



By-laws of Canada At Midnight / Canada à minuit

A Fan Club of White Wolf's World of Darkness

Final Edition – Revised 27 jan 2013



CANADA AT MIDNIGHT/CANADA À MINUIT FAN CLUB CORPORATION BY-LAWS

SECTION 1 - GENERAL

1.01 Definitions

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

- a. "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;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "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;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- j. "in good standing" means a person who has met the conditions of membership to be a General Member, and whose membership dues are not outstanding, and who has not resigned his membership, nor been expelled.

1.02 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.



In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, the listed positions and terms below are completely inter-changeable, with either term to be used as an acceptable and sufficient substitute for the other, and vice versa:

The term “Corporation” shall, and can, be used interchangeably with the term “Canada At Midnight/Canada à minuit”.

The short forms C.A.M., C@M shall, and can, be used interchangeably with the term “Canada At Midnight/Canada à minuit”.

The title President shall, and can, be used interchangeably with the title National Coordinator (short form: NC)..

The title Vice President shall, and can, be used interchangeably with the title Vice National Coordinator (short form: VNC).

The title Treasurer shall, and can, be used interchangeably with title National Finance Coordinator (short form: VNC).

The title Secretary shall, and can, be used interchangeably with title National Resource Coordinator (short form: NRC).

The short from NST shall, and can, be used interchangeably with the title National Storyteller.

The term “National Officer” shall, and can, be used interchangeably with the title “Board Member”.

The term “National Officer” shall, and can, be used interchangeably with the title “Director”.

The term “Board Member” shall, and can, be used interchangeably with the title “Director”.

The term “Administrator” shall, and can, be used interchangeably with the titles “Coordinator” and/or “Storyteller” with the exception of the titles bestowed upon the National Officers as noted above.

The term "Deputy" shall, and can refer to the primary assistant designated to act in the stead of an officer or administrator should he or she be unavailable or incapacitated.



The term “the National Council” shall, and can, be used interchangeably with “the Board of Directors”.

The term “the National Council of Canada At Midnight/Canada à minuit Corporation” shall, and can, be used interchangeably with “the Board of Directors of Canada At Midnight/Canada à minuit”.

The short form “the Council” shall, and can, be used interchangeably with the formal title “the National Council of Canada At Midnight/Canada à minuit”.

The short form “the Board” shall, and can, be used interchangeably with the formal title “the National Council of Canada At Midnight/Canada à minuit”.

The short form “LARP” shall, and can, be used interchangeably with the formal term “Live Action Role Playing Game.”

The term “Regional” shall, and can, refer to an internal division of the Corporation, based upon geography, and defined by the National Council.

The term “Domain” shall, and can, refer to an internal division of the Corporation, that is: a) smaller than a Region, b) generally based upon geography, c) generally based in a city, and d) defined by the National Council.

The term “Chapter” shall, and can, refer to an internal division of the Corporation that is smaller than a Domain.

The term “Coordinator” shall, and can, refer to an officer or administrator of the Corporation whose duties are primarily to oversee and facilitate the non-LARP aspects of the Corporation.

The term “Storyteller” (short form: ST) shall, and can, refer to an officer or administrator of the Corporation whose duties are primarily to oversee and facilitate the LARP-related aspects of the Corporation.

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

1.03 Corporate Seal

The seal, an impression whereof is stamped in the margin herein, shall be the seal of the Corporation.

1.04 Head Office

Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Niagara-on-the-Lake, in the Province of Ontario.



1.05 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.

1.06 Financial Year End

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be December 31st of the Canadian calendar year.

1.07 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 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 the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

SECTION 2 - MEMBERSHIP

2.01 Conditions of membership

Subject to the articles, there shall be two classes of members in the Corporation, namely, General Members and Temporary Members. Membership in the Corporation of either class shall be limited to persons interested in furthering the objectives of the Corporation, and whose application for admission as a member has received the approval of their Domain Coordinator, or the National Coordinator (in the absence of a Domain Coordinator), with no tendered written objection in evidence from the Board of Directors of the Corporation.

Applications for membership will not be unreasonably denied. Denial of membership may only be accomplished by a resolution of the Board of Directors, and must be ratified by a vote of the general membership at the very next Annual General Meeting.

The following conditions of membership shall apply:

General Membership

- a. General voting membership shall be available only to those persons who:
 - i) are 18 years of age or older,
 - ii) pay the appropriate fee directly to Canada At Midnight/Canada à minuit as directed by the Board of Directors,



- iii) have not been permanently expelled from Canada At Midnight/Canada à minuit ,
- iv) are not currently incarcerated,
- v) request to be a member.
- b. The term of membership of a General voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each General voting member is entitled to receive notice of, attend and vote at all meetings of members and each such General voting member shall be entitled to one (1) vote at such meetings.

Temporary Membership

- a. Temporary non-voting membership shall be available only to those persons who:
 - i) are 18 years of age or older,
 - ii) have not been permanently expelled from Canada At Midnight/Canada à minuit ,
 - iii) are not currently incarcerated,
 - iv) request to be a member.
- b. The term of membership of a Temporary non-voting member shall be six (6) months. At any time, a Temporary member may choose to pay the appropriate fee (annual, or portion thereof to meet the next annual renewal date) and become a General member.
- c. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

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).

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

a. Annual membership dues

Annual membership dues shall be determined by the Board of Directors, and shall be communicated to the members via electronic means (e-mail notice, and public notice on the Corporation website) and through the Domain Coordinators. Annual membership dues are considered to be due for payment by the first (1st) day of May each year and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.



Each Domain may, subject to regulation by the Board of Directors, add a Domain surcharge to supplement local Domain funds.

Membership dues may be paid to a Domain or Chapter Coordinator, who shall then forward dues to the Board of Directors to the Attention of the National Finance Coordinator, or may be paid directly through deposit or transfer of funds to the Corporation bank account.

b. New Members' Membership Dues

Persons seeking General membership part-way through the membership year shall be expected to pay a prorated fee to the next annual renewal date. Membership fees for new members shall be sent to the Board of Directors to the Attention of the National Finance Coordinator and National Coordinator, respectively. This information will be sent by the Chapter/Domain Coordinator, or by the National Coordinator (in the absence of a Chapter/Domain Coordinator) be sent either by the new member, or the Chapter/Domain Coordinator can send it for them. Upon receipt of membership fees, or confirmation from the National Finance Coordinator of the receipt of membership fees, the Domain Coordinator, or National Coordinator in the absence of a Domain Coordinator will issue a membership number to the member. The membership number and contact information are then added to the National membership database.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the National Coordinator of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

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.

3.03 Discipline of Members

Officers and administrators shall have authority to suspend or expel any member from the Corporation, subject to the limitations below, for any one or more of the following grounds:

- i) violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;



- iii) 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.

a. Disciplinary Expulsions

Disciplinary Expulsion of a member from the Corporation may only be accomplished by a resolution of the Board of Directors, and must be ratified by a vote of the general membership at the very next Annual General Meeting.

The Subject of the Expulsion shall be notified via e-mail at the time the Board of Directors is considering to expel said member, to discuss the reasons why the expulsion is going through. Should the Board of Directors vote in favour of Expulsion, the member will be notified as soon as possible of the results of the vote, via both mail and e-mail. Expulsion will be considered to be in effect at the time that notification is sent.

The Subject of the Motion for Expulsion shall be permitted to attend the Annual General Meeting at which the Motion is being voted upon in order to defend against the Motion. The Subject of the Motion shall not be allowed to vote on his own Motion, nor any other Motion presented at the Annual General Meeting at that time. Alternatively, the Subject of the Motion may supply a letter to the Board of Directors via mail or e-mail to be read in its entirety at the Annual General Meeting at which the Motion is being voted upon.

b. Suspension from general activities and/or events:

Suspension from general activities and/or events for a period of up to six (6) months may only be enacted by:

- i) the National Coordinator, National Storyteller, or Vice National Coordinator, or designated assistants thereof
- ii) any Regional Coordinator, Domain Coordinator, or Chapter Coordinator, or designated assistants thereof.

Should an assistant levy a disciplinary action against a member, it must be reviewed and ratified by the assistant's supervising officer or administrator as soon as possible.

At no time may a suspension prevent a member from attending organizational meetings such as Annual General Meetings or Chapter or Domain Meetings for the purpose of registering a vote. At no time may a suspension prevent a member from voting on a matter or in an election.

These disciplinary actions may be full suspensions (i.e. suspension from all activities and events with the exceptions noted above), or may be partial suspension (i.e. suspension from specific activities and/or events, such as participation in e-mail list, attendance at game events, etc.)



Any member who is subject to suspension shall be notified via e-mail of:

- i) the length and limitations of the suspension
- ii) a description of the offending behavior which has led to the suspension
- iii) the articles, by-laws, or written policies which have been violated.

c. Suspension from electronic forums, lists and other electronic communications

Moderators of electronic forums are subject to the following limits in applying disciplinary actions:

- i) moderators may only apply disciplinary action in response to violations which have occurred on or in the forum which they have been given authority to moderate,
- ii) moderators are only empowered to suspend the offending member from activities on or in the forum which they have been given authority over,
- iii) moderators may recommend further disciplinary action be taken by the offending member's direct Coordinator or Storyteller, as appropriate.

d. Immediate Suspension from specific events

Any Coordinator, Storyteller or designated assistant thereof who is presiding over an event may impose an immediate suspension for violations of the Code of Conduct, No Harassment policy or Alcohol Policy at said event through verbal or written notice to the offending member. These policies are detailed in the Membership Handbook.

The offending member will be expected to leave the event area immediately upon notice of such suspension.

Such immediate suspensions will last no longer than forty-eight (48) hours past the end of the event. Further disciplinary action may be levied against the offending member upon review of the incident which led to the suspension.

e. Formal Warnings

Any officer, administrator, designated assistant, or designated moderator of electronic forums may levy a formal warning to a member regarding behavior that could lead to suspension.

f. Disciplinary actions specific to administrators and officers:

In addition to disciplinary action as the result of a violation of membership responsibilities as detailed above, officers or administrators and assistant officers or administrators may face disciplinary action as the result of:

- i) failure to complete the duties of office, such as completing and filing monthly reports,



- ii) abuse of the authority of office
- iii) complaint from the membership in regards to performance or conduct as an officer, administrator, or assistant.

3.04 Notice of Suspensions and Appeals

Notice of any disciplinary action that is levied against a member must be sent by the officer or administrator who has levied the disciplinary action to:

- i) the offending member,
- ii) the officer or administrator in the appropriate administrative chain (Coordinator or Storyteller) who is immediately responsible for the member.

Such notice may be sent either by physical letters, or by e-mail. All parties should be contacted by the same means where possible.

A member may appeal a disciplinary action that has been levied against him. Appeals must:

- i) be sent to the immediate superior of the officer, administrator, or assistant who levied the disciplinary action, with a copy to the officer, administrator, or assistant in question,
- ii) be filed within two (2) weeks of notice of the disciplinary action,
- iii) in the case of disciplinary actions levied by the National Coordinator or National Storyteller, appeals will be sent to the Vice National Coordinator for review,
- iv) in the case of disciplinary actions levied by the Vice National Coordinator, appeals will be sent to the National Coordinator

SECTION 4 - MEETINGS OF MEMBERS

It should be noted that this section of the By-laws pertains only to meetings of the Corporation as a whole. It does not pertain to meetings held at the Domain or Chapter level of organization; rules for such meetings may be determined by the individual Domains and/or Chapters as needed.

Requirements in regards to the timing of the Annual General Meeting of the membership are found in the Act. Details of the requirements of the Act may be found in English at: <http://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs05006.html> and in French at:

<http://www.ic.gc.ca/eic/site/cd-dgc.nsf/fr/cs05006.html>

4.01 Notice of Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by e-mail notification sent via the Corporation's Announcements e-mail list during a period of 21 to 35 days before the day on which the meeting is to be held.



Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he has the right to vote by proxy.

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 the 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 his last address or e-mail address recorded on the books of the Corporation.

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.

4.02 Number of Votes and Absentee voting by proxy

Each voting member present at a meeting shall have the right to exercise one vote per formal voting decision.

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. To appoint a proxy holder for his vote, a member must notify the National Resource Coordinator of: a) their intent to do so; and b) the identity of their designated proxy holder not less than seven (7) days prior to the general meeting. Designated proxy holders must be members in Good Standing of the Corporation.

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.

4.03 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.



4.04 Attendance

Attendance at the Annual General Meeting shall be in person only. Persons who participate in any part of the meeting via electronic means such as telephone, computer instant messaging, or video chat will not be considered to have attended the meeting.

4.05 Chair of the Meeting

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.

4.06 Agenda of the Meeting

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, and the financial report shall be presented. The members may consider and transact any business either special or general at any meeting of the members.

4.07 Special Meetings

The Board of Directors or the President shall have power to call, at any time, a special general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members upon written requisition by members carrying not less than 20% of the total voting rights of the Corporation.

In the event of a Special Meeting, the notice of the meeting shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business, and also state the text of any special resolution to be submitted to the meeting. Such notice will be provided via electronic mail not less than 30 (thirty) days prior to the meeting.

Special meetings may be conducted via electronic means such as a group video chat, or instant text forum such as IRC. Attendance at Special Meetings may also be conducted via telephone, or electronic means such as video chat or Voice Over Internet Protocols even if the meeting is mainly conducted in person.

4.08 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be at least forty (40) members present in person from five (5) or more Domains. 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.

4.09 Votes to Govern

A simple majority (50%+1) of the votes cast by the members present and carrying voting rights shall determine the questions in annual or special general meetings



except where the vote or consent of a greater number of members is required by the Act or these by-laws.

SECTION 5 - DIRECTORS

The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of five Directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of Directors to be elected to the Board of Directors. Directors must be individuals, 18 years of age or older, with power under law to contract. Directors need to be members in Good Standing of the Corporation to be eligible to hold office.

The Directors shall serve as such without monetary remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving non-monetary compensation therefore.

5.01 Administrative levels

Below the national council are three possible levels of administration: the chapter, the domain and the region. The standard term of office for all administrators at these levels shall be two years from the date of election. Should the office be vacated prior to the end of the term of service, an election shall be held for the office.

5.02 Election and Term

a. Directors shall be elected for a term of two (2) years by the general membership at the annual general meeting of members. In the case of positions vacated mid-term, National Council shall follow the procedure outlined in Bylaw 5.03.

b. When an election is to be held for any National Council position at an annual general meeting of members, the National Resource Coordinator will issue an open call for applications from interested members of the Corporation in Good Standing. Such call for applications will be announced no less than six (6) weeks prior to the scheduled annual general meeting. The period for applications to be received will be no less than two (2) weeks. Within forty-eight (48) hours of the closing of the application period, the National Resource Coordinator shall release all applications to the general membership for perusal and discussion. Such announcements may be made through the use of electronic medium such as the national announcements e-mail list (which is open for subscription to all members of the Corporation). The election will then be conducted according to the election



procedures set out in these bylaws.

c. All members in good standing are permitted to vote in the election of any National Council position, either in person or by proxy at the annual general meeting where the election is to be held. Each member in good standing has the right to appoint a proxy holder to act in the manner and to the extent authorized by the proxy. The National Resource Coordinator must be notified, in writing, of: a) the intent to appoint a proxy holder; and b) the identity of the designated proxy holder not less than seven (7) days prior to any scheduled vote. A proxy holder must be a member of the Corporation in good standing. A member who is a candidate for a National Office is not permitted to hold any proxies for the election in which he is a candidate.

d. Should there be only one candidate for an office, that candidate will succeed the office by acclamation. The Corporation does not accept votes for "none of the above", nor for the chair.

e. In an election with only two candidates, a simple majority (50% + 1) determines the winner.

f. Distributed voting will be used in all elections with three or more candidates competing. Each voter shall be provided a ballot listing all candidates competing in the election in alphabetical order. A voter who holds proxies for the election will be provided with one (1) ballot for himself, and one (1) additional ballot for each proxy that he holds. The voter shall rank each candidate in order of preference, one (1) denoting the voter's first choice candidate, two (2) denoting the voter's second choice, etc. The voter may not assign the same number to two candidates. First" (1st), "Second" (2nd), ad infinitum, are acceptable alternatives to one (1), two (2), ad infinitum. The candidate with the fewest number one (1) votes is eliminated from the election. The ballots ranking the eliminated candidate as number one (1) are distributed among the remaining candidates, according to the number two (2) ranking on the ballot. As candidates are eliminated, allocate the vote to the highest ranked candidate remaining. In the event of a tie for last place, the candidate with the fewest number two votes is eliminated. This process shall be repeated until there is only one candidate remaining in the election; that candidate is declared the winner.

g. Any member of the Corporation in Good Standing that wishes to hold a position on the National Council can apply for it at anytime, even if there is no current vacancy. When a position becomes available, those filed applications for position will be reviewed first. Applicants for the Council positions of National Coordinator, Vice National Coordinator, National Finance Coordinator, National Resource Coordinator, or National Storyteller must meet any qualifications for office as indicated in the Approved Membership Materials of the Corporation.



h. All written applications for National Council positions shall be sent to the National Resource Coordinator, with a copy to the National Council member that currently holds that position. Both shall review the application and, should they choose to, talk with the applicant to determine whom they believe would be the best candidate for their position should they eventually stand down before the end of their term.

5.03 Vacancy in Council

Pursuant to subsection 129 (1) (Ceasing to hold office) of the Act, a Council member ceases to hold office when:

- i) he is removed by ordinary resolution at a special meeting of the members of the corporation, pursuant to subsection 130 (1) (Removal of directors) of the Act,
- ii) he dies or resigns,
- iii) pursuant to subsection 126 (1) (Qualifications of directors), he ceases to be qualified by virtue of:
 - a. having been declared incapable by a court in Canada or in another country,
 - b. becomes bankrupt. In such case, the member shall continue to be disqualified from holding any Council position for so long as he holds the status of bankrupt.

In the event a Council member stands down before the end of their term, the current position holder may nominate whom they wish to take over on a temporary basis for them. The Council then votes on that nomination. Should the Council so resolve, that person temporarily steps into the open position. If the nomination is not accepted, the Council will give notice (via e-mail from the NRC) to the general membership of a one-week period in which applications for the temporary position may be sent to the NRC.

Once this one-week period has elapsed the National Council will then select the successful temporary applicant. If there is no nomination for whatever reason, the question goes straight to a National Council vote as if the nomination were rejected.

In either case, the temporary appointment lasts only until the next annual general meeting

A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor elected or appointed.

5.04 Indemnities to directors and others

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 brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office 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 own willful neglect or default.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

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.

6.02 Notice of Meeting

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours written notice of such meetings are 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 quarter 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.

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.



6.03 Attendance at Meetings

For the purpose of improved communication and to ease in the conduct of the Corporation's business, the Board of Directors may hold electronically facilitated (on-line) meetings via the Internet or other duly and consensually agreed upon electronic media. Such meetings are subject to the same restrictions and by-laws as regular in-person meetings, and any or all proceedings taken or had thereat shall have the same force and effect of law.

6.04 Votes to Govern

All resolutions properly brought before the National Council shall be voted upon before being implemented by the appropriate National Officer(s). Each National Councillor/Director except the National Coordinator is authorized to exercise one (1) vote per motion or resolution, and all motions or resolutions require a simple (50%+1) majority vote to be considered as carried by the National Council. Only current officers of the National Council may propose motions or resolutions for due consideration during the regular course of business by the entire National Council.

6.05 National Coordinator Limited Deferral Power

The National Coordinator may cause any resolution of the National Council to be deferred to the Domain Coordinators of Canada to be voted upon amongst them, instead of the Council. In the event the matter concerns the Storyteller hierarchy, the National Coordinator may instead defer the vote down to the Domain Storytellers of Canada. The National Resource Coordinator (NRC) will duly administer all votes of this type held.

6.06 Accountability of Council Members

Each member of the National Council will submit a portfolio report to the Council on a monthly basis. The Council will then discuss any issues contained in those reports and present their findings therein. If a two-thirds majority vote of the National Council shows that the best interests of Canada At Midnight/Canada à minuit are not being served by a decision made by a given Councillor, then the Council has the authority to require that the Councillor either revoke his decision or stand down from his position, at that Councillor's sole discretion. Any votes cast by Councillors or Deferral powers duly exercised within the proper voting procedure for National Council resolutions as per by-law 6.04, shall be immune to the effects of this Accountability by-law.

6.07 Quorum

A majority of Directors in office, numbering no less than three Directors, shall constitute Quorum for both in-person and electronically facilitated meetings of the Board of Directors. No meeting of the Board shall occur unless chaired by the President. As an exception to this rule, the Vice-president may chair a meeting of the Board if the President has left his office or has filed written delegation of his



authority with the National Resource Coordinator. Any meeting of the Board of Directors at which a Quorum is present shall be considered competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

6.08 Overturning Decisions of the Board of Directors

In the event that the Domain Coordinators (DCs) of the Corporation, by a 2/3-majority vote, agree that a decision of the National Council should be overturned, the DCs may petition the Council to overturn the decision in question. Any such petition must be presented, in writing, to the NRC by the petitioning DC. The NRC will then accept the written endorsements of the petition from the remaining DCs. The petition and all endorsements must be received within three months of a decision being made. If 2/3 of the current sitting DCs endorse the petition, the NRC will present the petition to the National Council. Upon receiving such a petition, the National Council may choose, by resolution, to challenge the petition. If the council so resolves, the NRC will then organise a specially arranged vote of the general membership, as determined by the NC, to be held within three months of the petition's receipt.

All, or any portion, of this vote may be held via a suitably secure online medium, as determined at the sole discretion of the National Resource Coordinator. For such a vote to be successful, a simple (50%+1) majority vote of the national membership, as determined by the NC from the current membership registry, must vote to overturn the decision. The decision in question shall not be put into effect until such time as the NRC publicizes the results of the national vote.

6.09 Minutes of the Board of Directors' meeting

The Open meeting portion of the minutes of the Board of Directors shall be available to all the general membership of the Corporation. These minutes shall be made available no later than two (2) weeks prior to the following meeting of the Board of Directors. The entire minutes shall be available to the Board of Directors, each of whom shall receive a complete copy of such minutes.

SECTION 7 - OFFICERS OF THE CORPORATION

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 determine. No person may hold more than one elected position. All Members of the Board of Directors of the Corporation are Officers of the Corporation. All Directors / Officers must be members in good standing of the Corporation.



7.01 Duties of officers

a. President

The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. For purposes of these By-Laws, the President will fulfill all the duties and responsibilities of the National Coordinator (NC).

i) National Coordinator (NC)

The NC has the power to defer any resolution of the Board to a vote of the Domain Administrators of Canada, as outlined in by-law #23c, but does not have a vote on any Council resolutions. The NC is President of the Corporation, with all duties, responsibilities and authority thereof.

b) Vice President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors. For purposes of these by-laws, the Vice-President will fulfill all the duties and responsibilities of the Vice National Coordinator (VNC).

i) Vice National Coordinator (VNC)

The VNC is the Vice-President of the Corporation, with all the duties, responsibilities and authority thereof.

c) Treasurer

The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors. For purposes of these by-laws, the Treasurer will fulfill all the duties and responsibilities of the National Finance Coordinator (NFC).



i) National Finance Coordinator (NFC)

The National Finance Coordinator is responsible for managing the organisation's financial, commercial and legal reporting requirements. He is responsible for all corporate filings, and ensuring that the organisation complies with all relevant Canadian legislation. The National Finance Coordinator is also responsible for assisting other coordinators in the formalisation of legal relationships to ensure their long-term financial viability and impact upon the organization. He is responsible for setting annual membership fee rates for the Canadian general membership.

The NFC is also responsible for the commercial development of the organisation, in particular the sale and distribution of merchandise and other income generating activities. The National Finance Co-ordinator manages the organisation's finances and legal issues including fund-raising, disbursements and the audits of the Corporation's accounts as required by the Act. Any issue of funds will require the signature of the NFC and either the NC or the VNC. The NFC is the Treasurer of the Corporation, with all the duties, responsibilities and authority thereof.

d) *Secretary*

The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his affairs on behalf of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. For purposes of these By-Laws, the Secretary will fulfill all the duties and responsibilities of the National Resource Coordinator (NRC).

i) National Resource Co-ordinator (NRC)

The NRC is the Secretary of the Corporation and the custodian of the seal of the Corporation, with all the duties, responsibilities and authority thereof.

e) *Other Officers*

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. The board may, from time to time and subject to the Act, vary, add to or limit the powers and



duties of any officer. The other Officer as currently listed is: the National Storyteller (NST), whose duties, responsibilities and authority are described below respectively.

i) National Storyteller (NST)

The NST is a General Member of the Board of the Corporation, with all the duties, responsibilities and authority thereof.

7.02 Assistants to National Officers / Councillors

National Councillors may appoint Assistants to help them with specified portions of their portfolio. These assistants may participate in certain Council discussions, but they do not get a vote on the Council, nor do they hold the final authority of a Council member for decision-making. These assistants may be delegated portions of the council member's authority, including the ability to make decisions on behalf of that council member. This delegation by the Councillor must be made, in writing, to both the NC and the Assistant in question. Delegated authority may be revoked at any time, without prior notice, by that Councillor, or by the National Coordinator. Council members may not delegate their vote upon National Council matters.

The duties, responsibilities and authority of any Assistant position appointed by a Councillor must be approved by a majority of the National Council before a member may begin to act in that position's capacity. In all cases, the Councillor remains responsible for any policies and procedures implemented by any of his or her Assistants.

7.03 Committees

The board may from time to time appoint any committee or other advisory body or agent, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers and duties 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

7.04 Remuneration

Non-monetary remuneration for all officers, agents and committee members shall be fixed by resolution of the Board of Directors. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by the resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents and committee members shall cease to be payable from the date of such meeting of members.



SECTION 8 - NOTICES

8.01 Execution of documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the Treasurer and either of the President or Vice-President, 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.

8.02 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.

8.03 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.

8.04 Amendment of By-laws

Pursuant to subsection 152 (1) (By-laws), the by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law. Such repeal or amendment may be enacted by a majority of the Directors at a meeting of the Board of Directors, are in effect immediately upon majority vote of the Directors, and must then be ratified by an affirmative vote of at least two-thirds (2/3) of the members at the next meeting of the membership duly called for the purpose of considering the said by-law.

8.05 Books and records

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.



8.07 Reporting of Corporation Officers and Administrators at all levels

All Administrators of the Corporation are required to file monthly reports. Such reports may be filed by electronic means. All reports due are to correspond with the events of the month previous to the month in which the report is being filed. The following is the reporting requirements for the Officers of the Corporation:

Officer	Date	Report recipients
NST	28 th day of the month	VSTs, CSTs, DSTs, RSTs, National Council
NFC, NRC, VNC	28 th day of the month	CCs, DCs, RCs, National Council
NC	Last day of the month	CCs, DCs, RCs, National Council

SECTION 9 - DISPUTE RESOLUTION

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, or volunteers of the Corporation as set out in the articles, by-laws or the Act, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) if the subject of the dispute or controversy does not involve a matter of possible harassment, a third-party mediator or mediators will be sought by the parties involved in the dispute. Mediator(s) do not need to be officers or administrators of the Corporation. Mediator(s) will then meet with the parties in question in attempts to mediate a resolution between the parties. Resolution may take more than one mediation session.
- b) If the parties are not successful in reaching a resolution, or if the controversy is a matter of possible harassment by one party towards another, the aggrieved party may make a formal request for arbitration or file a formal complaint to the appropriate Administrator or Officer of the Corporation, as detailed in the Membership Handbook. The Administrator or Officer will then conduct an investigation, and make a ruling regarding the results. Such ruling will be disclosed to all parties involved in the dispute, and to supervising Administrators or Officers of the parties as appropriate.



- c) Should any party of the dispute be unsatisfied with the ruling, he may file an Appeal to the next-higher Officer or Administrator. This chain of Appeals moves from Chapter or Venue Coordinator of Storyteller, to Domain, to Regional (if existing), to National Coordinator or Storyteller. If the Appeal regards a disciplinary action, then the final level of Appeal is the Vice National Coordinator, who hears Appeals of both National Coordinator and National Storyteller decisions in such matters.

SECTION 10 - EFFECTIVE DATE

Subject to matters requiring a special resolution, 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 _____ day of _____, 20____ and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 20____.

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

[Indicate name of director/officer]