

A by-law relating generally to the conduct of the affairs of the **Canadian Network for the Prevention of Elder Abuse** (“CNPEA” or the "Network")

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

1. Definitions

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

"**board**" means the board of directors of the Network and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Network as amended and which are, from time to time, in force and effect;

"**consensus**" occurs when “all can live with the decision or idea”;

"**meeting by electronic means**" - means telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, in accordance with the Act and the Regulations

"**members' meeting**" includes an annual members' meeting or a special members' meeting;

"**Network**" means the Canadian Network for the Prevention of Elder Abuse (CNPEA)

"**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 Network 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;

"**special members' meeting**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual members' meeting;

"**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 Network 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 Network to be a true copy thereof.

4. Financial year end

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

5. Banking arrangements

The banking business of the Network shall be transacted at a bank, credit union, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board 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 Network and/or other persons as the board may by resolution from time to time designate, direct or authorize.

6. Borrowing powers

The directors of the Network shall not have authority to borrow money on the credit of the Network.

7. Annual financial statements

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



8. Membership conditions

Subject to the articles, there shall be one class of members in the Network. Membership in the Network shall be available to persons interested in furthering the Network's purposes and who have applied for and been accepted into membership in the Network 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 Network.

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).

9. Transferring membership

A membership may only be transferred to the Network. 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 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 the Network 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 means of a telephonic, electronic or other communication facility if the Network 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 Network without it being possible for the Network 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 Network to change this method of voting by members not in attendance at a meeting of members.

13. Membership dues

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 Network.

14. Termination of membership

A membership in the Network 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 Network 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 Network, automatically cease to exist.

16. Discipline of members



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

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

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

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' meetings



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.

20. Persons entitled to be present at members' meetings

Members, non-members, directors and the public accountant of the Network 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.

21. Chair of members' meetings

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

22. Quorum at members' meetings

A quorum at any members' meeting shall be the members present, as long as at least 50% of the board members are present, plus one member.

If a quorum is present at the opening of a members' meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

23. Voting at members' meeting

All members' meetings aim to work through consensus.

If a consensus is not obtained, every question shall be determined by a majority of the votes cast on the question.

In case there is an equal number of votes (either on a show of hands, voice vote, on a ballot or on the results of electronic voting), the question will be re-opened for further discussion. Second and subsequent votes will continue as needed until a majority decision has been reached.

24. Participation by electronic means at members' meeting

If the Network 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 Network has made available for that purpose.

25. Members' meeting held entirely by electronic means

If the directors or members of the Network 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 electronic means.

26. Number of directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Network or its affiliates.

27. 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.

However, the members may by ordinary resolution determine that some or all vacant director positions shall have a term of less than two years. The length of term in these circumstances may be determined by the members in their discretion.

A director may serve for no more than six (6) consecutive years but shall be entitled to again serve on the board after a break of at least one (1) year following six (6) consecutive years of service.

In exceptional circumstances, a director's term may be extended beyond six years by the board.



28. Calling of meetings of board of directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

29. 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 to every director of the Network not less than 7 days before the time when the meeting is to be held by one of the following methods:

- delivered personally to the latest address as shown in the last notice that was sent by the Network in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- mailed by prepaid ordinary mail to the director's address as set out above;
- by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- by an electronic document in accordance with Part 17 of the Act.

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.

30. 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. Each Board member will be notified of the time and place of these regular meetings.

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.

The Board will hold a minimum of four meetings a year.

31. Voting at meetings of the board of directors

All Board meetings aim to work through consensus.

If a consensus is not obtained, every question shall be determined by a majority of the votes cast on the question.

If there is an equal number of votes (either on a show of hands, voice vote, on a ballot or on the results of electronic voting), the question will be re-opened for further discussion.

Second and subsequent votes will continue as needed until a majority decision has been reached.

32. 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.

33. Appointment of Officers

The board may designate the offices of the Network, 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 Network.

A director may be appointed to any office of the Network.

An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

34. Officers of the Network



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

- Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Network'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, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Network.
- Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The functions and powers of all other officers of the organization are determined by their term of office or by the requirements of the board of directors or the president. Subject to the Act, the board of directors may change, increase or limit the functions and powers of any officer.

35. 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 Network. Unless so removed, an officer shall hold office until the earlier of:

- the officer's successor being appointed,
- the officer's resignation,



- such officer ceasing to be a director (if a necessary qualification of appointment) or
- such officer's death.

If the office of any officer of the Network shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

36. 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 board or to the public accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable.

The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Network to any notice or other document to be given by the Network may



be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

37. Invalidity of any 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.

38. 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 Network 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.

39. Mediation and arbitration

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

40. Dispute resolution mechanism

In the event that a dispute or controversy among members, directors, officers, committee members, or volunteers of the Network arising out of or related to the articles, by-laws, or out of any aspect of the operations of the Network 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 Network 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 where the one party appoints one mediator, the other party (or if applicable the board) 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 Network 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 provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

41. 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 Network.

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.

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Approved and enacted as the general by-laws of the Network by the directors of the Network at the board of directors meeting on August 8, 2024.



Confirmed by the voting members of the Network at the members' annual meeting on September 24, 2024.

