



CIP/ICU Planning Student Trust Fund /  
Fonds en fidéicommiss pour étudiants en urbanisme et  
aménagement CIP/ICU

## By-Law No. 1

June 19, 2017

**Table of Contents**

Corporate Seal.....3

Conditions of Membership.....3

Discipline of Members.....3

Head Office .....3

Board of Directors .....3

Indemnities to Directors and Others .....4

Powers of Directors.....5

Duties of Officers .....5

Execution of Documents .....5

Meetings .....5

Year End .....6

Committees.....6

Amendments of By-Laws.....7

Auditors .....7

Books and Records .....7

Rules and Regulations .....7

Interpretation .....7

Effective Date.....7

## **CORPORATE SEAL**

1. The corporation may have a corporate seal in the form approved from time to time by the board.

## **CONDITIONS OF MEMBERSHIP**

2. Membership requirements shall be defined by the board of directors. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation. No organization or corporation may be admitted as a member.
3. Annual membership fees shall be established by the board of directors.
4. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

## **DISCIPLINE OF MEMBERS**

5. The board shall have authority to suspend or expel any member from the corporation for any one or more of the following grounds:
  - violating any provision of the articles, by-laws, or written policies of the corporation;
  - carrying out any conduct which may be detrimental to the purpose of the corporation as determined by the board in its sole discretion;

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 (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 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, 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 (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.

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.

## **HEAD OFFICE**

6. Until changed in accordance with the act, the Head Office of the corporation shall be in the National Capital Region of Canada.

## **BOARD OF DIRECTORS**

7. The property and business of the corporation shall be managed by a board of four (4) to twelve (12) directors, of whom three (3) shall constitute a quorum. Directors must be individuals, eighteen (18) years of age, with power under law to contract. Directors shall be members of the corporation in good standing.
8. Directors shall be elected for a term of two (2) years by the members at an annual meeting of members.
9. The office of director shall be automatically vacated:
  - a. If a director shall resign from office by delivering a written resignation to the secretary of the corporation;
  - b. If a director ceases to be a member in good standing.

- c. If a director is found by a court to be of unsound mind;
  - d. If a director becomes bankrupt or suspends payment or compounds with his or her creditors;
  - e. If at a special general meeting of members a resolution is passed by three quarters (3/4) of the members present at the meeting that a director be removed from office; or
  - f. On death.
10. On the event of a vacancy, the directors may appoint one (1) or more additional directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of members.
  11. Meetings of the board of directors may be held at any time and place to be determined by the directors providing that forty eight (48) hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
  12. If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such meeting by such means is deemed to be present at the meeting.
  13. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had passed at a meeting of directors or committee of directors.
  14. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred in the performance of his or her duties.
  15. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's retirement is accepted.
  16. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
  17. A reasonable remuneration for all officers, agents, employees and committee members may be fixed by the board of directors by resolution.
    - a. A meeting may be held entirely by electronic means providing all participants can communicate adequately with each other.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

18. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;
  - a. All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is bought, commenced or prosecuted against the director, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the director, in or about the execution of the duties of the office held by the director or in respect of any such liability;
  - b. All other costs, charges and expenses which 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 or her own willful neglect or default.

## **POWERS OF DIRECTORS**

19. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
20. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have power to enter into a trust agreement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.
21. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
22. The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law be determined. Any two (2) offices may be held by the same person. Officers need not be directors, nor members.
23. Directors shall elect from among themselves the Officers of the corporation: president, vice-president, secretary and treasurer.
24. The officers of the corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

## **DUTIES OF OFFICERS**

25. The duties of president, vice-president, treasurer, and secretary will be specified by the Board and subject to the Act.  
The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
26. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

## **EXECUTION OF DOCUMENTS**

27. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

## **MEETINGS**

28. 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.
29. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The member may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights.

30. Quorum shall consist of not less than five (5) members present in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other. If quorum is present at the opening of a meeting, business may proceed even if quorum is not present throughout the meeting.
31. 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 Canada Not-for-profit Corporations Act* (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 or by prepaid mail.
32. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
  - By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
33. Pursuant to subsection 197(1) (Fundamental Changes) 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.
34. Each voting member present at a meeting shall have the right to exercise one (1) vote. Voting shall be by a show of hands or suitable alternative.
35. Absentee voting by members shall be allowed and such voting may take place by way of mailed in ballot, such ballot to be sent with notice of the meeting. The ballot shall be mailed to the national office of corporation. At the meeting of members the votes shall be read aloud by the chair of the meeting.
36. 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.
37. 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.
38. 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.
39. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address recorded on the books of the corporation.

#### Voting of Members

40. At all meetings of members of the corporation every question shall be determined by a majority of votes, unless otherwise specifically provided by statute. In the event of a tie, the President shall cast a second and deciding vote, unless otherwise specifically provided by statute.

#### **YEAR END**

41. Unless otherwise ordered by the board of directors the fiscal year-end of the corporation shall be December 31<sup>st</sup>.

#### **COMMITTEES**

42. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors.

## AMENDMENTS OF BY-LAWS

43. The directors may make, amend or repeal by-laws except those requiring a special resolution of the members which is a resolution that shall be passed by at least two-thirds (2/3) of the votes cast at a meeting. The by-law, amendment or repeal is effective until the next meeting of members where it shall be confirmed, amended or rejected.

## AUDITORS

44. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor.

## BOOKS AND RECORDS

45. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

## RULES AND REGULATIONS

46. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

## INTERPRETATION

47. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

## EFFECTIVE DATE

48. Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the corporation, as enacted by the directors of the corporation by resolution on the 20<sup>th</sup> day of April, 2017 and confirmed by the members of the corporation by special resolution on the 19<sup>th</sup> day of June, 2017.

Dated as of the 19<sup>th</sup> day of June, 2017.



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Stephen B. Jewczyk FCIP  
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