

CONSTITUTION AND BY-LAWS

Society for the Preservation of Canada's Nuclear Heritage Inc.

Deep River, Ontario

ARTICLES of INCORPORATION

The name of the Corporation is:

Society for the Preservation of Canada's Nuclear Heritage Inc.

- A. The purpose of Society for the Preservation of Canada's Nuclear Heritage Inc. is:
- To collect, archive, preserve, and protect artifacts related to Canada's nuclear research and development history, and
 - To carry out activities ancillary and incidental to the attainment of the above charitable purpose.
- B. Society for the Preservation of Canada's Nuclear Heritage Inc. is authorized to establish one class of members. Each member of Society for the Preservation of Canada's Nuclear Heritage Inc. shall be entitled to receive notice of, attend and vote at all meetings of members. The number of directors shall be a minimum of three (3) and a maximum of fifteen (15).
- C. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members.
- D. The directors shall serve without remuneration, and no director shall directly or indirectly receive profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to Society for the Preservation of Canada's Nuclear Heritage Inc. in another capacity.
- E. Society for the Preservation of Canada's Nuclear Heritage Inc. shall be carried on without the purpose of gain for its members and any profits or accretions to Society for the Preservation of Canada's Nuclear Heritage Inc. shall be for the furtherance of its purpose.
- F. Any property remaining on liquidation of Society for the Preservation of Canada's Nuclear Heritage Inc., after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of **subsection 248(1)** of the **Income Tax Act**.

BY-LAWS

SECTION 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, Society for the Preservation of Canada's Nuclear Heritage Inc., hereafter referred to as SPCNH Inc. 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 SPCNH Inc.;
- “board” means the board of directors of SPCNH Inc. and “director” means a member of the board;
- “by-law” means this by-law and any other by-laws of SPCNH Inc. as amended and which are, from time to time, in force and effect;
- “meeting of members” includes a general meeting of all members, one of which shall be designated the annual general meeting (AGM) or, a special meeting of all members entitled to vote;
- “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 SPCNH Inc. that meets the requirements of **Section 163** (Shareholder{Member}Proposals) **of the Act**;
- “regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of these by-laws, 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, unless otherwise noted.

Other than, as specified in 1.01 above, words and expressions defined in the Act have the same meaning when used in these by-laws.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by SPCNH Inc. must be signed by any two (2) of its officers or directors who have been given signing authorization by the board. In addition, the board may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. Any authorized signing officer or director may certify a copy of any instrument, resolution, by-law or other document of SPCNH Inc. to be a true copy thereof.

1.04 Financial Year End

The financial year of SPCNH Inc. shall be: January 1 to December 31.

1.05 Banking Arrangements

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

1.06 Annual Financial Statements

SPCNH Inc., instead of sending copies of the annual financial statements and any other documents referred to in **subsection 172 (1) of the Act** to the members by electronic notice or by post, may inform its members, by electronic, telephonic facility or by post, of the place and time that copies of the annual financial statements and documents are available for perusal or pick-up.

1.07 Borrowing Powers

The directors of SPCNH Inc. may, with the authorization of the members entitled to vote at a meeting of members, by special resolution:

1.07.1 Borrow money on the credit of SPCNH Inc.;

1.07.2 Issue, re-issue, sell, pledge or hypothecate debt obligations of the SPCNH Inc.;

1.07.3 Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of SPCNH Inc., owned or subsequently acquired, to secure any debt obligation of SPCNH Inc.

SECTION 2 – MEMBERS

Subject to the articles, there shall be one (1) class of members in SPCNH Inc. Each member shall be entitled to receive notice of, attend and vote at all meetings of members of SPCNH Inc.

2.01 Eligibility of Members

2.01.1 The members shall be such persons who submit a completed and signed application form to the membership coordinator and agree to support the purpose and policies of SPCNH Inc.

2.01.2 Members shall be admitted by ordinary resolution of the board.

2.01.3 Members shall be at least 18 years of age.

2.02 Membership Fees

A membership fee shall be paid to the membership coordinator at the time of joining SPCNH Inc.

2.02.1 Membership shall be renewed annually. The board shall fix the date, place and time during which members can pay their annual fees. Members shall be given notice either by electronic or telephonic facility.

2.02.2 The board shall, on an annual basis, determine the membership fee, subject to the approval of the members voting by ordinary motion, at an Annual General Meeting (AGM).

2.02.3 In order to vote at the AGM, membership fees must be paid in full at least sixty (60) days prior to the AGM.

2.03 Rights of Members

2.03.1 A member shall be deemed to be in good standing when not in arrears of payment of any fees or other sums of money due, from time to time, to SPCNH Inc.

2.03.2 A member shall be entitled to notice of and to attend all meetings of members of SPCNH Inc. and shall be entitled to one vote at all such meetings.

2.03.3 A member shall be entitled to stand for election as director of SPCNH Inc., subject to the provisions in **the Act**.

2.03.4 A member shall have access to the minutes of all meetings of members and the list of members.

2.03.5 A member has the right to vote for the elected members to the board of directors.

2.03.6 With reference to **Section 163 of the Act**, a member, entitled to vote at an annual meeting of members, may

- submit to SPCNH Inc. notice of any matter that the member proposes to raise at the meeting, referred in **Section 163 of the Act** as a “proposal”; and
- discuss at the meeting any matter with which the member would have been entitled to submit a proposal.

2.04 Termination of Members

Membership withdrawal will occur when:

- A member dies
- A member sends a signed notice, including the date of termination, to the membership coordinator
- A member does not renew his membership and the term of membership expires
- The member is expelled in accordance with section 2.05 of the by-laws, or is otherwise terminated in accordance with the articles or by-laws, or
- SPCNH Inc. is dissolved under **the Act**.

Any member who withdraws or is expelled from SPCNH Inc. shall forfeit all rights, claims and interests arising from or associated with membership in SPCNH Inc.

2.05 Discipline of Members

The board shall have the authority to suspend or expel any member from SPCNH Inc. for one of the following grounds:

- Violating any provision of the articles, by-laws, or written policies of SPCNH Inc.
- Carrying out any conduct which may be detrimental to SPCNH Inc. 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 SPCNH Inc.

In the event that the board determines that a member should be expelled or suspended from membership in SPCNH Inc., the president, or any other officer that may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or any such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, then 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 SPCNH Inc. 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 appeal.

2.06 Membership Transferability

A membership may only be transferred to SPCNH Inc.

Pursuant to **Section 197(1) (Fundamental Change) of the Act**, a special resolution of the members is required to add, change or delete this section of the by-laws.

SECTION 3 – MEETINGS OF MEMBERS

Meetings of members will be held at any suitable facility in the geographical area known at the date of incorporation as Renfrew County

- In each financial year, there will be at least one (1) meeting of the members, which shall be the Annual General Meeting (AGM).
- The chair of the board may call a special meeting of members entitled to vote at a meeting of members. This shall only be for a single purpose meeting and the purpose of the meeting shall be given in the notice.
- The board of directors shall call a special meeting of members entitled to vote at a 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. The purpose of the meeting shall be given in the notice.

3.01 Notice of Meeting

The secretary shall give notice of the time and place of the meeting of members to each member entitled to vote at the meeting by the following means:

- By electronic, telephonic or other communication facility to each member during a period of 21 to 35 days before the day on which the meeting is to be held or;
- By post or personal delivery to each member during a period of 21 to 60 days before the day on which the meeting is to be held.
- A special, single purpose, meeting of members entitled to vote at a meeting of members may be called by electronic or telephonic communication facility with at least a seven (7) day notice.

Pursuant to **subsection 197 (1) (Fundamental Change) of the Act**, a special resolution, of the members, is required to make any amendments to the by-laws of SPCNH Inc. to change the manner of giving notice to members entitled to vote at meetings of members.

3.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be:

- 3.02.1 Members who have the right to vote at the meeting
- 3.02.2 Directors and/or officers of SPCNH Inc.
- 3.02.3 Public accountant/auditor of SPCNH Inc.
- 3.02.4 Any person who has been invited by the chair of the meeting or by resolution of the members, or
- 3.02.5 Any other persons who are entitled or required under any provision of the Act, articles or by-laws of the corporation SPCNH Inc.

3.03 Chair of the Meeting

The following may chair the meetings of members:

- 3.03.1 The chair of the board or;
- 3.03.2 The vice-chair of the board or;
- 3.03.3 In the absence of the chair and the vice-chair, the members who are present and entitled to vote at the meeting shall choose one of their number or;
- 3.03.4 By resolution of the board of directors, it may from time to time recommend to the membership that a moderator be appointed to chair a general meeting. This recommendation shall include specific terms for the appointment and the person acting as moderator shall not have a vote, unless the said person is a member entitled to vote at a meeting of members.

3.04 Quorum

The Quorum for all general and special meetings of members shall be: Twice the number of elected directors plus one additional member entitled to vote at the meeting.

3.05 Voting

- 3.05.1 At all general and special meetings of members each member who is entitled to vote shall have **one (1) vote**.
- 3.05.2 The chair or presiding officer or moderator, who is entitled to vote, shall **vote only** at the time that the vote is taken.
- 3.05.3 Unless otherwise decided by ordinary resolution of the members, voting will be taken by a show of hands. If a ballot vote is agreed to, then the ballots will be counted by the secretary and two (2) members appointed at large.
- 3.05.4 A member entitled to vote at a meeting of members may abstain from voting by informing the chair before the vote is taken.
- 3.05.5 There will be no absentee voting.

3.05.6 A tie vote is a loss.

3.05.7 An ordinary resolution shall be carried by a simple majority (**50%+1**) of the votes cast by members, who are entitled to vote and are in attendance, at meetings of members.

3.05.8 A special resolution, directed by **the Act**, shall be carried by **two-thirds (2/3)** of the votes cast by members, who are entitled to vote and are in attendance, at meetings of members. The members shall be informed by the chair when voting on a special resolution.

SECTION 4 – DIRECTORS

The articles provide for a minimum of three (3) and a maximum of fifteen (15) elected directors of SPCNH Inc. The board shall be comprised of the fixed number of elected directors as determined from time to time by the members, entitled to vote at a meeting of members, by ordinary resolution.

The business and activities of SPCNH Inc. shall be managed by a board of directors and is accountable to the membership for its activities.

With respect to elected directors:

- A director must sign a consent form indicating willingness to serve.
- A director shall be:
 - at least 18 years of age
 - of sound mind
 - not bankrupt
 - member in good standing

4.01 Term of Office for Directors

4.01.1 At the first election of directors following the approval of this by-law, a minimum of two (2) directors shall be elected for a two-year (2) term and any others shall be elected for a one-year (1) term. Thereafter, all directors shall be elected for a two-year (2) term.

4.01.2 Directors may subsequently be re-elected for one (1) additional two-year term.

4.01.3 If a vacancy occurs on the board of directors, the board may appoint a member to fill the vacancy until the next AGM. At the AGM, a person shall be elected to complete the term of the vacant position.

SECTION 5 – MEETINGS OF DIRECTORS

5.01 Notice of Meeting

5.01.1 The first organization meeting following incorporation may be called by any director or incorporator

5.01.2 Subsequent meetings of the board may be called by:

- The chair
- The vice-chair
- Any two (2) directors

5.02 Regular Meetings

5.02.1 The board may appoint a day in any month for regular meetings of the board at a place and time to be named.

5.02.2 An electronic or telephonic notice shall be sent to each director at least seven (7) days in advance of the day of the meeting of the board, naming the place and time of the meeting.

5.02.3 Each director shall receive, at least seven (7) days in advance of the board of director's meeting, an electronic copy of the agenda for the meeting stating date, time and place, a listing of the business and actions to be considered and a copy of the minutes of the previous meeting. The directors may also be advised as to where they may pick-up a package containing printed copies of the agenda and the minutes of the previous meeting and any other supporting material for business that may be considered at the meeting.

5.02.4 At the call of the chair and with board approval, the immediate past president may attend board meetings in an ex-officio capacity (without vote) for one year immediately following the successful completion of his term as president.

5.02.5 If, neither the chair nor vice-chair of the board is available or able to chair the meeting of the board, then the board may appoint from among those elected directors present someone to act as chair for the meeting.

No other notice should 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.

5.03 Voting

5.03.1 At all meetings of the board, every question shall be decided by a majority (**50%+1**) of the votes cast.

5.03.2 A tie vote is a loss.

5.04 Quorum

The Quorum for a meeting of the board shall be a majority of the elected directors.

5.05 Officers

- 5.05.1 The board of directors will determine the officers of SPCNH Inc. and specify the duties and subject to the Act, delegate to such officers the power to manage the affairs of SPCNH Inc. A director may be appointed to any office. The chair of the board will also be president and the vice-chair the vice-president. A director may hold more than one office.
- 5.05.2 At the first meeting of the directors following the initial meeting of members of SPCNH Inc. at which the directors were elected, the directors shall appoint from amongst themselves the following officers:
- President and chair of the board
 - Vice-president and vice-chair of the board
 - Secretary
 - Treasurer
- 5.05.3 Any other elected directors shall each be a director-at-large. A director-at-large may, when required, be assigned duties for which approved terms of reference and a reporting method has been provided.
- 5.05.4 The term of office for each officer shall be for one (1) year. An individual may be re-appointed to the same position.

5.06 Description of Office

The board, from time to time, will determine, subject to the Act, the duties of the offices and shall have printed copies of such on file with the secretary. The duties shall at least include:

- **Chair of the Board/President:**
 - Shall be a director and preside at all meetings of the board of directors and of the members.
 - As president, shall have general supervision of the affairs of SPCNH Inc.
 - Ensure that an annual nomination process is in place to allow for the continuation of SPCNH Inc.
 - May have other specified duties and powers that have been agreed to and delegated by the board.
- **Vice-Chair of the Board and the Vice-President:**
 - Shall be a director and if the chair of the board is absent, or is unable or refuses to act, the vice-chair of the board shall when present, preside at all meetings of the board of directors and of the members.

May have other specified duties and powers that have been agreed to and delegated by the board.

- **Secretary:**

Shall attend and be the secretary of all meetings of the board of directors, members and committees of the board. The secretary shall enter or cause to be entered in SPCNH Inc. minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as when instructed, notices to members, directors, the public accountant/auditor and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments related to the affairs of SPCNH Inc. and will keep them safe.

- **Treasurer:**

Shall maintain the books of account, make the payment for all approved expenses incurred by SPCNH Inc., and be responsible for the care and custody of the funds and other financial assets of SPCNH Inc.

The treasurer may have other specified powers and duties that have been agreed to and delegated by the board.

The powers and duties of all other officers of SPCNH Inc. shall be such as the board specifies or as the terms of their engagement calls for, or the board, or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

5.07 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 SPCNH Inc.

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
- Such officer's death.

If an office of SPCNH Inc. shall be or becomes vacant, by ordinary resolution, the board of directors may appoint a director to fill such office.

5.08 Committees of the Board

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.

5.09 Indemnification of Officers and Directors

Every director and officer of SPCNH Inc. and his heirs, executors, and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless from and against:

- all costs, charges and expenses whatsoever which such director or officer of the corporation, sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him, in or about the execution of the duties of his position/office; and
- all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

SECTION 6 – METHOD OF GIVING ANY NOTICE

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 of directors, 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 SPCNH Inc. or in the case of notice to a director to the latest address as shown in the last notice that was sent by SPCNH Inc. in accordance with **Section 128** (Notice of directors) or **134** (Notice of change of directors) of **the Act** and received by the director;
- 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/number 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 a 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 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 giving of such notice.

The signature of any director or officer of SPCNH Inc. may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

SECTION 7 – INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

The invalidity or unenforceability of a provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

SECTION 8 – 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/auditor, or the nonreceipt of any notice by any such person where SPCNH Inc. has provided notice in accordance with the by-laws or any error in any notice not affecting the substance shall not invalidate any action at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 – MEDIATION AND ARBITRATION

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

SECTION 10 – DISPUTE RESOLUTION MECHANISM

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

The dispute or controversy shall first be submitted to a panel of mediators, whereby the one party appoints one mediator, the other party (or if applicable the board of SPCNH Inc. appoints one mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The three (3) 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 (3) to one (1) or two (2) 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 SPCNH Inc. is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to the arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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

SECTION 11 – 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 SPCNH Inc. 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 bylaw, 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 by-laws that require 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 the By-Law of Society for the Preservation of Canada's Nuclear Heritage Inc., enacted by the directors by resolution on the ____ day of _____, 20____ and confirmed by the members of the _____, by special resolution on the ____ day of _____, 20____.

Dated as of the: ____ day of _____, 20____.

Chair of the Board/President