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Canadian Hydrogen Association | Association Canadienne de L'hydrogène

The "CANADIAN HYDROGEN ASSOCIATION" (CHA)

BY-LAWS

2025

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CANADIAN HYDROGEN ASSOCIATION
(the “Corporation”)

ARTICLE I - 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 letters patent, supplementary letters patent, 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 of not less than 50% plus 1 of the votes case on that resolution;

"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 (⅔) of the votes cast on that resolution.

ARTICLE II - INTERPRETATION AND BY-LAWS

Section 2.01 **Interpretation.**

In this By-law, words importing the singular number shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. References to persons shall include firms and corporations.

Section 2.02 **Language.**

This By-law has been drafted in English; the official French text is a translation. In the case of conflicting interpretation, the English text shall prevail.

ARTICLE III - FINANCIAL YEAR

Section 3.01 **Designation.**

Unless otherwise ordered by the board of directors, the fiscal year end of the Corporation shall be December 31.

ARTICLE IV - HEAD OFFICE

Section 4.01 **Location.**

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto, Ontario.

ARTICLE V - CONTRACTS

Section 5.01 **Execution of Instruments.**

Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, releases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation shall be executed by the President. In addition, the board of directors may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

ARTICLE VI - CORPORATE SEAL

Section 6.01 **Seal.**

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

ARTICLE VII – MEMBERSHIP

Section 7.01 **Designation.**

The membership of the Corporation shall be limited to persons, including, without limiting the generality of the foregoing, natural persons and corporations, interested in furthering the objects of the Corporation.

Effective January 1, 2026, the Corporation shall recognize the following classes of membership:

1. **Premier Membership**
2. **Executive Membership**
3. **Strategic Membership**
4. **Core Membership**
5. **Community Membership**

All members must apply for admission, and applications must be approved by the Board of Directors. Each class of membership shall pay an annual fee in the amounts set by the Board.

The Board may, by majority vote, elect **Honorary Members** for a fixed period. Honorary Members are exempt from annual dues and enjoy all privileges of a Community Membership.

From **January 1, 2026 to December 31, 2026**, the Corporation's prior membership categories (Sponsoring, Executive, Industry, Small Business, Academic, Consultant, Honourary, Start-up, End User, and Associate) shall remain valid, and members in those categories shall retain their associated rights and privileges.

Effective **January 1, 2027**, all members shall be placed into one of the five new membership classes, and the prior categories shall be fully phased out.

Notwithstanding the above, any member whose annual dues were less than $3000 in the 2025 and 2026 membership years shall retain that dues level on a continuing basis, subject to an automatic annual increase of five percent (5%) beginning in 2027, and will be granted Community Member benefits.

Section 7.02 **Voting.**

Each member in good standing shall be entitled to attend all members' meetings ("members' meetings" shall refer throughout to both annual meetings of the members and special meetings of the members of the Corporation) and on any vote at such members' meetings shall be entitled to one vote for each such member.

Each member shall also be entitled to vote by proxy though a proxy holder must be a member of the Corporation. Each proxy shall be executed in the form provided for in the notice of members' meeting.

Section 7.03 **Term.**

Each member shall remain a member, provided that they are registered with the Corporation, until they withdraw as member or their membership with the Corporation is terminated.

Section 7.04 **Membership Applications and Review.**

Applications for membership in the Corporation shall be submitted to the President, who shall circulate the application to the Board of Directors for review prior to confirmation.

- **Board Review Period:** Members of the Board shall be afforded a period of **ten (10) business days** to confidentially raise any concerns regarding a membership application.
    - **If** no concerns are raised during the two-week review period, the application shall be deemed approved and processed by the President.
    - If concerns are raised, the President shall convene a **special meeting of the Executive Committee** to review and discuss the application. The Executive Committee shall determine the outcome of the application by formal vote.

Section 7.05 **Fees.**

The membership fees for each class of member shall be determined from time to time by the board.

Section 7.06 **Termination of Membership.**

Membership in the Corporation shall be terminated if:

a) a member resigns by delivering written notice of such resignation to the President of the Corporation, which resignation shall take effect on delivery;

b) a member fails to pay such membership fees or dues as may be determined from time to time by the President and CEO and Board Chair, or otherwise fails to comply with all other registration policies of the Corporation. In the case of unpaid dues:

    i. if dues remain unpaid for five (5) months following the invoice date, the member's privileges, including voting rights and participation in Board or committee activities, shall be suspended until payment is received; and

    ii. if dues remain unpaid for six (6) months following the invoice date, the member shall be deemed to have terminated their membership automatically without further notice;

c) at a members' meeting, a resolution is passed by not less than two thirds of the votes cast on the question of the termination of the member; or

d) at a meeting of the board of directors, a resolution of the board is passed by a majority of votes cast on the question of termination of a member; or

e) a member ceases to be a legal entity in good standing.

Notwithstanding the above, discretion is afforded to the President and the Board Chair to delay or otherwise manage the suspension or termination of membership where circumstances warrant.

ARTICLE VIII - MEMBERS' MEETINGS

Section 8.01 **Annual Meetings.**

The annual meeting of members shall be held annually no later than six months of the financial year-end (December 30th), at such place in Canada and on such day as shall be determined by the board of directors. At the annual meeting, the most recent financial statements shall be reviewed, auditors shall be appointed, directors shall be elected in accordance with the provisions hereof, the directors' report shall be received and any other business transacted. All of the transactions as may properly be brought before the annual meeting in accordance with these by-laws, the Act and articles of the Corporation shall be done so. The members may resolve that a particular meeting of members be held outside Canada.

Section 8.02 **Special Meetings.**

Unless otherwise provided in this By-law, special members' meetings may be called by the President of the Corporation upon written request to the Chair of the Corporation, by a majority vote of the board of directors upon written request to the Chair of the Corporation, or by written request to the Chair of the Corporation of not less than two thirds of all members eligible to vote. Upon receipt of such request, the Chair of the Corporation shall forthwith call the special members' meeting in accordance with the provisions hereof.

Section 8.03 **Notice of Members Meetings.**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

(a) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 14-60 days before the day on which the meeting is to be held; and,

(b) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to the Corporation’s website.

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 8.04 **Meetings Without Notice.**

Members' meetings may be held at any time and place without notice if all members eligible to vote waive in writing the right to notice of such members' meetings.

Section 8.05 **Invalidation of Proceedings.**

No error or omission in giving notice of any members' meeting or adjourned members' meeting shall invalidate such meeting or make void any proceeding taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member for any members' meeting or otherwise, the address of the member shall be his last address recorded on the membership rolls at the head office of the Corporation.

Section 8.06 **Quorum.**

At all members' meetings, a quorum shall consist of the lesser of 10% of the voting members or 20 voting members, represented electronically, in person, or by proxy.

Section 8.07 **Voting.**

At every members' meeting, every question, unless otherwise required by the Act, the articles, or these by-laws, shall be determined by a majority of votes cast on the question. In the case of a tie, the Chair presiding over the meeting shall have the deciding vote.

Voting shall be conducted:

- by a show of hands when the meeting is held entirely in person;
- by secure electronic means when the meeting is held entirely electronically; or
- by a combination of show of hands (for in-person participants) and secure electronic means (for remote participants) when the meeting is held in hybrid form.

Any member eligible to vote may demand a poll, and a demand for a poll may be withdrawn at any time prior to the taking thereof.

Section 8.08 **Absentee Voting at Members' Meetings**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary

i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or

ii. with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

d. if a form of proxy is created by a person other than the member, the form of proxy shall

i. indicate, in bold-face type,

A. the meeting at which it is to be used,

B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and

C. instructions on the manner in which the member may appoint the proxyholder,

ii. contain a designated blank space for the date of the signature,

iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,

iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,

v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and

vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face

type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members

Section 8.09 **Participation in Meetings.**

The participation in meetings of members, upon consent of all participant members, may be conducted by conference telephone or any other electronic means or communications facilities to which all members have equal access that would permit all participant members to communicate adequately with each other and a member participating in such a meeting by such means is deemed to be present at the meeting. Minutes of each meeting of members shall be taken by a staff member of the Corporation, who shall establish the presence of a quorum and record votes.

The members of the Corporation shall ensure that appropriate security mechanisms are adopted with respect to meetings held by electronic means or other communications facilities. If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE IX - BOARD OF DIRECTORS

Section 9.01 **Composition of the Board.**

The property and business of the Corporation shall be managed by a Board of Directors composed of both **elected directors** and **appointed directors**. All directors must be at least eighteen (18) years of age.

(a) Elected Directors

The members of the Corporation shall elect **twenty (20) directors** at large, in accordance with Section 9.07. There shall be no fewer than 12 Elected Directors.

(b) Appointed Directors

In addition to the elected directors:

- Each **Premier Member organization** shall be entitled to appoint one (1) director to the corporation's Board of Directors, with the number of such directors varying in proportion to the number of Premier Members in good standing; and,

- The duly elected **Chair of each recognized regional affiliate** shall, following a resolution of the Board, serve as a director of the Corporation for the duration of their term as affiliate chair.

The term of a director appointed by a Premier Member organization or by virtue of serving as Chair of a recognized regional affiliate is unrestricted, provided the appointing organization remains a Premier Member or the individual continues to hold office as affiliate Chair. If the organization ceases to be a Premier Member, or if the individual ceases to serve as affiliate Chair, the appointed director shall vacate their seat at the next meeting of the Board.

In the case where a representative of a Premier Member organization leaves that organization during their term on the Board, the Premier Member may designate a new representative to serve as its appointed director. Such appointments and replacements shall take effect upon the passage of a formal resolution of the Board of Directors.

(c) Board Size

The total number of directors shall therefore consist of the twenty (20) elected directors under subsection 9.01(a) plus the variable number of appointed directors under subsection 9.01(b)

(d) President Attendance

The President and CEO of the Corporation shall be entitled to attend and participate in all meetings of the Board of Directors but shall not be entitled to vote.

(e) Honorary Board Members and Advisors

Honorary Board Members

The Board of Directors may, by resolution, appoint **Honorary Board Members** in recognition of distinguished service or contribution to the Corporation or the hydrogen sector. Honorary Board Members are directors of the Corporation, are entitled to vote at meetings of the Board, and are entitled to attend in camera sessions.

Board Advisors

The Board of Directors may also, by resolution, appoint **Advisors** to attend meetings of the Board in an advisory capacity. Advisors are not directors of the Corporation and do not hold voting rights. Advisors are not eligible to attend **in camera sessions,** except where the Chair determines that their attendance would support discussions.

Advisors may participate in discussions, receive Board materials, and provide advice or input on matters under consideration. Appointments of Advisors shall be made by formal Board resolution during regular meeting cycles, for such term or period as the Board may determine.

Section 9.02 **Term.**

Directors: Elected or appointed directors serve a **two-year term**, with eligibility for re-election or reappointment.

Premier Members and Affiliate Board Chairs:

- Premier Members as well as the duly elected Chair of each recognized regional affiliate shall automatically serve as a director of the Corporation for the duration of their Premier membership or term as affiliate Chair.

- This entitlement overrides the standard two-year director term limit; Premier Member appointees and affiliate Chairs shall continue to serve on the corporate Board for as long as they retain Premier Member status or hold the office of affiliate Chair.

Board Chair:

- The Chair serves a **one-year term** within their overall two-year director term.

- A Chair may be **re-elected once** for a second consecutive one-year term.

Section 9.03 **Powers.**

The directors shall be empowered to receive and act upon all matters of termination of members, uphold by-laws of the Corporation and set policies to enable the Corporation to comply with its objects as described in its articles, to recommend amendments to this by-law and other by-laws of the Corporation, to form such permanent or temporary committee as it sees fit, to administer and control monies, funds, investments and securities of the Corporation, to administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract into which the Corporation may lawfully enter, to exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do and to perform any other duties as from time to time may be in the best interests of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the board of directors may prescribe. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endorsements and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

Section 9.04 **Vacation of Office.**

The office of director shall be vacated upon the occurrence of any of the following events:

a. the director resigns by delivering written notice of such resignation to the Chair of the Corporation, which resignation shall take effect upon delivery;

b. he/she is found by a court to be of unsound mind or if protective supervision is awarded by the court.

c. he/she becomes bankrupt or suspends payment or compounds with his/her creditors;

d. at a duly called meeting of the board of directors, a resolution is passed by majority of votes cast, removing the said director;

e. such director is removed from office by at least two-thirds of votes cast by members at a members' meeting

f. such director is removed from office by the member that appointed him/her;

g. the director fails to maintain membership in good standing, including payment of required membership fees, such that:

    i. if membership fees are five (5) months after invoicing, the director's privileges as a director are suspended until the dues are paid (note: the President shall inform the Board Chair of this outcome prior to it taking effect); and,

    ii. if membership fees are six (6) months after invoicing, the director's membership is deemed terminated, and the director's office shall be vacated (note: the President coordinate with the Board Chair prior to terminating membership, and the full Board shall be advised at the next meeting);

h. on death;

Notwithstanding the above, discretion is afforded to the President and the Board Chair to delay or otherwise manage vacation of office where circumstances warrant.

Provided that if any vacancy shall occur for any reason, the board of directors by majority vote may fill the vacancy.

Section 9.05 **Attendance of Directors.**

Directors are expected to attend all regular and special meetings of the Board of Directors, whether held in person, electronically, or in hybrid form.

- Any director who is absent from **two (2) consecutive meetings** of the Board, or from **more than fifty percent (50%) of meetings** in any twelve-month period, without valid cause as determined by the Board, may be subject to review by the Board.

- Following such review, the Board may, by resolution passed by a majority of votes cast, declare the office of that director vacant.
- For clarity, participation by electronic means in accordance with these by-laws shall constitute attendance.

Section 9.06 **Confidentiality and Non-Disclosure.**

All directors of the Corporation shall, as a condition of their service on the Board, execute a confidentiality and non-disclosure agreement (NDA) provided by the CHA President and Board Chair.

Honorary Board Members and Advisors are also required to sign an NDA as a condition of their appointment.

Section 9.07 **Appointment and Election of Directors.**

(a) Transition year – 2026
At the Annual General Meeting in 2026, all members of the Corporation, whether enrolled under the prior membership categories (Sponsoring, Executive, Industry, Small Business, Academic, Consultant, Start-up, End User, and Associate) or under the new membership classes (Premier, Executive, Strategic, Core, and Community), shall be entitled to stand for election to, or continue to serve on, the Board of Directors. During this transition year, no distinction shall be made between prior and new categories for the purposes of Board eligibility.

Notwithstanding the foregoing, Premier Members shall also receive dedicated Board seats during the 2026 transition year, with the number of such seats varying in proportion to the number of Premier Members in good standing, as determined by the Board.

(b) New structure – commencing 2027

Beginning with the 2027 Annual General Meeting, the appointment and election of directors shall be governed exclusively by the five new membership classes. All members are entitled to the rights of Community Members, with additional privileges set out below:

- **Community Members** – eligible to hold seats on national and regional Boards of Directors and to chair Board-level committees.

- **Core Members** – in addition to the above, eligible to seek election to regional affiliate Boards of Directors and to serve as Chairs or representatives on those Boards.

- **Executive and Strategic Members** – in addition to the above, eligible to seek election to the CHA and affiliate Boards of Directors, including service as Directors or Board Chairs.

- **Premier Members** – in addition to the above, eligible to hold dedicated regional and national board positions and to chair national and affiliate Boards of Directors.

(c) Premier Member Representation at the CHA National Board and Affiliate Boards

Premier Members shall be entitled to dedicated representation on the CHA and affiliate Boards of Directors.

The number of dedicated Board seats allocated to Premier Members shall be variable and proportionate to the number of Premier Members within the Corporation, as determined by the Board from time to time.

As a formality, the appointment of directors representing a Premier Member organization shall be confirmed by special resolution of the Board of Directors. The President and Chief Executive Officer shall work in coordination with the Board Chair to prepare and bring forward such resolutions to the Board for approval.

(d) Board of Directors Elections and Appointments

Directors shall be elected by the members of the Corporation at the Annual General Meeting (AGM). Elections shall be conducted in a free, fair, and transparent manner, in accordance with these by-laws and applicable law. The President of the Corporation, under the direction of the Corporation's Executive Committee, shall be responsible for administering the election process.

A call for candidates to serve as directors shall be issued to all members in advance of the AGM, with sufficient notice to allow nominations. Each candidate must submit a statement of interest, confirming eligibility and willingness to serve. Candidate backgrounds shall be included in the AGM briefing materials distributed to members in advance of the meeting.

The vote to elect directors shall conclude at the AGM. Advanced voting may be arranged under procedures established by the President, under the direction of the Corporation's Executive Committee, provided such procedures ensure the integrity and confidentiality of the vote.

Election results shall be tabulated and announced at the AGM. The candidates receiving the highest number of votes shall fill the available director positions.

If the number of candidates is equal to or fewer than the number of positions available, an election shall still be conducted. Each candidate's name shall appear on the ballot, and the candidate will be elected if a majority of votes cast are in favour.

No director, officer, staff member, or committee of the Corporation shall obstruct or interfere with the fair and open conduct of elections. Candidates shall not knowingly misrepresent the character or position of another candidate and shall be responsible for the conduct of their supporters.

A candidate may withdraw from an election at any time by providing written notice to the President. Such notice shall be irrevocable. A candidate who is disqualified under the Act or these by-laws shall be deemed to have withdrawn from the election, and such disqualification shall not extend beyond removal from candidacy.

(e) Chair and Vice Chair Elections and Appointments

At the first meeting of the Board of Directors following each Annual General Meeting, the Board shall elect from among its members a **Chair** and a **Vice-Chair**. The election and appointment process shall be administered by the President of the Corporation under the oversight of the Executive Committee.

- **Single Candidate:** If only one candidate is put forward for each position, the Board shall confirm the appointment of the Chair and Vice-Chair by formal resolution. No election shall be required.

- **Multiple Candidates:** If more than one candidate is nominated for either position, the election shall be conducted by secret ballot, administered by the President with oversight from the Executive Committee. The candidate receiving the majority of votes cast shall be declared elected.

- **Formal Confirmation:** In all cases, the results of the process shall be recorded in the minutes of the Board and confirmed by resolution.

The Chair and Vice-Chair each serve for a term of **one (1) year**, subject to the term limits set out in these by-laws.

Transitional Provision: Elections for the position of Chair shall begin after the 2027 Annual General Meeting, in accordance with the succession plan already established by the Board. After the 2026 Annual General Meeting, however, the Board members shall hold a formal election for the position of Vice-Chair.

(f) Vacancy in the Office of Chair / Vice Chair
If the Chair resigns, is removed, or is otherwise unable to complete their term:

- The Vice-Chair shall immediately assume the role of Chair for the remainder of the term.
- If the Vice-Chair is unable or unwilling to serve as Chair, the Board shall elect a new Chair from among the directors at the next meeting of the Board.
- Similarly, the Board may elect a new Vice-Chair if that position becomes vacant.

ARTICLE X - MEETINGS OF THE BOARD OF DIRECTORS

Section 10.01 **Quorum.**

One-third of the number of directors, then in office, plus one, shall constitute a quorum. Directors may participate and vote by telephone or video-conference.

Section 10.02 **Frequency of Meetings.**

The board of directors shall meet no fewer than two times in each financial year of the Corporation, which meetings shall be held at a time to be determined by the President of the Corporation.

Section 10.03 **Notice.**

Notice of the time, date and place of each board meeting shall be provided verbally or in writing by the President by facsimile transmission, courier delivery, e-mail, or other special posting and must be received by the director not fewer than seven (7) days prior to the said board meeting, except in the case of notice which is mailed. Notice may be waived or the time for the sending of the notice may be waived or abridged at any time with the consent in writing of a director or upon the attendance of a director at the board meeting, provided that no board meeting may be held without the written waiver, consent or attendance in person of all directors. Only such forms of written notice as are described herein shall be accepted.

Section 10.04 **Votes.**

Every director in attendance at or participating in each board meeting shall have one vote.

Section 10.05 **Place of Meetings.**

Board meetings shall be conducted by conference telephone or any other communication facility that would permit all participant directors to hear each other simultaneously and a director participating in such a meeting by such means is deemed to be present at the meeting. Upon consent of the Board, in-person or hybrid meetings may be scheduled. Minutes of each board meeting shall be taken by a staff member of the Corporation.

Section 10.06 **Votes to Govern.**

At all board meetings, every question shall be decided by a majority of votes cast unless otherwise specified herein. In the event of a tie, the Chair shall direct the issue to be discussed again and a second vote taken. The Chair shall be entitled to a second or casting vote in the event of an equality of votes on such second vote.

Section 10.07 **No Proxies.**

No director may at any time appoint a proxy to represent them at a board meeting.

Section 10.08 **Invalidation.**

No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any director, the address of the director shall be his last address recorded on the books of the Corporation.

Section 10.09 **Remuneration.**

Directors shall not receive any remuneration or any profit from their position as directors either directly or indirectly, other than reimbursement for reasonable disbursements, disbursements for travelling and other expenses reasonably incurred in discharging the office of director.

Section 10.10 **Chair.**

The Chair of the Board will preside over board meetings, and Chair the Executive Committee of the Board, and in his or her absence the Vice Chair will perform these duties.

Section 10.11 **Participation in Meetings.**

The participation in meetings of directors or of any committees of directors, upon consent of all participant directors, may be conducted by conference telephone or any other electronic means or communications facilities to which all directors have equal access that would permit all participant directors to communicate adequately with each other and a director participating in such a meeting by such means is deemed to be present at the meeting. Minutes of each meeting of directors or of any committees of directors shall be taken by a staff member of the Corporation, who shall establish the presence of a quorum and record votes. The directors of the Corporation shall ensure that appropriate security mechanisms are adopted with respect to meetings held by electronic means or other communications facilities. If the directors of the Corporation call a meeting pursuant to the Act, those directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE XI - OFFICERS

Section 11.01 **Composition.**

The officers of the Corporation shall be the President, and any such officers as the board of directors may determine. Any two or more offices may be held by the same person. Officers need not be directors or members of the Corporation.

Section 11.02 **Manner of Appointment.**

The board of directors shall within thirty (30) days after the annual meeting of members of the Corporation appoint the officers as herein described.

Section 11.03 **Term.**

All officers of the Corporation shall hold office for a term of two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead, except the President who is appointed in his/her position in line with the employment engagement of the individual Any vacancy occurring in respect of any office may be filled at any time by the board of directors.

Section 11.04 **President.**

The President shall oversee the general and active management of the affairs of the Corporation.
He shall see that all orders and resolutions of the board of directors are carried into effect.

Section 11.05 **Other.**

The duties of all other officers of the Corporation shall be such as the term of their engagement call for or the board of directors requires of them.

Section 11.06 **Remuneration.**

Officers shall not receive any remuneration or any profit from their position as officers either directly or indirectly, other than as per their employment agreement or otherwise authorized by the board of directors or for reimbursement of reasonable disbursements and other expenses reasonably incurred in discharging such office,

Section 11.07 **Vacation of Office.**

The office of an officer shall be vacated upon the occurrence of any of the following events:

(a) the officer resigns by delivering a written notice of such resignation to the Chair of the Corporation, which resignation shall take effect upon delivery;

(b) he/she is found by a court to be of unsound mind or if protective supervision is awarded by the court;

(c) he/she becomes bankrupt or suspends payment or compounds with his/her creditors;

(d) if at a duly called board meeting, a resolution is passed by a majority of votes cast, removing the officer;

(e) the officer fails to maintain membership in good standing, including payment of required membership fees, such that:

if membership fees are five (5) months after invoicing, the director's privileges as a director are suspended until the dues are paid (note: the President shall inform the Board Chair of this outcome prior to it taking effect); and,

if membership fees are six (6) months after invoicing, the director's membership is deemed terminated, and the director's office shall be vacated (note: the President coordinate with the Board Chair prior to terminating membership, and the full Board shall be advised at the next meeting);

(f) on death;

Notwithstanding the above, discretion is afforded to the President and the Board Chair to delay or otherwise manage vacation of office where circumstances warrant.

Provided that if any vacancy shall occur for any reason, the board of directors by majority vote may fill the vacancy.

ARTICLE XII - EXECUTIVE COMMITTEE

Section 12.01 **Composition.**

The executive committee shall be comprised of the President and such directors of the Corporation as are appointed by the board of directors of the Corporation from time to time. The executive committee shall be comprised of the President and CEO, Chair, Vice Chair, Treasurer, and Board Committee Chairs. In the case that more directors wish to serve on the executive committee, the Board shall in its sole discretion choose the members of the executive committee from the directors then in office.

Section 12.02 **Powers.**

The executive committee shall exercise such powers as are authorized by the board of directors and shall be responsible for the transaction of all business requiring the attention of the Corporation between meetings of the board of directors.

Section 12.03 **Quorum.**

A majority of members of the executive committee shall constitute a quorum.

Section 12.04 **Notice.**

Meetings of the executive committee may be called by the Chair or President verbally or in writing by e-mail and must be received by the member of the executive committee not fewer than seventy-two (72) hours prior to the meeting. Notice may be waived or the time for the sending of notice may be waived or abridged at any time with the consent in writing of the members of the executive committee or upon the attendance of a member of the executive committee at the meeting of the executive committee, provided that no meeting of the executive committee may be held without written waiver, consent or attendance in person of all members of the executive committee. Only such forms of written notice as are described herein shall be accepted.

Section 12.05 **Chair.**

The executive committee is to be chaired by the association Chair and the Chair will preside over any meetings of the executive committee, and in his or her absence, the Vice Chair will Chair the executive committee

Section 12.06 **Votes.**

Each member of the executive committee shall be entitled to one vote at all meetings of the executive committee. Every question shall be decided by a majority of votes cast. The Chair of the executive committee meeting shall be entitled to a second or casting vote in the event of an equality of votes.

Section 12.07 **Invalidation.**

No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee shall invalidate such meeting or make void any proceedings taken thereat and any member of the executive committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member of the executive committee for
any meeting or otherwise, the address of the members of the executive committee shall be their last address recorded on the books of the Corporation.

Section 12.08 **Remuneration.**

Members of the executive committee shall not receive any remuneration or any profit from their position as members of the executive committee either directly or indirectly other than reimbursement for the reasonable disbursements, disbursements for travelling and other expenses reasonably incurred in discharging their office.

Section 12.09 **Vacation of Office.**

The office of an executive committee member shall be vacated upon the occurrence of any of the following events:

a. the director resigns by delivering written notice of such resignation to the Chair of the Corporation, which resignation shall take effect upon delivery;

b. he/she is found by a court to be of unsound mind or if protective supervision is awarded by the court.

c. he/she becomes bankrupt or suspends payment or compounds with his/her creditors;

d. such director is removed from the committee by a majority of votes cast by members at a members' meeting

e. such director is removed from office by the member organization that appointed him/her (i.e., they are no longer an employee of a CHA member organization);

f. the director fails to maintain membership in good standing, including payment of required dues, such that:

i. if membership dues are five (5) months overdue, the director's privileges as a director are suspended until the dues are paid (note: the President shall inform the Board Chair of this outcome prior to it taking effect); and,

ii. if membership dues are six (6) months overdue, the director's membership is deemed terminated, and the director's office shall be vacated (note: the President shall inform the Board Chair of this outcome prior to it taking effect, and the full Board shall be advised at the next meeting);

g. on death;

Notwithstanding the above, discretion is afforded to the President and the Board Chair to delay or otherwise manage vacation of office where circumstances warrant.

ARTICLE XIII - LIABILITY OF DIRECTORS AND OFFICERS

Section 13.01 **Limitation of Liability.**

No director or officer of the Corporation shall be liable for the acts or omissions of any other director or officer or employee of the Corporation or for any loss, damage or expense suffered by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board of directors, or in respect of any deficiency of any security in or upon which any monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on his/her part, or for any loss or damage which may occur in the execution of the duties of his/her office, in relation thereto or in respect of any other act or omission of a director in his/her capacity as such causing loss, damage or expense, unless the same shall happen through his/her own willful neglect or default.

Section 13.02 **Indemnity.**

Every director and officer of the Corporation and his/her heirs, executors, administrators and estates shall from time to time and at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses that such director or officer sustains or incurs by way of action, suit or proceeding commenced against him/her or in respect of any acts, deeds, matters or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office, except such costs, charges or expenses which are occasioned by his/her own willful neglect or default.

ARTICLE XIV - CONFLICTS OF INTEREST

Section 14.01 **Interest in Contracts.**

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act and except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights or obligations conferred upon directors by Section 141 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

Section 14.02 **Declaration of Interest.**

The board of directors, in its discretion, may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 141 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, Letters Patent or the By-laws) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

ARTICLE XV - ANNUAL FINANCIAL STATEMENTS

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE XVI - METHOD OF GIVING ANY NOTICE

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a

member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;

b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. A staff member may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the staff member to be reliable. The declaration by the staff member that notice has been given pursuant to thisby-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

ARTICLE XVII - COMPUTATION OF TIME

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

ARTICLE XVIII - BY-LAWS

Section 18.01 **Creation of By-Laws.**

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.

ARTICLE XIX – REGIONAL AFFILIATES

Section 19.01 **Relationship with CHA.**

Regional affiliates, whether separately incorporated or otherwise organized by the Corporation's Board of Directors, is part of the CHA network and shall support and advance the objects of the Corporation.

Section 19.02 **Alignment with Board Direction.**

Regional affiliates shall integrate and apply the strategic direction, policies, and priorities established by the CHA Board of Directors, while maintaining their own local governance structures, where applicable.

Section 19.03 **Representation and Updates.**

Each regional affiliate shall ensure that the CHA Board of Directors receives regular updates on its activities, operations, and regional developments. Such updates shall be provided through affiliate chairs, designated representatives, or CHA staff, and shall occur at each regular meeting of the CHA Board.

Section 19.04 **Cooperation and Coordination.**

The CHA and its affiliates shall work in a cooperative and coordinated manner to support priorities established by the Corporation's Board of Directors, ensure consistent messaging, and maximize the value of membership across Canada.

Section 19.05 **Affiliate Chairs on CHA Board.**

The duly elected Chair of each recognized regional affiliate shall, following a resolution appointing them to the Board, serve as a voting member of the CHA Board of Directors for the duration of their term as affiliate chair.

Section 19.06 **Affiliating and Unaffiliating**.

The establishment of a new regional affiliate, or the termination of an existing affiliate's relationship with the Corporation, shall require the approval of the Corporation's Board of Directors.

Section 19.07 **Budget and Financial Integration.**

The annual budget of the Corporation shall be developed by the President and submitted to the Board of Directors for approval.

Regional affiliates shall prepare their budgets in consultation with the Corporation's President, and these affiliate budgets shall be reviewed and integrated into the overall budget of the Corporation. Affiliate budgets are subject to final approval by the Corporation's Board of Directors as part of the Corporation's consolidated financial planning process.