

APPENDIX – CORPORATION BY-LAWS

AUTISM ALLIANCE OF CANADA

ALLIANCE CANADIENNE DE L'AUTISME

ARTICLE 1 – PREAMBLE

- 1.1 The English name of the corporation shall be *Autism Alliance of Canada*. The French name of the corporation shall be *Alliance Canadienne De L'Autisme*. Referred to hereafter as the "Corporation".
- 1.2 There are many terms used to refer to various Autism Spectrum Disorders (ASD) including: Autism, Classic Autism, High Functioning Autism, Autistic Disorder, Asperger Syndrome, Asperger Disorder, Pervasive Developmental Disorder (PDD), and Autism Spectrum Disorder (ASD). All are commonly used terms and may be interpreted differently in various settings. The term "autism", for the purposes of this corporation, will refer to all these terms inclusively.
- 1.3 The Corporation is a coalition of organizations and individuals sharing a common vision, mission and goal. The Members are committed to working together in the best interest of the Corporation.
- 1.4 The goals of the Corporation shall be as set out in the Certificate of Incorporation, or any amendments thereto filed from time to time.

ARTICLE 2 – DEFINITIONS

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

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

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

"Board" means the Board of Directors of the Corporation and "Director" means a Member of the Board;

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

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

"Ordinary resolution" means a resolution passed by a majority (50% + 1) of the votes cast on that resolution, except as provided in the article related to voting at the Annual General Meeting;

"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.

"Annual General Meeting" (AGM) shall mean the annual general meeting of the Corporation, held annually and called pursuant to Article 10 of these by-laws.

"Fees" shall mean the Membership fee to become and remain an active Member of the Corporation.

ARTICLE 3 – INTERPRETATIONS

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. Headings used throughout this by-law are for reference purposes only and do not affect the interpretation of the by-law.

ARTICLE 4 – EXECUTION OF DOCUMENTS

Approved 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

ARTICLE 5 – FINANCIAL YEAR END

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

ARTICLE 6 – BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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.

ARTICLE 7 - ANNUAL FINANCIAL STATEMENTS

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. 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. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

ARTICLE 8 – CLASSES OF MEMBERS

ARTICLE 8 – CLASSES OF MEMBERS

8.1 Subject to the articles, there shall be three classes of members in the Corporation, namely, Organization members, Community members and Associate members. Membership in the Corporation shall be available to Members that have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. The following conditions of membership shall apply:

8.2 Organization Members

8.2.1 Organization Memberships shall be available to organizations incorporated as a charity and/or not for profit organization, pursuant to applicable Federal and/or Provincial laws.

8.2.2 Organization Members are voting members of Autism Alliance of Canada with a paid membership.

8.2.3 As set out in the bylaws, each Organization Member is entitled to receive notice of, attend and vote at all meetings of members and each Organization Member shall be entitled to one (1) vote at such meetings.

8.3 Community Members

8.3.1 Community membership is open to the following:

8.3.1.1 individuals that have attained the age of eighteen (18) and are residents of Canada, or

8.3.1.2 incorporated organizations that do not qualify as Organization Members, and

8.3.1.3 non-incorporated organizations or groups with a designated spokesperson to represent the organization or group in voting.

8.3.2 Community Members are voting members of Autism Alliance of Canada with a paid membership.

8.3.3 As set out in the bylaws, each Community Member is entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.

8.4 Associate Members

8.4.1 Associate membership is open to all individuals that elect to subscribe to the Corporations events and newsletters.

8.4.2 Associate Members are non-voting members of Autism Alliance of Canada with free membership.

8.4.3 Subject to the Act and the Corporation's articles, Associate Members may not be entitled to receive notice of, attend or vote at regular meetings of the members of the Corporation.

8.5 The term of Membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

8.6 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).

ARTICLE 9 - MEMBERSHIP TRANSFER

A Membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

ARTICLE 10 – MEMBERS' MEETING

10.1 Notice of the time and place of a meeting of Members shall be by the following means:

10.1.1 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; or

10.1.2 By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

10.2 At any meeting of Members quorum shall be ten (10) voting Members present 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.

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

10.4 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.

ARTICLE 11 – MEMBERS CALLING A MEMBERS’ 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 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.

ARTICLE 12 – VOTING RIGHTS

Each Organization Member and Community Member in good standing shall have one (1) vote on all questions put to the Members at a Members’ meeting or at the Annual General Meeting. Motions shall be passed by a simple majority of votes from the eligible Members present at the meeting or in the case of an electronic vote, a simple majority of electronic votes cast by all eligible members. Voting shall be by a showing of hands, verbal vote or other electronic means.

ARTICLE 13 – PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS’ MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

ARTICLE 14 – MEMBERSHIP DUES

Members shall be notified in writing of the Membership dues at any time payable by them and, if any are not paid within ninety (90) days of the Membership renewal date the Members in default shall automatically cease to be voting Members of the Corporation.

ARTICLE 15 – TERMINATION OF MEMBERSHIP

15.1 Membership to the Corporation and all rights and privileges attached thereto, shall cease under the following circumstances:

- 15.1.1 Upon written and signed notice of resignation to the Directors from the Member;
 - 15.1.2 The member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - 15.1.3 An organization's, group's or individual's term of membership expires;
 - 15.1.4 An organization or group ceases to exist (becomes dissolved);
 - 15.1.5 Autism Alliance of Canada is liquidated or dissolved under the Act.
- 15.2 The Board shall have authority to expel any Member from the Corporation for any one or more of the following grounds:
- 15.2.1 Violating any provision of the articles, by-laws, or written policies of the Corporation;
 - 15.2.2 Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - 15.2.3 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.
- 15.3 In the event that the Board determines that a Member should be expelled from Membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the Chair, 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 Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is 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.
- 15.4 Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

ARTICLE 16 – BOARD OF DIRECTORS

- 16.1 The property and business of Autism Alliance of Canada will be managed by a Board of Directors with a minimum of three (3) and a maximum of fifteen (15) Directors. The Board of Directors shall normally be comprised of five individuals employed by Organization Members, including representation from National Autism Organizations, and five Community Members.
- 16.2 Nominations for election to the Board of Directors shall be delivered to the Board Chair prior to a date that will be annually communicated to members.

- 16.3 Elections for the Board of Directors may be held via mail (including email). A Director must be elected by a simple majority of electronic votes cast by all eligible members.
- 16.4 The term for a Director is two (2) years, commencing upon the adjournment of the Annual General Meeting at which the Director was elected.
- 16.5 A Member is eligible for election or designation as a Director for three consecutive terms not to exceed, in the aggregate, six (6) years. Thereafter, that Member is not eligible for re-election until the passing of one year or the following Annual General Meeting, whichever is sooner. This limitation can be abrogated to permit a Director to serve in the office of Chair, Vice Chair or Past-Chair. This limitation does not apply to representatives of National Autism Organizations.
- 16.6 Where a Director's position becomes vacant during the term, a quorum of Directors may fill the vacancy. Directors so appointed shall serve from the date of appointment by the Board until the unexpired term of their predecessor.
- 16.7 A Director shall be deemed to have vacated their position under the following circumstances:
- 16.7.1 If a Director resigns from the Board by delivering a signed letter of resignation to the Chair of the Board;
 - 16.7.2 If a Director is declared incapable by a court in Canada or in another country;
 - 16.2.3 If a Director becomes bankrupt or suspends payment or compounds with their creditors;
 - 16.2.4 Upon failure to attend a minimum of two-third (2/3) of the Board Meetings, or upon absence without cause for three (3) consecutive Board Meetings within any calendar year;
 - 16.2.5 Is removed by an ordinary resolution of members at a special meeting of Members to remove Directors;
 - 16.2.7 Upon being expelled by a resolution of the Board; or
 - 16.2.8 On death.

Where a Director ceases to be an employee of an Organization Member, the Director will serve until the next AGM and provided the individual has not served a maximum term as Director they may be nominated as a Director as a Community Member.

- 16.8 The Board may expel any Director from the Board, for cause, which is deemed harmful or detrimental to the Corporation and consequently against its vision, mission or goals. Notice of Intention to Expel from the Board shall be served in writing at least fourteen (14) days in advance of the Board Meeting called for that purpose.
- 16.9 A Director under notice of Intention to Expel shall have the right to attend and participate at the Board Meeting at which the expulsion is to be voted upon. Expulsion shall be deemed to have occurred upon the passing of a motion by a simple majority of the Board.

- 16.10 No Director shall receive remuneration of any type from the Corporation for the performance of their governance duties as a Board Member. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity. Expenses incurred while carrying out governance duties for the Corporation are the sole responsibility of the Member, unless otherwise approved by a motion from the Board.

ARTICLE 17 – APPOINTMENT OF OFFICERS AND EXECUTIVE COMMITTEE

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

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

17.2.1 Chair of the Board – The chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the Members. The chair shall have such other duties and powers as the Board may specify.

17.2.2 Vice-Chair of the Board – The vice-chair of the Board shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The vice-chair shall have such other duties and powers as the Board may specify.

17.2.3 Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board and Members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

17.2.4 Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.

- 17.3 The Executive Committee shall meet at any time at the call of the Chair.

- 17.4 Quorum for the Executive Committee shall be one more than half of the members of the Executive Committee. Directors may attend Executive Committee meetings by teleconference and all Directors may be invited to Executive Committee meetings.

17.5 The Executive Committee may, between Board meetings, exercise the powers of the Board on matters that require immediate attention, subject to such restrictions contained in this by-law, imposed from time to time by the Board or otherwise imposed by law. All substantive actions taken by the Executive Committee shall be reported to the Board at its next meeting.

17.6 Despite Section 18.5, the Board may not delegate the following powers to any committee, including but not limited to the Executive Committee and any person, including but not limited to the Corporation's Chief Executive Officer

17.6.1 To submit to the Members any question or matter requiring the approval of the Members;

17.6.2 To fill a vacancy among the Directors or the position of auditor or of a person appointed to conduct a review engagement of the Corporation;

17.6.3 To appoint additional Directors;

17.6.4 To issue debt obligations

17.6.5 To approve any financial statements under the Act;

17.6.6 To adopt, amend or repeal by-laws; and

17.6.7 To establish contributions to be made, or dues to be paid, by Members for membership in the Corporation.

17.7 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board 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.

ARTICLE 18 - BOARD MEETINGS

18.1 All Board Meetings will be those of the Board of the Corporation. A Board Meeting will be called by the Chair or Vice-Chair within five (5) days of electronic notice. The request must state the reason for the meeting. Board meetings may be set at regular intervals, in which case, notice of the meeting is not required.

18.2 Notice of the Board Meeting shall be delivered at the last email address provided. Notice will be deemed received when the electronic mail is sent. Notice of the Board Meeting shall include: place or call in numbers, date and time of the Meeting; the purpose of the Meeting.

18.3 A simple majority of Directors in office will constitute quorum. The Directors may attend and participate in meetings in person or by means of teleconferencing or other electronic media.

18.4 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

ARTICLE 19 – COMMITTEES OF THE BOARD OF DIRECTORS

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board of Directors.

ARTICLE 20 – 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.

ARTICLE 21 – BY-LAWS AND EFFECTIVE DATE

- 21.1 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.
- 21.2 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.