

CANADIAN PERMAFROST ASSOCIATION ASSOCIATION CANADIENNE DU PERGÉLISOL

CONSTITUTION AND BY-LAWS

July 24, 2018

Constitution

Article 1: Name

The name of the Corporation is *Canadian Permafrost Association* in English and *Association canadienne du pergélisol* in French.

Article 2: Mission

To bring communities, researchers and practitioners together to advance understanding of permafrost environments.

Article 3: Objectives

1. To support national and international permafrost research within Canada.
2. To support the development and dissemination of key synthesis products, such as maps, databases, and guidelines, concerning permafrost in Canada.
3. To organize each year a technical meeting on permafrost environments, co-located with the annual meeting of members of the association, and to normally hold both every second year in a location where permafrost-related problems are of particular relevance.
4. To organize Canadian Permafrost Conferences, host International and Regional conferences on permafrost at appropriate intervals, and promote permafrost-related sessions at geoscience, engineering, and northern conferences.
5. To promote excellence in permafrost science and engineering in Canada through awards for exceptional contributions and support for early career researchers and practitioners.
6. To promote permafrost education through supporting specialized training seminars, developing outreach products and events, and coordinating media inquiries with informed expertise.
7. To advise the International Permafrost Association on issues relating to permafrost in Canada and to collaborate with other associations concerned with permafrost science and engineering.

By-Law No. 1

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

Canadian Permafrost Association / Association Canadienne du Pergélisol

(the "Corporation" or "Association")

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

1. SECTION 1 – GENERAL

1.1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

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

"**By-Law**" means this by-law and any other by-law of the Corporation as amended and that are, from time to time, in force and effect;

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

"**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the eligible votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the eligible votes cast on that resolution.

1.2. 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.

1.3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.5. Financial Year End

The financial year end of the Corporation shall be December 31 unless an alternative determination is made by the board.

1.6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.7. Borrowing Powers

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

- a. borrow money on the credit of the corporation;

- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf of the corporation; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.8. Annual Financial Statements

The Corporation 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 Corporation and any member may, on request, obtain a copy free of charge at the registered office, electronically or by prepaid mail.

2. SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1. Membership Conditions

Subject to the articles, there shall be two classes of members in the Corporation, namely Class A members and Class B members. Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. An eligible person residing outside Canada may be a member of Corporation. The following conditions of membership shall apply.

Class A members

There shall be six (6) types of Class A membership: regular, lifetime, early career, institutional, community, and corporate.

“Regular Membership” shall be available to an individual who has applied for membership in the Association and meeting the criteria approved by the board. Each Regular Member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular Member shall be entitled to one (1) vote at such meetings.

“Lifetime Membership” shall be available to an individual who has applied for lifetime membership in the Association and meeting the criteria approved by the board makes a one-time membership payment. Each Lifetime Member is entitled to receive notice of, attend and vote at all

meetings of members and each such Lifetime Member shall be entitled to one (1) vote at such meetings.

“Early Career Membership” shall be available to an individual who is enrolled full-time in a high school, college diploma or university degree program or has completed their most recent post-secondary qualification within the last four years and has applied for membership in the Association and meeting the criteria approved by the board. Each Early Career Member is entitled to receive notice of, attend and vote at all meetings of members and each such Early Career Member shall be entitled to one (1) vote at such meetings.

“Institutional Membership” shall be available to an educational institution or a department thereof, or a Federal, Provincial, or Territorial government department or agency that has applied for membership in the Association and meeting the criteria approved by the board. Each Institutional Member is entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings. The single vote shall be made by a member representative in the name of the Institutional Member.

“Community Membership” shall be available to a local government agency, municipality or a recognized land claims organization operating at the community, provincial or territorial level that has applied for membership in the Association and meeting the criteria approved by the board. Each Community Member is entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings. The single vote shall be made by a member representative in the name of the Community Member.

“Corporate Membership” shall be available to a business, corporation, not-for-profit corporation or group that has applied for membership in the Association and meeting the criteria approved by the board. Each Corporate Member is entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings. The single vote shall be made by a member representative in the name of the Corporate Member.

Class B members

There shall be one (1) type of Class B membership: Honourary

“Honourary Membership” shall be granted to an individual by the board solely for the purposes of invited participation in a meeting, workshop or

conference. The maximum number of honorary memberships shall not exceed 5% of the projected attendance or 10 persons, whichever is less. Honorary memberships shall lapse immediately following the meeting or conference. An Honorary Member shall not have the right to receive notice of, attend, or vote at a meeting of members, nor be a director of the Association.

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) of the Act.

2.2. Membership Transferability

A membership may only be transferred to the Corporation. 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.

2.3. Notice of Members Meeting

Notice of the time and place of a general or special meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the board, may at its discretion, deliver the notice 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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 10% 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.

2.5. 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 Board has approved of such a method of voting and the Corporation 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 the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3. SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1. 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) year of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

Membership dues shall be set annually by majority vote of the board.

3.2. Membership Requirement

Membership in the Canadian Permafrost Association is required for election as a director, an office, receipt of any award, or presentation of a paper or other communication at a technical meeting organized exclusively by the Association.

3.3. Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or in the case of a corporate member, the corporation is dissolved or insolvent;
- b) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- d) the member's term of membership expires; or
- e) the Corporation is liquidated and dissolved under the Act.

3.4. 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 Corporation, automatically cease to exist.

3.5. Discipline of Members

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

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 twenty-one (21) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty-one (21) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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-one (21) 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.

4. SECTION 4 – MEETINGS OF MEMBERS

4.1. 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.

4.2. Cost of Publishing Proposals for Annual Members' Meetings

Any non-board member who submits a 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.

4.3. Time and Place of Members' Meeting

The board shall determine the date and time of a members' meeting, to be held at least once per year. 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.

4.4. Persons Entitled to be Present at Members' Meetings

Members, directors and the public accountant of the Corporation 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.

4.5. 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.

4.6. 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 20 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.7. Votes to Govern at Members' Meetings

At any meeting of members every question or motion 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 question or motion. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.8. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of 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 Corporation has made available for that purpose.

4.9. Members' Meeting Held Entirely by Electronic Means

If the directors or 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 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.

5. SECTION 5 – DIRECTORS

5.1. 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.

5.2. IPA Executive Member

Any member of the Corporation who is elected as a member of the Executive of the International Permafrost Association shall be an Ex-officio member of the board with voting privileges for the full duration of the IPA term.

5.3. Term of Office of Directors

At the first election of Directors following the approval of this by-law, one-half (1/2) of the directors shall be elected for a one-year term and one-half (1/2) of the directors shall be elected for a two-year term. Thereafter, except for the President-Elect and the Past-President, or where an election is held to fill the unexpired portion of a term, directors shall normally be elected for two (2)-year terms, staggered to ensure continuity of the board. The Directors of the Offices

may, with the exceptions of the President, President-Elect and Past-President, succeed themselves.

5.4. 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; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

5.5. 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 Corporation by telephonic, electronic or other communication facility at the director's recorded address for that purpose not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.6. Quorum at Meetings of the Board of Directors

A quorum at any meeting of the Board of Directors shall be a majority of the Directors or the minimum number of directors specified in the articles, whichever is the greater.

5.7. 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. The board shall meet at least twice annually. 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.

5.8. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question or motion 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.

5.9. Remuneration of Directors

Directors shall not receive, except in very special instances, as defined by the board, any remuneration for their services as directors. Notwithstanding any other provision in these by-laws, directors are expected to pay their own expenses incurred in attending meetings of the board or a committee of the board and in connection with the business affairs of the board.

5.10. 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 make from time to time. Any committee member may be removed by resolution of the board.

5.11. Recommendations for the Canadian National Committee for the International Permafrost Association (CNC-IPA)

The board shall propose to the Geological Survey of Canada and the National Research Council of Canada the names of members of the Corporation recommended for appointment to the CNC-IPA. These will normally include recent or current members of the board.

5.12. Appointment of Officers

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

5.13. Description of Offices

Any individual member of the Association residing in Canada can serve as an officer. All positions, with the exception of the Past-President and President-Elect are nominally a two-year term, beginning on January 1 in the first year, and ending on December 31 in the second year.

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

“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 of the Board shall have such other duties and powers as the board may specify.

“President” – If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President is normally the Chair of the Board. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President shall prepare, in collaboration with Secretary, an annual report of Corporation activities to be presented to the Annual Meeting of Members.

“President-Elect” - The President-Elect, when appropriate, shall perform the duties of the President in the temporary absence of the President, if the President resigns or the President becomes unable to carry out his/her duties; and shall serve as the President’s principal assistant in conducting the business of the Association. The President-Elect is normally the Vice-Chair of the Board. President-Elect shall have general responsibility for the activities of ad hoc committees and represents the board on all Standing Committees. The President-Elect is a one-year position that is occupied in the second year of the President’s term. The President-Elect customarily succeeds the President at the expiration of the President’s term.

“Past-President” – The Past-President, when appropriate, shall perform the duties of the President in the temporary absence of the President, if the President resigns or the President becomes unable to carry out his/her duties; and shall serve as the President’s principal assistant in conducting the business

of the Association. The Past-President is normally the Vice-Chair of the Board. The Past-President shall have general responsibility for the activities of ad hoc committees and represents the board on all Standing Committees. The Past-President enters office at the expiration of a term as President. The Past-President is a one-year position that is occupied in the first year of a new President's term.

“Secretary” – 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 Corporation'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 Corporation.

“Treasurer” – The Treasurer shall be responsible for the Association's funds. The Treasurer shall collect and disburse all funds and shall have custody of all funds of Corporation and shall deposit them in an account in the name of the Canadian Permafrost Association in a bank or trust company designated by the board. The Treasurer shall prepare an annual report, financial statement and budget for presentation at the Annual Meeting of Members.

“Communications Director” – The Communications Director is responsible for producing the annual on-line newsletter of the Corporation, modifying and updating the Corporation's web-site, running Corporation social media feeds, and all other forms of public communication relating to the Association.

“Early Career Representative” – The Early Career Representative is responsible for liaising with members of the Permafrost Young Researchers Network (PYRN) in Canada and internationally in the promotion of events and opportunities for early career members. The Early Career Representative shall be a member of PYRN who resides in Canada. The Early Career Representative must meet the eligibility criteria to be an Early Career member throughout their term.

“Members-at-large” – The Members-at-large shall maintain communications with their regions, disciplines or professions, and present issues of special significance to the board for consideration. The number of Members-at-large on the board shall not exceed three.

5.14. Nominations for Members of the Board

A Nominating Committee consisting of the President, a Past-President, and two Regular Members who presently do not hold nor have held, during the past three years, the position of a director, shall be appointed by the board, normally

at the annual Meeting of Members and no later than July 1 each year. If a Past-President is not available to sit on the Nominating Committee, then the current Secretary shall assume the position on the Nominating Committee to be filled by the Past-President. If the Secretary is unable or unwilling to sit on the Nominating Committee then the current Treasurer shall assume the position on the Nominating Committee to be filled by the Past-President.

The President acts as the Nominating Committee Chair. If the Chair or a member of the Nomination Committee dies, resigns or ceases to be qualified to serve on the Nomination Committee, the board shall appoint his/her successor who will serve for the remainder of his/her term.

In a normal two-year cycle, the following positions on the board are open:

- a) Year 1: President-Elect, Treasurer, Communications Director, one or two Members-at-large; and
- b) Year 2: President, Past-President, Secretary, Early Career Representative, one or two Members-at-large.

Incumbent directors are eligible to be nominated for subsequent terms in either the same position or a different position.

The Nominating Committee shall announce to the members by July 15 of each year that nominations are being accepted for the available positions. The form of nomination and requirements for the nomination from a Class A member shall adhere to Clause 5.15.

Independent of the call for nominations to the members, the Nominating Committee shall prepare a slate of candidates for all available positions. The slate shall be so constituted that the proposed board as a whole broadly represents the membership in terms of sector, geography, language and gender. The slate of candidates shall be completed by September 8 of each year. Where two or more individuals are proposed for an available position, the Nominating Committee shall vote for the candidate of choice for each available position. In case of an equality of votes, the chair of the Nominating Committee in addition to an original vote shall have a second or casting vote. All discussions and deliberations of the Nominating Committee shall be confidential.

The Nominating Committee shall inform the Secretary, in writing, no later than September 15 of each year of the nominated candidate for each available position. Where no other nominations for a position are received by the Secretary by the close of nominations, the nominees selected by the Nominating Committee shall be acclaimed to their respective positions at the Annual Meeting of Members.

Where a complete and proper nomination for an available position is received by the Secretary from a Class A member, that position shall be subject to an election by the members eligible to vote at the Annual Meeting of Members. The candidates standing for election shall be the candidate or candidates nominated by the members and the candidate nominated by the Nomination Committee. The format and voting procedures shall be determined by the board.

5.15. Nomination Process by Class A Members

Any Class A member may nominate a candidate for election to an available position and must inform the Secretary in writing of the identity of the candidate by end of day (Pacific Time) on September 22 of the election year. Any such nomination shall have the written support of at least ten (10) Class A members as evidenced by their respective signatures and a statement from the candidate expressing his/her willingness to serve if elected. The deadline for nomination can be adjusted by the Board if the annual Meeting of Members is scheduled to be held prior to October 7 in the election year.

5.16. Vacancy in Office

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

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

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

5.17. Limitation of Liability

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through a deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for a deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation shall be lodged, or for any loss occasioned by an error of judgment or oversight

on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.

5.18. Indemnity

Every director and officer of the Corporation and his/her legal personal representatives shall at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) all costs, charges and expenses whatever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatever made, done or permitted by him/her in good faith in or about the execution of the duties of his/her office; and
- b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

6. SECTION 6 – NOTICES

6.1. Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board, 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 or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be

deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

6.2. 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.

6.3. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

7. SECTION 7 – DISPUTE RESOLUTION

7.1. Mediation and Arbitration

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

7.2. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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 Corporation 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 panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) 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.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) 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 Corporation 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.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

8. SECTION 8 – DISSOLUTION

8.1. Dissolution

The Corporation may be dissolved by two-thirds (2/3) majority vote of all members in good standing through electronic mail balloting.

If dissolution is favorably acted upon, all just debts shall be paid out of the funds of the Association. All remaining monies and assets shall be transferred to the CNC-IPA, if such is duly constituted in the first instance, or to the International Permafrost Association.

9. SECTION 9 - AMENDMENTS TO THE CONSTITUTION

9.1. Amendments to the Constitution

An amendment to the Constitution may be proposed only by the board, who may accept recommendations from members, and may be adopted only by Special Resolution at a members meeting.

10. SECTION 10 – BY-LAWS AND EFFECTIVE DATE

10.1. Amendments to the By-Laws

Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of 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.

Notwithstanding the proceeding, 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.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the ___day of _____, 2018 and confirmed by the members of the Corporation by special resolution on the ___ day of _____, 2018.

Dated as of the ___day of _____, 20_____.

[Indicate name of director/officer]