directors regarding the affairs of the Corporation. The composition of the National Advisory Committee and the appointment and election of national councillors shall be in accordance with the composition, the national appointment and election provisions set out for the National Executive Committee in the 2009 version of the IODE Constitution in Article VIII, Sections 8.06, 8.07, 8.08, 8.09, 8.10, 8.11 and 8.12 and Article IX, Section 9.01(a). The By-laws governing the National Chapter which contain provisions regarding the National Executive Committee shall apply to the National Advisory Committee to the extent that they are not inconsistent with this By-law.

**4.4 Quorum and Procedure.** Unless otherwise determined by the Board, each committee of the Board shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

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## SECTION FIVE

### OFFICERS

**5.1 Appointment.** The Board may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The Board may specify the duties of and, in accordance with This By-law and subject to the Act, delegate to such officers powers to manage the activities and affairs of the Corporation, except those which

pertain to items which, under the Act, an officer has no authority to exercise. Subject to Section 5.2, an officer may, but need not be, a director.

**5.2 Chair of the Board.** The Board may from time to time also appoint a chair of the Board who shall be a director and a Member of the Corporation. If appointed, the Board may assign to the chair any of the powers and duties that are by any provisions of This By-law assigned to the president. The chair shall have such other powers and duties as the Board may specify.

**5.3 President.** The president shall be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify.

**5.4 Secretary.** The secretary shall attend and be the secretary of all meetings of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, public accountants and members of committees of the Board. The secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and shall have such other powers and duties as may be specified by the Board.

**5.5 Treasurer.** The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board.

**5.6 Powers and Duties of Officers.** The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the president may specify. The Board and (except as aforesaid) the president may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.

**5.7 Term of Office.** The Board, in its discretion, may remove any officer of the Corporation. Each officer appointed by the Board shall hold office until a successor is appointed, the officer resigns, or the Board removes the officer, whichever occurs first.



**5.8 Agents and Attorneys.** The Corporation, by or under the authority of the Board, shall have power from time to time to Appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub delegate) of management, administration or otherwise as may be thought fit.

**5.9 Conflict of Interest.** An officer of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such officer has in a material contract or transaction, whether made or proposed, with the Corporation, if such officer (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such officer shall not vote on any resolution to approve the same except as provided by the Act.

## SECTION SIX

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

**6.1 Limitation of Liability.** All directors and officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a director or an officer under the Act or otherwise, no director or officer shall be liable for:

- (a) the acts, omissions, failures, neglects or defaults of any other director, officer or employee;
- (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
- (d) any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;

(e) any loss, damage or expense arising from any error of judgment or oversight on the part of such director or officer; or

(f) any other loss, damage or expense arising from the execution of the duties of office or in relation thereto;

provided that nothing in this Section shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

**6.2 Indemnity.** Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and their 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 the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

**6.3 Advance of Costs.** The Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.2. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 6.4.

**6.4 Limitation.** The Corporation shall not indemnify an individual under Section 6.2 unless (a) the individual 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, the individual had reasonable grounds for believing that the individual's conduct was lawful.

**6.5 Additional Circumstances.** The Corporation shall also indemnify an individual referred to in Section 6.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

**6.6 Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.2 as the Board may from time to time determine.

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## SECTION SEVEN

### MEMBERS

**7.1 Members.** Subject to the Articles, there shall be one class of members in the Corporation.

**7.2 Membership Conditions.** Membership in the Corporation shall be available only to any woman or girl interested in furthering the Corporation's purposes, and who have applied for and been accepted as a member at a meeting of a primary chapter or have applied and been accepted by the Board. Each member shall be entitled to receive notice of, and to attend all Meetings of Members of the Corporation, including their primary chapter meeting and the meeting(s) of their jurisdictional chapter(s) including the National Chapter, and shall be entitled to one vote on any vote taken.

**7.3 Transfer.** Membership in the Corporation is not transferable.

**7.4 Contributions and Dues.** The contributions and dues payable by members shall from time to time be fixed by resolution of the Board. The Board shall communicate a notice of contributions or dues payable by each primary chapter or member at least four months before the due date.

**Jurisdictional fees:** The provincial or municipal or primary chapter may, by resolution, require members of a primary chapter within its jurisdiction to pay an additional per capita fee.

**Responsibility for paying the fees:** Primary chapters shall be responsible for the fees levied by jurisdictional chapters on their members.

**Partial fees:** New chapters formed after 01 July in any year shall pay a partial fee as established by the Board, such partial fee shall be paid within two months after formation of the chapter or by 31 December of that year, whichever is earlier. New members joining on or after 01 July shall pay the partial fee, such partial fee shall be payable at the time of joining.

**7.5 Termination.** Membership is terminated when a member dies or resigns, ceases to fulfil the conditions of membership, is expelled or is otherwise terminated as a member in accordance with the By-laws, when the term of membership expires or when the Corporation is liquidated and dissolved. The rights of a member, including any rights in the property of the Corporation, cease to exist on termination of membership.

**7.6 Resignation.** A member may resign at any time by notice in writing, addressed to the president of the Member's primary

chapter, which shall be effective upon any date or time on or after receipt of such notice. A member shall remain liable for payment of any fee payable by the member prior to such member's resignation.

**7.7 Termination for Non-Payment.** If the Board or any chapter levies membership contributions or dues, the membership of any member who is in arrears may be terminated by or under the authority of the Board if such contributions or dues are not paid within the time designated by the Board. If such arrears are not paid by such designated time, the Board may pass a resolution removing the defaulting member from the register of members of the Corporation, and such person shall immediately cease to be a member of the Corporation. Any member so removed may re-apply for membership.

**7.8 Member Discipline.** The Board shall have the 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 By-laws or written policies of the Corporation;
- (b) carrying out any conduct which the Board determines in its sole discretion to be detrimental to the Corporation; or
- (c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purpose of the Corporation.

The circumstances and the manner in which the power of the Board to suspend or expel a member may be exercised are as follows: 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 written 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 designated officer in response to the notice received within a 20 day period. In the event that no written submissions are received by the President or such other designated officer, the President or such other designated officer 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 shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 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.

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## SECTION EIGHT

### MEETINGS OF MEMBERS

**8.1 Annual Meetings.** Subject to the Act, the Board shall call an annual Meeting of Members (a) not later than 18 months after the Corporation comes into existence, and (b) subsequently, not later than 15 months after holding the last preceding annual Meeting of Members but no later than six months after the end of the Corporation's preceding financial year. The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports required by the Act to be placed before the annual Meeting of Members, electing directors, appointing a public accountant and for the transaction of such other business as may properly be brought before the Meeting of Members.

**8.2 Special Meetings.** The Board shall have power to call a Special Meeting of Members at any time.

**8.3 Place of Meetings.** Meetings of Members shall be held at the registered office of the Corporation or elsewhere in Canada if the Board shall so determine.

**8.4 Participation in Meeting by Electronic Means.** Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present in person at the Meeting of Members.

**8.5 Meeting Held by Electronic Means.** If the directors or the members of the Corporation call a Meeting of Members pursuant to the Act, those directors or members, as the case may be, may determine that the Meeting of Members shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting of Members.

**8.6 Notice of Meetings.** Notice in writing of the time and place of each Meeting of Members shall be given in the manner provided in Section Nine not less than 21 days before the date of the Meeting of Members to each director, to the public accountant, and to each member who at the close of business on the day

immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and auditor's report and Board's report, election of directors and reappointment of the incumbent public accountant shall state the general nature of the business to be transacted at it, in sufficient detail, to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than 31 days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

**8.7 Chair, Secretary and Scrutineers.** The chair of any Meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the Meeting of Members: chair of the Board, president, or a vice-president who is a member. If no such officer is present within 15 minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

**8.8 Persons Entitled to be Present.** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members, the directors, the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or with consent of the Meeting of Members.

**8.9 Quorum.** The quorum for the transaction of business at any Meeting of Members shall be twenty persons present in person, each being a member entitled to vote at Meeting of Members, not including directors. If a quorum is present at the opening of any Meeting of Members, the members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

**8.10 Right to Vote.** Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a member.

**8.11 Votes to Govern.** Unless the Act, the Articles or any By-law otherwise provide, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

**8.12 Show of Hands.** Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded as provided in Section 8.13. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the members upon such question.

**8.13 Ballots.** On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the chair may require, or any member who is present and is entitled to vote, may demand a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon such question.

**8.14 Casting Vote.** In case of an equality of votes at any Meeting of Members, either upon a show of hands or upon a ballot, the chair of the Meeting of Members shall not be entitled to an additional or casting vote.

**8.15 Adjournment.** The chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

## SECTION NINE

### NOTICES

**9.1 Method of Giving Notices.** Any notice (which term includes any communication or document) 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:

(a) if delivered personally to the person to whom it is to be given (the "Intended Recipient");

(b) if delivered to the Intended Recipient's recorded address, or in the case of notice to a director, to the latest address of such director 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;

(c) if mailed to the Intended Recipient's recorded address by prepaid mail; or

(d) if sent to the Intended Recipient by telephone, facsimile or other electronic means to the Intended Recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be 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 in accordance with Section 9.1(a), (b) or (c). A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by means of telephone, facsimile or other electronic means shall be deemed to have been given when transmitted, dispatched or delivered 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.

**9.2 Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

**9.3 Undelivered Notices.** If any notice given to a member pursuant to Section 9.1 is returned on two consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until informed in writing by the member of a new address.

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**9.4 Omissions and Errors.** The accidental omission to give any notice to any member, director, officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

**9.5 Waiver of Notice.** Any member, director, officer, public accountant or member of a committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a committee of the Board which may be given in any manner.

## SECTION TEN

### EFFECTIVE DATE AND REPEAL

**10.1 Effective Date.** This By-law shall come into force when made by the Board in accordance with the Act.

**10.2 Repeal.** The Constitution of Imperial Order Daughters of The Empire is repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of the Constitution so repealed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to the Constitution prior to its repeal. All officers and persons acting under the Constitution so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under the repealed Constitution shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed. To the extent that the General By-laws and the By-laws governing the National Chapter are not inconsistent with This By-law, they shall continue in effect until amended or repealed.

This General Operating By-law No. 1 was made by the directors of the Corporation on [MONTH] [DAY], [YEAR] and was confirmed without variation by the members of the Corporation on [MONTH], [DAY], [YEAR].

Secretary

# Articles of Continuance



Industry Industrie  
Canada Canada

## Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

### Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

**1 Current name of the corporation**

IMPERIAL ORDER DAUGHTERS OF THE EMPIRE

**2 If a change of name is requested, indicate proposed corporate name**

**3 Corporation number**

0 4 6 1 0 0 - 8

**4 The province or territory in Canada where the registered office is situated**

Ontario

**5 Minimum and maximum number of directors** (for a fixed number, indicate the same number in both boxes)

Minimum number

Maximum number

**6 Statement of the purpose of the corporation**

To promote education of all kinds, and particularly the study of history and current questions, and to advance and assist such study by the preservation of tangible reminders of the course of history;  
To care for the widows, orphans and dependants of Canadian and Commonwealth soldiers, sailors and airmen during war, in time of peace or under sickness, accident or reverses of fortune;  
To forward all such good work as may be for the relief of those in poverty or distress irrespective of race, colour, creed or sex;  
To assist in the progress of the arts; and  
To give donations for charitable purposes.

**7 Restrictions on the activities that the corporation may carry on, if any**

**Form 4031**  
**Articles of Continuance (transition)**

**8 The classes, or regional or other groups, of members that the corporation is authorized to establish**

We will provide only one class of members that will have the right to vote and will be admitted as members by the directors. Membership will be non-transferable.

**9 Statement regarding the distribution of property remaining on liquidation**

It is specifically provided that in the event of liquidation, dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to registered charitable organizations in Canada.

**10 Additional provisions, if any**

The Corporation is to continue to be carried on without the purpose of pecuniary gain for its members, and any profits or other accretions to the Corporation shall be issued in the furtherance of its purposes. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

**11 Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

*Signature* \_\_\_\_\_



*Print name* \_\_\_\_\_

*Phone number* \_\_\_\_\_

**Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).**



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 **BALLOT FOR VOTING ON ARTICLES OF CONTINUANCE  
AND NEW GENERAL OPERATING BY-LAW NO.1  
AND MOTION AUTHORIZING APPLICATION FOR CONTINUANCE** 

Approval of the Articles of Continuance of the Imperial Order Daughters of the Empire and the new General Operating By-law No.1 and authorization to the Directors of the Imperial Order Daughters of the Empire to make application under Section 297 of the Canada Not-for-Profit Corporations Act to the Director appointed under the Act for a Certificate of Continuance of the Imperial Order Daughters of the Empire.

**FOR**

**AGAINST**



All ballots should be mailed by 15 May 2013 to: IODE Canada, 40 Orchard View Blvd. Suite 219,  
Toronto, ON M4R 1B9. **ATTENTION: Scrutineers.**

