

Working Equitation Canada / Équitation de Travail Canada

CONSTITUTION AND BY-LAWS



FEBRUARY 17, 2018

WORKING EQUITATION CANADA / ÉQUITATION DE TRAVAIL CANADA

CONSTITUTION

Name

Name – The name of the Not-for-profit Corporation shall be WORKING EQUITATION CANADA and/or ÉQUITATION DE TRAVAIL CANADA.

Purpose

Purpose - To promote the sport of Working Equitation throughout Canada with a focus on classical horsemanship and the use of horses for ranch work and functionality. We wish to adopt the sport into Canada and respect the traditional values and rules that Working Equitation was founded on by the four pioneering countries: Italy, Portugal, Spain and France. The vision is to see Canadians inspired to achieve personal excellence and embrace lifelong participation in the sport of working equitation with some pursuing it to an International level.

Provision

WORKING EQUITATION CANADA and/or ÉQUITATION DE TRAVAIL CANADA shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the organization shall inure to the benefit of any member or individual. This provision is unalterable.

BY-LAWS

Article 1 - General

- 1.1 Registered Office – The Registered Office of WORKING EQUITATION CANADA shall be located at such places the Board may determine. WORKING EQUITATION CANADA may establish other offices at other locations as it deems expedient.
- 1.2 Interpretation – In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all expression or identification of genders, and “Person” includes an individual, body corporate partnership, trust and unincorporated organization. Words signifying an organization name, title or program will include any successor organizational name, title or program.
- 1.3 Language – This By-law has been drafted in English and the official French text is a translation. In the event of conflicting interpretations, the English version shall prevail.
- 1.4 Computation of Time - Unless otherwise required by the *Interpretation Act* (Canada), in computing the date when notice must be given when a specified number of days’ notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.
- 1.5 Definitions – The following terms have these meanings in the By-laws, unless the context otherwise requires:
 - “**Act**” means the Canada Not-for-profit Corporations Act, S.C. 2009, c-23 as amended;
 - “**Articles**” means the original or restated articles of continuance of WECan, as may be amended or restated from time to time;
 - “**Auditor**” means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution of the Annual General Meeting to audit the books, accounts and records of WECan for a report to the Members at the next Annual General Meeting;
 - “**Board**” means the Board of Directors of WECan;
 - “**Board Committees**” means committees established by and reporting to the Board for the purposes of assisting the Board in its duties;
 - “**By-laws**” means this By-law and any other bylaw of WECan, as amended and which are from time to time in force and effective;
 - “**Director**” means an individual elected or appointed to serve on the Board pursuant to the By-laws;
 - “**Meeting of Members**” means an Annual General Meeting or any other meeting of Members;
 - “**Members**” means the members of WECan;
 - “**Officer**” means an officer of WECan elected or appointed in accordance with the By-laws;
 - “**Operating Committees**” means committees established to assist WECan staff in their duties;
 - “**Ordinary Resolution**” means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;
 - “**Person**” includes an individual, body corporate, partnership, trust and unincorporated organization;
 - “**Policies**” means written directives ratified by the Board that define objectives, principles, procedures and methods to govern decisions and actions of WECan with respect to its programs and services;

“Proposal” means a proposal submitted by a Member of WECan that meets the requirements of the Act;

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution by the Members at a Meeting of Members for which notice has been properly given;

“WECan” means Working Equitation Canada.

Article 2 – Mandate

- 2.1 Working Equitation Canada is the national governing body for the sport of Working Equitation in Canada with a mandate to represent, promote and advance the sport in Canada. A full statement of WECan’s objectives is set out in this document.

Article 3 - Membership

- 3.1 Classes and Voting – WECan is an organization of members. Members in good standing are entitled to attend Board meetings and to participate in activities of the organization.
- A. Individual Adult Membership – Adult membership deemed statutory members as defined as eighteen (18) years of age or older as of January 1st of the current year. Individual Adult Members who are residents of Canada shall have the right to one vote and to hold an officer position in the organization.
- B. Individual Youth Membership – Shall be anyone seventeen (17) years of age and under as of January 1st of the current year. They shall have all the rights and privileges of membership except the right to vote and hold office.
- C. Family Membership – Shall be any family with two or more members living in the same household. A family membership shall be entitled to only one vote as appointed by the family and must be eighteen (18) years of age or older and a resident of Canada. This appointed individual may hold an officer position in the organization.
- 3.2 Dues – Will be established by the Board and reviewed as deemed fit by the Board. Initial membership fees are due with the membership application. Membership renewals for the following year will be due at the end of WECan’s fiscal year. Fees are paid to WECan with region and chapter affiliation identified. The portion of dues assigned to Region and Chapter will be established by the Board and reviewed as deemed fit by the Board.
Membership fees are non-refundable.
- 3.3 Membership Year – Shall coincide with the fiscal year of WECan.
- 3.4 Application for Membership – Application for membership shall be open to all people and shall be made in such forms as prescribed by the Board. The application form must be accompanied by the required fee for current dues for the class of membership.
- 3.5 Good Standing – A member in good standing is a member who has complied with the regulations set forth herein and who is not in arrears of membership or other fees and dues nor has been suspended.

- 3.6 Suspension or Expulsion – A member may be suspended or expelled with or without cause from the organization pursuant to a two-thirds (2/3) majority vote of the Board. This member shall have at least fifteen (15) days written notice by first class or certified mail of the termination and the reason for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the termination.

Suspended or expelled members will lose all their rights and privileges as WECan members for the remainder of the membership year. The decision of the Board is final and shall not be reviewable by any court.

- 3.7 Transfer of Membership – Membership is not transferable.

- 3.8 Regional and Chapter Affiliation – Members may choose to affiliate or not to affiliate with a WECan region and/or chapter. Members may transfer regional and/or chapter affiliation at any time.

- 3.9 Regions and Chapters

- A. Membership Regions – WECan shall be structured into distinct geographical groupings to be referenced as Regions. The purpose of Regions is to provide geographically based representation in the governance of the organization. Based on Provincial requirements, each Region may need to register in that province as a not-for-profit society.

Regions are defined as:

British Columbia
Alberta
Saskatchewan
Manitoba
Ontario
Quebec
Atlantic Canada
Northern Territories

B. Chapters - will fall under the direction of the Region in which they are geographically located. Chapters will be affiliated with WECan in order to give WECan members the opportunity to organize locally for the promotion of educational and social activities and competitions in their local areas designed for their particular needs while participating in Working Equitation on a Regional level. Chapters may overlap in geographic area provided a need for such chapters is demonstrated.

- i. To become a recognized Chapter, an application stating the needs for the local area and the plans for development in Working Equitation in that area must be submitted to the Regional Committee for that Region, if one exists, for review and potential approval. The application must be endorsed by at least ten (10) persons wishing to form this chapter. Once a new chapter is approved, all members must then become members in good standing of WECan.
- ii. Requests to form out-of-country chapters will be considered by the WECan Board on a case-by-case basis.
- iii. A Chapter may decide to disaffiliate on its own volition or may have their affiliation terminated for cause by action of the WECan Board upon the recommendation of the Regional Committee(s) under which the Chapter is organized. In the event the Chapter decides to disaffiliate, the chapter must notify the Regional Committee in writing within 30 days of the decision to disaffiliate. In the event the WECan Board decides to consider termination of a chapter's affiliation for cause, written notice shall be given to the chapter members via email or regular mail thirty (30) days in advance of the proposed action.

3.10 Resignation – A member wishing to withdraw from membership may do so in notice of writing to the Board through the Secretary. Resignation from the organization shall not impact any disciplinary investigation or action to which the resigning member may be subject.

Article 4 – Board of Directors

4.1 Duties of the Board – Except as otherwise provided in the Act or the By-laws, the Board has the powers and authority to manage the business and affairs of WECan and may delegate any of its powers, duties and functions.

- A. The Board will make, review and change as needed the Policies, procedures and rules for managing the affairs of WECan;
- B. It will oversee its programs, financial affairs and ensure the proper management and use of its assets and property;
- C. The Board must employ all necessary corporate formalities to make decisions;
- D. It shall prepare and submit all required provincial and federal reports and shall operate in compliance with provincial and federal laws;
- E. It may establish committees to represent issues and interests related to various sectors of Working Equitation and may delegate any of its powers, duties and functions to any committee provided these delegated powers are not in conflict with limitations under the Act;

- F. The Board may establish nominations in accordance with the By-laws to recommend nominees for the positions of Directors for election by the Members;
- G. The Board must meet at least four times per year, and strive to do so at least once each quarter of the year.

4.2 Qualifications of Directors – Subject to the Act and By-laws, any Person who has demonstrated a commitment to the mission and purposes of WECan, is a Canadian member over the age of seventeen (17), and whose membership is in good standing at the time of nomination may be eligible for a Board position. Membership throughout the term of office must be kept in good standing and Directors representing a specific region should reside within that region, unless appointed by the Board.

4.3 Number of Directors – The Board of directors must consist of no fewer than six (6) and no more than sixteen (16) members, consisting of not more than two (2) members representing each of the following geographic regions: British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Atlantic Canada, and Northern Territories. Each Region will have a Director ‘A’ and a Director ‘B’ position.

In the event that the number of seated directors falls below the minimum prescribed in this section of the By-laws, the Board shall appoint persons to fill vacant positions until the minimum number prescribed is met. These appointments must be filled within thirty (30) days from the time the number of seated directors falls below the required minimum.

4.4 Term and Election of Directors

A. Nominations – Initial Directors shall be appointed by the organization. Initial Directors will serve for a term of three (3) years for Regional Director position ‘A’ and two (2) years for Regional Director position ‘B’. Exception being when the directors’ terms expire in the same year, then Article 4.4 D will apply.

Nomination of an individual for election as a Director shall be submitted to the Nominating Committee by registered members with WECan’s nomination policies, procedures and timelines and shall include written confirmation by the candidate expressing a willingness to stand for office and a detailed profile of the candidate.

The Nomination Committee will be comprised of Members not seeking election at the Annual General Meeting as follows:

- I. One (1) Director who shall be non-voting and serve as chair
- II. and a maximum of two (2) individuals nominated by members.

The Board may appoint persons to serve on the Nominating Committee in the event of a vacancy that is not filled by nominations.

Nominations for new Board members may be made by Canadian Adult members.

B. Election Process – Directors representing regions shall be elected by a plurality of votes cast by the Canadian Adult Members residing in their respective regions. Each Canadian Adult Member may cast only one vote for each Regional Director position being voted on in their region. The vote can be conducted through online or paper ballots.

C. Election Policy and Procedures –The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for announcements of elections and the solicitations of nominations, the role of a Nominating Committee and the schedule and procedures that must be used to hold elections.

D. Terms of Service – Except as otherwise specified in Article 4.4A, terms for Directors shall be two (2) years with the following pattern prevailing:

Year	Regional Director Position to be filled
2019	Director B
2020	Director A
2021	Director B
2022	Director A
Etc.	

There shall be no limit on the number of terms a Director may serve.

E. Unfilled Regional Director Seats - If any region is not represented by at least one Director because of non-election, removal or resignation it shall not constrain the Board from conducting business. The Board may appoint a qualified individual to fill the vacancy until the next election of Directors when the Members shall fill the vacancy.

4.5 Removal of Directors – A Director may be removed with or without cause, at a meeting called for that purpose, by a vote of the majority of the members entitled to vote at an election of Directors. A Director may be removed with or without cause, at a meeting called for that purpose, by a three-fourths (3/4) majority of the Board. Proper notice is required for an Extraordinary General Meeting, stating that the removal of a director is to be considered.

4.6 Resignation of Directors – A director may resign from the Board at any time by presenting his or her notice of resignation in writing to the Board, President or the Secretary. Resignation from the Board shall not impact any disciplinary investigation or action to which the resigning Director may be subject.

4.7 Quorum – A quorum shall be a majority of Directors then in office. No Director may appoint a proxy to represent him or her for any reason.

4.8 Meetings of the Board – Either the President acting alone or three or more Directors together may call a meeting of the Board at any time. Meetings of the Board will be held at the time and place, and in the format as the Person(s) calling the meeting determine.

4.9 Notice of Meetings

A. Notice of the Board meeting must be sent ten (10) days prior to the meeting by mail or electronic mail to all Directors. The notice of the meeting must specify the place, location, day and hour of the meeting and state the nature of any special business to be discussed. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members does not invalidate procedures of that meeting.

B. Notice of Special Meeting - A special meeting of the Board may be called by the President, or by a majority of the Directors who have consented in writing, on no less than twenty-four (24) hours' notice in exceptional circumstances where an immediate decision of the Board is required about a material matter. The notice for a special meeting must be provided both in writing electronically and by telephone and must specify clearly the purpose for which the meeting is called. The only business which may be transacted at a special meeting is that referred to in the notice.

- 4.10 Chair – If the President is absent from the meeting, a Vice President shall chair the meeting and if neither the President nor a Vice President is present, the Board shall appoint from among its members a Director to chair the meeting.
- 4.11 Decision-Making and Voting – The directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board will have one (1) vote. Questions shall be decided by majority of votes cast, a tie vote fails, the Chair shall exercise a vote, voting shall be by show of hands or such other manner designated by the Chair unless there is a request for a secret ballot and except where there exists a conflict of interest, no Director shall abstain from voting.
- 4.12 Closed Meetings of the Board – are for Directors only. Others may attend meetings at the invitation of the President.
- 4.13 Authority of Directors – The President shall be an official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. No other member of the Board may officially represent the positions of the organization or make agreements on behalf of the organization without specific approval by the Board to do so.

Article 5 – Officers

- 5.1 Officers – The Officers of WECan shall be as listed below and any other officers the Board may determine by resolution from time to time. The President shall be a Director but no other officers need be a Director. The Treasurer is the only person who can hold two offices. The Board, subject to the Act, may delegate to such Officers the power to manage the affairs of WECan. The President shall be elected by the Board from among the Directors at the first Board Meeting following the Annual Meeting.
- 5.2 Duties of Officers – Unless changed by the Board, the duties of Officers are as follows:
- A. President – The President shall be a Director and will have general powers and duties of supervision of the business and affairs of WECan and such other powers and duties as the Board determines. The President shall preside at meetings of the Board and Meetings of the Members. During the absence or disability of the President, his or her duties shall be performed and his or her powers exercised by the Vice President present, if any, or otherwise by a Director determined by the Board by resolution. The President will be elected or appointed by the Board.
 - B. Vice President – The Vice President shall be a Director and shall be appointed or elected by the Board. In addition to performing the duties of President and exercising such powers during the absence of the President, a Vice President shall have such other powers and duties as the Board may specify.
 - C. Secretary – The Secretary, appointed by the Board, shall issue or cause to be issued, notices of meetings of the Board and Meetings of the Members in accordance with the By-laws; shall record or cause to be recorded proper minutes of meetings of the Board and Meetings of the Members; shall ensure that all other written records are properly maintained as required by the Act; shall confirm voting delegates at all Meetings of members; and shall perform such other duties as may from time to time be established by the Board.

- D. Treasurer – The Treasurer, appointed by the Board, is responsible for ensuring all financial matters regarding WECan are in order and meet the requirements of the Act and provincial and federal law. The Treasurer shall maintain the list of current members. The financial records of the organization shall be available for review by members at any time with a forty-eight (48) hour notice.
- E. Power and Duties of Other Officers – The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify.
- 5.3 Term of Office – The President, Vice President, Secretary and Treasurer will each serve a one year term. Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.
- 5.4 Removal – Any Officer may be removed by the Board by a vote of two-thirds (2/3) of the seated Directors at the time the vote is called, when in its judgement the interests of the organization would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the director so removed. The person being considered for removal has no vote in the process of removal.
- 5.5 Vacancies – If any office of the organization becomes vacant by death, resignation, retirement, removal, disqualification or any other cause, the remaining Directors still in office, although less than a quorum, after notification to members, may elect an Officer to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.
- 5.6 Staff – The Board may employ or appoint staff whether paid or unpaid, to perform and conduct the programs and activities of the organization.

Article 6 – Meetings

- 6.1 Annual General Meeting – The first annual general meeting of WECan must be held no more than fifteen (15) months after the date of incorporation and after that, an annual general meeting must be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last annual general meeting.

Notice of the annual general meeting must be sent thirty (30) days prior to the meeting by mail or electronic mail to all members of WECan in good standing. The notice of the meeting must specify the place, location, day and hour of the meeting. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members does not invalidate procedures of that meeting.

- 6.2 Extraordinary General Meetings – The directors may, when they deem fit, convene an extraordinary general meeting.

Notice of the extraordinary general meeting must be sent ten (10) days prior to the meeting by mail or electronic mail to all members of WECan in good standing. The notice of the meeting must specify the place, location, day and hour of the meeting and state the nature of any special business to be discussed. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members does not invalidate procedures of that meeting.

- 6.3 Proxy Voting – Voting members may vote at a general meeting by written proxy. Proxies shall be in a form approved by the Board and executed by such person or by his or her attorney-in-fact and filed with the Secretary. All proxies shall state the date, time and location of the General Meeting and the nature of the matter(s) subject to the proxy vote. Proxy forms shall accompany notice of the meeting. The member may mail or email the proxy to the office of the Organization, or may send the proxy with another member, who shall submit it to the Secretary at the beginning of the meeting. The member filing the proxy may limit the proxy in nature to specific votes and specific to the votes cast or may give the proxy holder full discretion to vote on any matter presented at the General meeting.
- 6.4 Voting by Ballot - Unless prohibited or limited by the Articles or Bylaws, any actions which may be taken at any annual or extraordinary meeting of the voting members may be taken without a meeting if the organization delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail.

Article 7 – Committees

- 7.1 Establishment – The Board may constitute such committees as it considers necessary for assisting the Board in carrying out its responsibilities. The Board shall establish the Terms of Reference and operating procedures for all Board committees and, in consultation with such committee, establish the Terms of Reference for all Operating Committees. The Board may delegate any of its powers, duties or functions to any committee except where prohibited by the Act or the By-laws.
- 7.2 Vacancy – When a vacancy occurs on a committee that is not a committee of the Board, the respective committee may appoint a qualified individual to fill the vacancy for the remainder of the member’s term. When a vacancy occurs on any Board committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of such term.
- 7.3 Removal of Committee Members – The Chair or member of any Board committee may be removed for misconduct or for good and sufficient cause by resolution of two-thirds (2/3) of the votes eligible to be cast by the Board, provided the individual has been given notice of and the opportunity to be present and to be heard at the meeting where such a resolution is put to a vote.
- 7.4 Removal of Formed Committee – the Board has the power to remove any formed committee and its Terms of Reference if the powers, duties or functions are deemed to no longer be of use by the Board.
- 7.5 Regional Committees –The Board may establish Regional Committees comprised of three (3) or more WECan Members from a given Region, chaired by one of that Region’s elected Regional Directors. Regional committees provide a point of contact for Chapter Committees, Members, and Potential Members in their area. The committees are responsible for providing the Board with monthly updates of Working Equitation events in their region.

Each Regional Committee has the authority to appoint Chapter Committees, comprised of WECan members from their Region. Chapter Committees must be created when there is sufficient activity within a Region and a sufficient number of WECan members in that Region to warrant creation of a Chapter Committee to assist the Regional Committee with the work of WECan specific to that Region.

- 7.6 Other Committees – The Board may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, marketing committee, and any number of working committees and advisory committees. These are all non-Board committees which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any WECan member in good standing may be a member of such a committee, whether or not that person is a member of the Board.
- 7.7 Financial Oversight Committee – As soon as reasonably possible the Board shall establish a Financial Oversight Committee whose duties include but are not limited to, examination of the Board practices to safeguard the assets of WECan; review of the financial reporting, oversee the organization’s annual audit or annual financial review, which is described in these by-laws, and review the internal control systems. The overall role of this committee is to analyze risks that may materially impact WECan’s financial performance, its information systems and its compliance with the By-laws. The Financial Oversight Committee shall be composed of at least two (2) persons, including at least one (1) person with some financial experience or experience with bookkeeping, who are not the organization’s cheque signers or bookkeepers. The Financial Oversight Committee shall review, on a quarterly basis, the organization’s financial transactions and bank statements. The committee shall report any questions or concerns about the organization’s finances to the Board. The Financial Oversight Committee shall be re-established at each Annual General Meeting for the following fiscal year.
- 7.8 Committee Chairs – One member of each committee will be selected or appointed committee chair by the Board, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.
- 7.9 Limitation of Power – No committee may
- A. elect, appoint, or remove any officer or any member of the Board;
 - B. authorize the sale, lease, exchange or mortgage of any of the property and assets of the organization;
 - C. authorize the dissolution of the corporation or revoke proceedings therefore;
 - D. amend, alter or repeal the Articles, the By-laws, or any resolution of the Board; or
 - E. authorize the payment of a dividend or any part of the income or profit of the organization to its directors or officers.

Article 8 – Finance and Management

- 8.1 Fiscal Year – Unless otherwise determine by the Board, the Fiscal year-end of WECan shall be December 31st.
- 8.2 Bank – The banking business of WECan shall be conducted at such Canadian chartered financial institution as the Board may designate.

- 8.3 Financial Review – Prior to each Annual General Meeting, the Financial Oversight Committee shall review the annual financial records of WECan and report their findings to the members at the meeting.
- 8.4 Annual Financial Statements – WECan may, instead of sending copies of the annual financial statements and further information respecting the financial position of WECan as required by the Act publish a notice to its Members stating that these documents are available at the registered office of WECan and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
- As per the Act, WECan will report an annual return to the Government of Canada no later than two (2) months after the fiscal year end of the organization. WECan is required to file audited financial statements unless a resolution not to appoint an auditor has been passed by two-thirds (2/3) of the members voting on the resolution. WECan may also pass a motion to not have a Review Engagement if a motion is created and it must be passed by two-thirds (2/3) of the members voting on the resolution.
- 8.5 Signing Authority – The Officers of WECan, or other persons appointed by the Board, shall have signing authority for all financial transactions conducted in the name of WECan. Expenditures must be approved by the Board, prior to payment.
- 8.6 Execution of Documents – Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by WECan may be signed by two (2) Officers or Directors or one Officer and one Director in accordance with WECan Policies, procedures and rules. 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.
- 8.7 Property – WECan may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.8 Books and Records – The Board shall ensure that all books and records of WECan required to be kept by the Act, the By-laws or any other statute or law, are regularly and properly kept.
- 8.9 Trust Fund – WECan may enter into an agreement with a financial institution or other organization to create a trust fund, the income from which shall be used solely to promote the aims and objectives of WECan. The trust fund shall be managed in accordance with applicable legislation and the Policies, procedures and rules established by the Board.

Article 9 – Protection of Directors, Officers and Others

- 9.1 Limitation of Liability – Every Director and Officer of WECan in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of WECan and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the Act and other applicable law, no Director or Officer is liable for:
- A. the acts, receipts, neglects or defaults of any other Director, Officer or employee;
 - B. joining in any receipt or other act for conformity;

- C. any loss, damage or expense happening to WECan through the insufficiency or deficiency of title to any property acquired for or on behalf of WECan;
- D. the insufficiency or deficiency of any security in or upon which any of the monies of WECan shall be placed or invested;
- F. any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to WECan; or
- G. any other loss occasioned by an error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the discharge of the duties of his or her office with WECan or any matter claimed against him solely because of his or her status as a Director or Officer.

9.2 Indemnity – WECan will indemnify to the maximum extent permitted by the Act:

- A. any Director or Officer of WECan;
- B. any former director or officer of WECan;
- C. any individual who acts or acted at WECan’s request as a Director or Officer, or in a similar capacity, of another entity;
- D. any volunteer acting under the direction of WECan or a duly constituted committee of WECan; and
- E. their respective heirs and legal representatives;
- F. collectively, a WECan Representative, from and against all costs, charges and expenses, including any legal fees incurred for purposes of defending an action and any and all amounts paid to settle an action or satisfy a judgement, reasonably incurred by such individual in respect of any civil, criminal or administrative actions or proceeding to which he is made a party by reason of being or having been an WECan Representative acting under the direction of WECan, except such costs, charges and expenses as are:
 - i. occasioned by any fraudulent, dishonest or criminal act committed deliberately by such WECan Representative as determined by final non-appealable adjudication in respect of any action or proceedings; or
 - ii. arising out of or attributable to an WECan Representative gaining any profit, remuneration or advantage to which such WECan Representative was not legally entitled as determined by final non-appealable adjudication in respect of any action or proceeding.

9.3 No Limitation – Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-laws.

9.4 Insurance – WECan shall purchase and maintain insurance for the benefit of its WECan Representatives, in such amounts as the Board may determine and as are permitted by the act.

Article 10 – Dissolution


- 10.1 Payment of Liabilities and Disposal of Assets – The dissolution of the Corporation shall occur only by a two-thirds (2/3) vote of the entire Board. In the event of dissolution and after paying and adequately providing for the just debts of the Corporation, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic institution or Corporation to be selected by a two-thirds (2/3) vote of the then-existing Board.
- 10.2 Prohibitions – No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors, Officers, members or other private person except that WECan shall be authorized or empowered to pay a reasonable compensation for services rendered. As per the Act, WECan shall not carry on any other activities not permitted by a Corporation exempt from federal income tax.

Article 11 – Adoption of By-laws

- 11.1 Repeal of Prior By-laws –All previous bylaws of WECan are repealed as of the coming into force of this By-law; provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws.
- 11.2 Enactment – By-laws may be made, amended, or repealed by a two-thirds (2/3) majority of members in good standing who are present (or by proxy) at an Annual General Meeting of the organization. Notice of the content of the by-law changes must accompany notice of the Annual General Meeting.
- 11.3 Enactment Exception – Section 11.2 does not apply to a By-law that requires a Special Resolution in accordance with the Act.
- 11.4 Effective Date – Passed by a resolution of the Board of WECan on February 17, 2018, with immediate effect subject to ratification by resolution of the Members in accordance with Section 10.2 of the *Canada Not-for-profit Corporations Act*.

President

Secretary



Kimberly Jungman



Lynne Jupp