

APPENDIX – CORPORATION BY-LAWS

AUTISM ALLIANCE OF CANADA

ALLIANCE CANADIENNE DE L'AUTISME

Approved by the Board at the Board Meeting on April 9, 2026

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.

"**Good standing**" A member shall be considered in good standing after 30 days have passed from both the confirmation of membership and receipt of membership dues.

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 – MEMBERSHIP

8.1 Classes of Members

Subject to the articles, the Corporation shall have two (2) classes of Members:

- (a) Voting Members; and
- (b) Non-Voting Members.

No other classes of Members shall be established except in accordance with these by-laws and the Act.

8.2 Eligibility Requirements

Subject to the Articles, the Board may, by resolution, establish, modify, combine, or eliminate eligibility requirements for membership within the Voting Member or Non-Voting Member classes and may determine, by policy: eligibility criteria; rights and privileges (other than statutory rights); conditions of membership; term and renewal requirements; and applicable dues or fees.

The creation or modification of eligibility requirements shall not constitute an amendment to the Articles or by-laws, provided that such action does not alter the fundamental rights of Members as set out herein or in the Articles.

8.3 Voting Rights

Subject to the Articles, each Voting Member shall be entitled to: receive notice of, attend, and vote at all

meetings of Members; and exercise one (1) vote at such meetings.

8.4 Admission of Members

Membership shall be available to individuals or entities who meet the eligibility requirements established by the Board, in accordance with section 8.2 of this by-law.

Applications for membership shall be approved in the manner as determined by the Board.

8.5 Termination and Discipline

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. the member fails to maintain any qualifications for membership described in the articles, by-laws, or policies;
- c. the member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is terminated by the Board in accordance with the Act, by-law and policies adopted by the Board;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

8.6 Discipline of Members

The Board shall have authority to suspend, discipline or terminate any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. 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.

In the event that the Board determines that a member should be suspended, disciplined, or terminated from membership in the Corporation, the chair of the Board or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension, discipline or termination to the member and shall provide reasons for the proposed suspension, discipline or termination. The member may make written submissions to the chair of the Board, 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 of the Board, the chair of the Board, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended, disciplined or terminated 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.

8.7 Fundamental Changes

Pursuant to subsection 197(1) of the Act, a special resolution of Members shall be required to amend the articles or by-laws where such amendment affects the classes, conditions, rights, or transfer of membership, the manner of giving notice to members for a meeting of members, or the method of voting by members not in attendance at a meeting of members.

ARTICLE 9 – 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.

The Board shall determine, by policy, the amount and manner of payment of membership dues or fees for the Members.

ARTICLE 10 - MEMBERSHIP TRANSFER

A Membership may only be transferred to the Corporation and not among or between other Members. 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 11 – VOTING RIGHTS

12.1 Voting Members 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, in person or remotely (i.e. virtually). Voting shall be by a showing of hands, verbal vote or other electronic means

12.2 In the event of a tie vote, whether by show of hands, ballot, or electronic voting, the motion is defeated.

12.3 A Voting Member shall be considered in good standing after 30 days have passed from both the confirmation of membership and receipt of membership dues.

ARTICLE 12 – PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

If the Corporation makes available a telephonic, electronic, or other communication facility that allows participants to communicate adequately with each other during a meeting of members, any person

entitled to attend the meeting may participate by such means in accordance with the Act. A person participating in this way is deemed to be present at the meeting and, if entitled to vote, may vote using the communication method provided by the Corporation.

ARTICLE 13 – MEMBERS’ MEETING

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

13.1.1 By telephonic, electronic or other communication facility to each member, during a period of 21 to 35 days before the day on which the meeting is to be held; or

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

13.2 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.

13.3 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 14 – 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 Voting 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 Voting Member who signed the requisition may call the meeting.

ARTICLE 15 – BOARD OF DIRECTORS

15.1 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 be Voting Members of the Corporation.

15.2 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.

15.3 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.

15.4 The term for a Director is two (2) years, commencing upon the adjournment of the Annual

General Meeting at which the Director was elected.

15.5 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.

15.6 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 next Annual General meeting of members.

15.7 A Director shall be deemed to have vacated their position under the following circumstances:

15.7.1 If a Director resigns from the Board giving written notice of resignation of resignation to the Chair of the Board;

15.7.2 If a Director is declared incapable by a court in Canada or in another country;

15.2.3 If a Director becomes bankrupt or suspends payment or compounds with their creditors;

15.2.4 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;

15.2.5 Is removed by an ordinary resolution of members at a special meeting of Members to remove Directors;

15.2.7 Upon being expelled by a resolution of the Board; or

15.2.8 On death.

15.8 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.

15.9 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.

15.10 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 16 – APPOINTMENT OF OFFICERS AND EXECUTIVE COMMITTEE

16.1 The Board may establish the offices of the Corporation, appoint officers on an annual or more frequent basis, and specify their duties. Subject to the Act, the Board may delegate to such officers the authority 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. Unless otherwise provided by the Board, the same person may hold two or more offices, and an office may be held by more than one person.

16.2 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:

16.2.1 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.

16.2.2 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.

16.2.3 Secretary – If appointed, the Secretary shall attend meetings of the Board and Members and act as secretary of such meetings. The Secretary shall ensure that minutes of all proceedings are recorded in the Corporation's minute book, give or ensure that notice is provided to Members, Directors, the public accountant, and committee members as required, and serve as custodian of the Corporation's records and documents.

16.2.4 Treasurer – If appointed, the Treasurer oversees financial health, ensures accurate records, leads budgeting, monitors cash flow, and reports financial status to the board. They support compliance with regulatory requirements, oversee audits, maintain financial controls, and act as the board's key financial advisor.

16.6 Limits on Delegation

The Board shall not delegate the following powers to any committee or to any person:

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

16.6.2 To fill a vacancy among the Directors or in the office of the public accountant or a person appointed to conduct a review engagement of the Corporation;

16.6.3 To appoint additional Directors;

16.6.4 To issue debt obligations

16.6.5 To approve any financial statements required by the Act;

16.6.6 To adopt, amend or repeal bylaws; and

16.6.7 To establish membership dues or contributions.

16.7 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 17 - BOARD MEETINGS

17.1 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.

17.2 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.

17.3 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.

17.4 Voting Requirement - At all meetings of the Board, each question or motion shall be decided by a majority of the votes cast by Directors present and entitled to vote.

17.4.1 Consensus - The Board shall strive to reach decisions by consensus wherever possible, ensuring that all Directors' views are considered before a vote is taken.

17.2 Tie Votes - If the votes on a question are equal, the motion shall be considered defeated.

17.4.3 Method of Voting - Voting may be by show of hands, voice, ballot, or any other method determined by the Chair, unless the Board resolves otherwise.

17.4.4 Declaration of the Result - The Chair shall announce the result of the vote. The declaration of the Chair shall be conclusive evidence of the result.

17.4.5 Right to Abstain - A Director may abstain from voting on any question. Abstentions are

not counted as votes cast.

ARTICLE 18 – 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 19 – 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 20 – BY-LAWS AND EFFECTIVE DATE

20.1 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.

20.2 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.