



Both the English and French versions of the by- laws have official sanction.

A by-law relating generally to the conduct of the affairs of The Canadian Historical Association / La Société historique du Canada (CHA/SHC)

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

Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors.

PART 1 – DEFINITIONS AND INTERPRETATION

Section 1. Definition

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

- a) "Act" means the *Canada Not-For-Profit Corporations Act*
- b) "Articles" means the Corporation's Articles of Continuance filed with Corporations Canada pursuant to the Act, and as may be amended from time to time;
- c) "Board of Directors" means the Council of the Corporation and "Director" means a member of Council;
- d) "By-law" means this by-law and any other by-law 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 special meeting of all members entitled to vote at an annual meeting of members;

f) "CHA/SHC" means The Canadian Historical Association/ La Société historique du Canada

g) "Corporation" means the CHA/SHC

h) "Officers" means any individuals so appointed by the Board of Directors

i) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

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

k) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act.

l) "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

Section 2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

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

PART II – MEMBERSHIP

Section 1. Membership Classes

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The Board of Directors of the CHA/SHC may, by resolution, approve the admission of the members of the Corporation. Members are admitted upon paying their yearly membership fee in such amounts as may be determined from time to time by the Board of Directors. The following conditions of membership shall apply:

Class A Members

1. Class A voting membership shall be available to individuals upon payment of their membership fees, save for the Honorary Life Member who shall not be required to pay membership fees. Class A members have voting privileges.
2. The term of membership of a Class A member shall be annual, subject to renewal in accordance with the policies of the CHA/SHC.
3. As set out in the articles each Class A member is entitled to receive notice of, attend and vote at all meeting of members and shall be entitled to one (1) vote at such meetings.

Class B Members

1. Class B (non voting) membership shall be classified as Institutional membership and made available upon membership fees payment.
2. The term of membership of a Class B member shall be annual, subject to renewal in accordance with the policies of the CHA/SHC.
3. As set out in the articles, Class B member are not entitled to receive notice of, attend or vote at meetings of members of the CHA/SHC.

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 2. Membership Transferability

A CHA/SHC membership may only be transferred to the Corporation.

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

Section 3. Membership Dues

Members shall be notified in writing of the membership dues in such amounts as may be determined from time to time by the Board of Directors at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the CHA/SHC.

Section 4. Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies or resigns.
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires; or
4. the Corporation is liquidated and dissolved under the Act.

Section 5. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

PART III – BOARD OF DIRECTORS

Section 1. Duties and Responsibilities

The affairs of Corporation shall be governed by an elected Board of Directors, which shall supervise, control and direct all its activities. The Board of Directors may delegate to the President, any committee or officer any or all powers, duties and authority of the Board of Directors, which may lawfully be delegated. The Board of Directors may, from time to time, set policies as it sees fit including one to ensure the provision of bilingual services.

Section 2. Number of Directors

The Board of Directors shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of Directors, the Board of Directors shall be comprised of the fixed number of Directors as determined from time to time by an ordinary resolution of the Board of Directors and members' approval.

Section 3. Composition of the Board of Directors

The Board of Directors shall consist of the following:

- a) The President of the CHA/SHC
- b) The immediate Past-President CHA/SHC or the Vice-President of the CHA/SHC
- c) The Treasurer
- d) The English-language Secretary and the French-language Secretary

e) A number of Board of Directors members arrived at by an ordinary resolution of the Board of Directors and ratified by ordinary resolution of a meeting of members.

Section 4. Appointment of Officers

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

Section 5. Proposals For Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by no less than 5% of members entitled to vote at the election at which the proposal is to be presented.

Section 6. Vacancy in Office

Any vacancy on the Board of Directors may be filled by the President by appointment and the person so appointed will hold office until the election at the next annual general meeting. No retiring Director who has served a full term as a member of the Board of Directors shall be eligible to re-election to the same position in the year in which his/her term expires. Save as aforesaid, a Director is eligible for re-election.

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

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer's death.

Section 7. Calling of Meetings of Board of Directors

The President, or in her or his absence the Vice-President or Treasurer, shall call a meeting of the Board of Directors at any time and place.

The Board of Directors must meet at least once a year.

Section 8. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given to every Director of the Corporation by telephonic, electronic or other communication facility at such person's recorded address for that purpose. 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.

Section 9. Votes to Govern at Meetings of the Board of Directors

Only Directors in attendance at any meeting of the Board of Directors may vote. In the case of an equality of votes, the President or, in her/his absence, the Chair shall cast the deciding vote. Proxies are not accepted at meetings of the Board of Directors.

Section 10. Committees of the Board of Directors

The Board of Directors 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 of Directors may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

The Board will appoint an Executive Committee to carry out the day to day business of the organization. The Executive Committee will be responsible for the hiring of employees, the administration of the CHA/SHC head office, and other tasks delegated to it by the Board.

Section 11. 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 of Directors 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. The president or her/his delegate authorized to sign any document may affix the corporate seal (if any) to the document.

Section 12. Borrowing Powers

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

1. borrow money on the credit of the corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
3. give a guarantee on behalf and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt

obligation of the corporation.

PART IV – ANNUAL AND SPECIAL MEMBERS MEETING

Section 1. Annual Meeting

The annual meeting of CHA/SHC shall be held each year at such time and place as may be designated by the President.

Section 2. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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.

Section 3. Place of Members' Meeting

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 as designated by the President.

Section 4. Persons Entitled to be Present at Members' Meetings

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.

Section 5. Chair of Members' Meetings

The CHA/SHC President will chair the meeting of members. In the event of the President's absence, disability, or refusal to act, the Vice-President or the Past-President will assume the duties of the Chair. In the Vice-President's or Past-President's absence, disability, or refusal to act, the Board of Directors entitled to vote shall choose one of their numbers to chair the meeting.

Section 6. Quorum at Members' Meetings

A quorum at any regular meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting. A quorum at a special meeting shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

1. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

2. Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

3. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, electronic or other communication facility.

Section 7. Special Meeting

The **Board of Directors** shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 15% of the voting rights. If the Directors do not call a meeting within thirty (30) days of receiving the requisition, any member who signed the requisition may call the meeting. The request will state the business to be transacted at the meeting and shall be sent to each Board of Directors Member and to the CHA/SHC office. The business to be transacted at the special general meeting shall be stated in the notice thereof, and no other business may be considered at those meetings.

PART V – FINANCES

Section 1. Financial Year

The financial year end of the Corporation shall be December 31 in each year.

Section 2. Annual Financial Statements

The Corporation financial annual statements will be made available to Members through electronic and/or print means. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.

PART VI - 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.

PART VII - 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.

PART VIII - BY-LAWS AND EFFECTIVE DATE

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

