

BY-LAW

**RELATING GENERALLY TO THE ORGANIZATION AND THE TRANSACTION OF THE ACTIVITIES AND
AFFAIRS OF THE**

ASSOCIATION OF BLACK CONSERVATIVES

APPROVED BY THE BOARD OF DIRECTORS ON MAY 4, 2020

PRESENTED FOR CONFIRMATION TO THE MEMBERSHIP ON _____

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A By-law relating generally to the conduct of the affairs of the

ASSOCIATION OF BLACK CONSERVATIVES

(the "**Corporation**")

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

DEFINITIONS

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

- "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- "**Articles**" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- "**National Council**" means the board of directors of the Corporation and "**Director**" means a member of the National Council;
- "**Branch**" has the meaning given to such term at Paragraph 10(b) of these By-laws.
- "**Local Congress**" and "**Local Congresses**" have the meaning given to such terms at Paragraph 10(e) of these By-laws;
- "**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 cast on that resolution;
- "**Proposal**" means a Proposal submitted by a member of the Corporation that meets the requirements of Section 163 of the Act;
- "**Provincial Territory**" and "**Provincial Territories**" has the meaning given to such terms at Subsection 10(a) of these By-laws;
- "**Regional Territory**" has the meaning given to such term at Paragraph 10(b)(iii) of these By-laws;
- "**Regulations**" means the Regulations made under the Act, as amended, restated or in effect from time to time; and

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

INTERPRETATION

1. In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" shall include only natural persons and shall specifically exclude body corporates, partnerships, trusts and unincorporated organizations. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.
2. The insertion of headings and the inclusion of a table of contents in these Articles are for convenience of reference only and do not affect the construction or interpretation of these Articles.

MISSION STATEMENT

3. The Corporation is grounded on the following principles:
 - a. We believe that our prosperity as Canadians is assured when we maintain strict fidelity to principles of equality for all people irrespective of race, colour, or any other immutable characteristics of a person;
 - b. We believe that government should be ethical, accountable and accepting of its social responsibilities. Furthermore, we believe that the progress of Canadian society requires a competitive economy which allows every individual freedom of opportunity and initiative and the peaceful enjoyment of the fruits of his or her own labour; and
 - c. We believe that economic freedom, entrepreneurial spirit and the right to private property are essential to economic prosperity and political freedom.

OBJECTIVES

4. The objectives of the Corporation are to:
 - a. Achieve its purposes as indicated in its Articles;
 - b. To promote civic engagement and active participation in the political process within the Black Canadian community;
 - c. To raise the social, economic, and educational standards of Black Canadians;
 - d. To promote the development and recognition of Black leaders in Canada;
 - e. To be the preeminent organization for representing the Black diaspora in Canada;
 - f. To cooperate with Conservative- political parties and groups in the Provinces and Territories of Canada; and

- g. To assist in and, where necessary, to initiate the establishment, growth and maintenance of Branches in Cities and Provinces across Canada.

EXECUTION OF DOCUMENTS

- 5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the National Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-laws or other document of the Corporation to be a true copy thereof.

FINANCIAL YEAR END

- 6. The financial year end of the Corporation shall be determined by the National Council.

BANKING ARRANGEMENTS

- 7. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the National Council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the National Council may by resolution from time to time designate, direct or authorize.

BORROWING POWERS

- 8. The Directors of the Corporation may, without authorization of the Members,
 - a. borrow money on the credit of the Corporation;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - c. give a guarantee on behalf of the Corporation; and
 - d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

ANNUAL FINANCIAL STATEMENTS

- 9. The Corporation may:
 - a. send to the Members a copy of the annual financial statements and other documents referred to in Subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents; or

- b. send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

BRANCHES AND CONGRESSES

- 10. For the purposes of administering the affairs of the Corporation, the National Council may, in its sole and absolute discretion:
 - a. divide the geographic area of Canada within which the Corporation operates into sub-national territories by province and territory of Canada (each a “**Provincial Territory**” and collectively the “**Provincial Territories**”);
 - b. in any Provincial Territory in which not less than 25 persons whom satisfy the criteria for Membership as set forth in these By-laws desire to form a provincial or territorial branch of the Corporation (each a “**Branch**” and collectively the “**Branches**”) authorize the creation of a Branch;
 - c. establish and approve operating policies and rules and regulations relating to the operations and activities, including without limitation, in respect of the Branch’s finances, governance, public communications, and membership outreach and engagement,
 - d. appoint Members resident in the Provincial Territory to a managing committee (each a “**Provincial Council**”) to manage such of the business and affairs of the Corporation in the Provincial Territory as the National Council may delegate to the Provincial Council from time to time;
 - e. approve the creation of sub-provincial or sub-territorial (each a “**Regional Territory**”) congresses (singularly a “**Local Congress**” and collectively the “**Local Congresses**”) on such terms as it determines from time to time; and
 - f. designate a name for Branches and Local Congresses, which shall include the name of the Corporation and the Canadian province or territory of the Provincial Territory or the Regional Territory, as the case may be.

MEMBERSHIP

Classes and Conditions of Members

- 11. Subject to the Articles, there shall be one class of Membership in the Corporation.
- 12. Membership in the Corporation shall be available to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into Membership in the Corporation in accordance with its written policies, provided that eligibility for Membership in the Corporation shall be without regard to race, religion, gender or sexual orientation. Notwithstanding the foregoing, the National Council may determine that certain Members and/or

applicants for Membership should be granted Membership on an honorary basis as a result of such individuals' exceptional contribution to the purposes of the Corporation.

13. It shall be a condition of Membership in the Corporation that the Member (and any applicant for Membership):
 - a. is at least 14 years of age;
 - b. is a member in good standing of the Conservative Party of Canada and a member of such provincial political parties in the Member's (or applicant) province of residence as may be approved by the Corporation from time to time, provided that such requirement may be suspended or altered for any period of time determined by resolution of the National Council;
 - c. has paid any and all Membership dues due and payable to the Corporation; and
 - d. is a Canadian citizen or permanent resident of Canada.

14. Except as otherwise set forth in these By-laws, each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members. A Member must be in "good standing" in order to attend, vote, speak and/or participate at Meetings of the Members. A Member shall be considered to be in good standing if the Member:
 - a. was admitted as a Member of the Corporation at least sixty (60) days before the Meeting of Members (in the case of a new Member);
 - b. is an existing Member and renews his or her Membership at any time prior to the commencement of the Meeting of Members; and
 - c. is not the subject of disciplinary action pursuant to Section 21 of these By-laws at the time of the Meeting.

15. A Member in good standing shall have one (1) vote at all meetings of Members.

16. Memberships are non-transferable.

Membership Term and Dues

17. The term of Membership, and the length of any renewal terms, may be determined by the Corporation's National Council from time to time.

18. The amount and frequency of Membership dues may be determined by the National Council from time to time.

Termination of Membership

19. A Membership in the Corporation is automatically terminated when:
- a. the Member dies or resigns;
 - b. the Member is expelled in accordance with Section 21 of these By-laws, or their Membership is otherwise terminated in accordance with the Articles or these By-laws;
 - c. the Member's term of Membership expires; or
 - d. the Corporation is liquidated and dissolved under the Act.

Effect of Termination of Membership

20. Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. For greater certainty, a person whose Membership has been terminated shall:
- a. have no right to a return or refund of Membership fees paid to the Corporation;
 - b. be deemed to have automatically resigned as a Director, officer, or a committee Member of the Corporation and as a member of a Provincial Council, as the case may be.

Discipline of Members

21. The National Council shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
- a. violating any provision of the Articles, By-laws, or written policies of the Corporation;
 - b. carrying out any conduct which may be detrimental to the Corporation as determined by the National Council in its sole discretion;
 - c. for any other reason that the National Council in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.
22. In the event of non-payment of Membership dues or for failure to maintain any conditions for Membership described in Section 18 of these By-laws, the Corporation may, in its sole and absolute discretion, expel or suspend a Member without notice. In all other cases, in the event that the National Council, or Provincial Council if such authority has been so delegated, determines that a Member should be expelled or suspended from Membership in the Corporation, the president, or such other officer of the Corporation or member of the applicable Provincial Council as may be designated by the National Council shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the president, or such other officer or member of the applicable Provincial Council as may be designated by the National Council, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, such person as may be designated by the National Council, may proceed to notify the Member that the Member is suspended or expelled

from Membership in the Corporation. If written submissions are received in accordance with this section, the National Council will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The National Council 's decision shall be final and binding on the Member, without any further right of appeal.

MEETINGS OF MEMBERS

Place of Members' Meeting

23. Meetings of the Members may be held at any place within Canada determined by the National Council.

Annual Meetings

24. An annual Meeting of Members shall be held at such time in each year, as the National Council may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

Special Meetings

25. The National Council may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The National Council shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a Special Meeting of Members within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Meeting of Members.

Notice of Members Meeting

26. 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 mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
27. Notice of a Meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the Meeting of

Members is to be held. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of Section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation in accordance with Section 30 of these By-laws.

Absentee Voting at Members' Meetings

28. A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
 - b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
29. 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 chairperson 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,

1. the meeting at which it is to be used,
 2. 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
 3. 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.

Proposals at Annual Meetings

30. A Member entitled to vote at an annual Meeting of Members may submit to the Corporation notice of any matter that the Member proposes to raise at the Meeting of Members and discuss

at the meeting any matter with respect to which the member would have been entitled to submit a Proposal, except that the Corporation shall have no obligation to include such Proposal in its notice of Meeting of Members, if:

- a. the Proposal is not submitted to the Corporation within the prescribed period in the Regulations;
- b. it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, or Members;
- c. it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d. not more than the prescribed period set forth in the Regulations before the receipt of the Proposal, the member failed to present — in person or by proxy — at a Meeting of Members, a Proposal that at the Member's request had been included in a notice of meeting;
- e. substantially the same Proposal was submitted to Members in a notice of Meeting of Members held not more than the prescribed period before the receipt of the Proposal and did not receive the prescribed minimum amount of support at the Meeting of Members; or
- f. the rights conferred by this Section 30 of these By-laws are being abused to secure publicity.

Proposals Nominating Directors at Annual Members' Meetings

31. Subject to the Regulations under the Act, any Member's Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of Members entitled to vote at the annual Meeting of Members at which the Proposal is to be presented and presented no less than fourteen (14) days prior to the annual Meeting of Members. The Proposal shall include the name of the candidate, a summary of the candidate's skills, experience and qualifications to serve on the National Council, as well as written confirmation from the candidate that he/she is willing and available to serve on the National Council should he/she be elected and that he/she meets the qualifications to serve on the National Council.

Cost of Member's Proposal

32. Any Member who serves on the Corporation notice of any matter that the Member proposes to raise at the meeting shall pay the cost of including any such matter in the notice of meeting at which such matter is to be discussed.

Persons Entitled to be Present at Members' Meetings

33. The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons

who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Special Resolution of the Members.

Chair of Members' Meetings

34. The chair of Members' meetings shall be the chair of the National Council or the vice-chair of the National Council if the chair of the National Council is absent or unable to Act. In the event that the chair of the National Council and the vice-chair of the National Council are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Quorum at Members' Meetings

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

Voting at Members' Meetings

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

Participation by Electronic Means at Members' Meetings

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

Members' Meeting Held Entirely by Electronic Means

38. The National Council may determine, in respect of a particular meeting of the Members, that such meeting may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

NATIONAL COUNCIL

Powers

39. Subject to the Act and the Articles, the National Council shall manage or supervise the management of the activities and affairs of the Corporation.

Number of Directors

40. The National Council shall consist of the number of Directors specified in the Articles.

Qualifications

41. Each Director shall be an individual who is not less than 18 years of age. Each Director shall be a Member of the Corporation. No person shall be a Director who:
- a. is not a member of the Conservative Party of Canada and a member of such provincial political parties in the Member's province of residence as may be approved by the Corporation from time to time, provided that such requirement may be suspended or altered for any period of time determined by resolution of the National Council;
 - b. who has the status of a bankrupt;
 - c. who has been found by a court in Canada or elsewhere to be mentally incompetent.

Nominations, Election of Directors and Term.

42. The Directors shall be elected to hold office for a term expiring not later than the close of the second annual Meeting of Members following the election.
43. If Directors are not elected at a Meeting of members, the incumbent Directors shall continue in office until their successors are elected or until such incumbent Director resigns, is removed or ceases to meet the qualification criteria set forth herein.
44. Nominations for candidates to serve on the National Council may be made in two ways:
- a. By the Governance Committee. On an annual basis, the Governance Committee will identify the core skills and qualities required for the National Council to govern effectively. The Governance Committee's work will be guided by the overriding principle that the National Council shall include people whom: (i) are active in black Canadian communities; (ii) are active in the political process or political activism at a provincial or federal level; and (iii) whom have demonstrated experience advocating, representing or organizing for conservative policies, parties, nominees or candidates for office or elected officials. The Governance Committee shall also solicit names from Branches for positions on the National Council with the objective of strongly recommending one representative of each Branch in its report to the National Council. Once the core skills and qualities have been identified, the Governance Committee will solicit from the National Council and other stakeholders the names of potential candidates that match the priority skills and qualities required for the National Council. The Governance Committee will present a report to the Members for the election of Directors on the Corporation's website no less than four (4)

days prior to the annual meeting, and such report will be prepared in accordance with the requirements of these By-laws and the Corporation's written policies.

- b. By Member Nominations carried out in accordance with Section 31 of these By-laws. The Governance Committee will review all nominations received from Members and will ensure candidates are included that satisfy the criteria set forth in Section 46 of these By-laws, along with a summary of their qualifications, in the report to the Members for the election of Directors referenced in Subsection 44(a) of these By-laws.

Directors Appointed By National Council

- 45. The National Council may appoint one or more additional Directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous annual meeting of Members. In exercising their powers under this Section 45 of these By-laws, the Directors shall comply with the following rules:
 - a. the powers granted to the National Council under this Section 45 of these By-laws shall only be used in the event no officer or Director of a particular Provincial Council is then sitting on the National Council; and
 - b. an appointee to the National Council under this Section 45 of these By-laws must, at the time of appointment, be a member of a Provincial Council and one of three proposed nominees of the Provincial Council.

Ceasing to Hold Office

- 46. A Director ceases to hold office when the Director is recommended for removal from the National Council by Special Resolution of the National Council. A Director also ceases to hold office when the Director dies, resigns, or no longer fulfils all of the qualifications to be a Director set out in Section 41 of these By-laws, as determined in the sole discretion of the National Council. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer, or Committee member, as applicable.

Filling Vacancies

- 47. In accordance with and subject to the Act and the Articles, the National Council may fill a vacancy in the National Council, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

MEETINGS OF DIRECTORS

Calling of Meetings of National Council

48. Meetings of the National Council may be called by the chair of the National Council, the vice-chair of the National Council or any two (2) Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

Place of Meeting

49. Meetings of the National Council may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the National Council may determine.

Notice of Meeting of National Council

50. Notice of the time and place for the holding of a meeting of the National Council shall be given in the manner provided in the section on giving notice of meeting of Directors of these By-laws to every Director of the Corporation not less than 72 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless these By-law otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Subsection 138(2) of the Act that is to be dealt with at the meeting.

Regular Meetings of the National Council

51. The National Council may appoint a day or days in any month or months for regular meetings of the National Council at a place and hour to be named. A copy of any resolution of the National Council fixing the place and time of such regular meetings of the National Council shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting (including, without limitation, notice contemplated in Section 50 of these By-laws) except if Subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Quorum

52. A majority of the number of Directors of the National Council constitutes a quorum at any meeting of the National Council. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

Participation at National Council Meeting by Telephone or Electronic Means

53. A Director may, in accordance with the Regulations, participate in a National Council meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

Voting at Meetings of the National Council

54. Each Director shall be entitled to one (1) vote. At all meetings of the National Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Resolution in Writing

55. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a National Council meeting, shall be as valid as if it had been passed at a National Council meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the National Council.

OFFICERS

Appointment of Officers

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

Officers of the Corporation

57. Unless otherwise specified by the National Council (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- a. Chair of the National Council – The chair of the National Council, if one is to be appointed, shall be a Director. The chair of the National Council, if any, shall, when present, preside at all meetings of the National Council and of the Members. The chair shall have such other duties and powers as the National Council may specify.
 - b. Vice-Chair of the National Council – The vice-chair of the National Council, if one is to be appointed, shall be a Director. If the chair of the National Council is absent or is unable or refuses to Act, the vice-chair of the National Council, if any, shall, when present, preside at all meetings of the National Council and of the Members. The vice-chair shall have such other duties and powers as the National Council may specify.
 - c. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the National Council, have general supervision of the affairs of the Corporation.
 - d. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the National Council. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the secretary shall be the custodian

of all books, papers, records, documents and other instruments belonging to the Corporation.

- e. Treasurer – If appointed, the treasurer shall have such powers and duties as the National Council may specify.

Term of Office

- 58. Officers shall hold their position for a period of one (1) year or as may otherwise be determined by the National Council. Where an Officer is appointed by the National Council to fill a vacancy the Officer will hold their position until the first meeting of the National Council immediately following the annual general meeting.

Officer Vacancies

- 59. In the absence of a written agreement to the contrary, the National Council may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
 - a. the officer's successor being appointed,
 - b. the officer's resignation,
 - c. such officer ceasing to be a Director (if a necessary qualification of appointment) or
 - d. such officer's death.
- 60. If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

COMMITTEES

Committees of the National Council

- 61. There shall be standing committees as set forth hereunder and the National Council may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes as it sees fit and, subject to the Act, with such powers as the National Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such charters or terms of reference as the National Council may from time to time make. Any committee member may be removed by resolution of the National Council. The National Council shall ensure that each Committee shall include a Director who shall sit as a member of the Committee, which Director may be the Chair who shall be an ex-officio member of all Committees of the Corporation.
- 62. Governance Committee. The governance committee shall be responsible for ensuring, on a continuing basis, that the National Council and each Provincial Council is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the Corporation and Branch, as the case may be.

63. Audit and Finance Committee. The audit and finance committee shall be responsible for oversight related to the Branch's auditing and reporting, financial policies and strategies, and financial risk management.
64. Policies and Bylaw Committee. The policies and bylaws committee shall be responsible for strategy and planning related to national, provincial and regional public policy matters.
65. Communications Committee. The communications committee shall be responsible to oversee, develop and implement the Corporation's communications strategies and activities on internal and external in a manner that enhances the reputation of the Corporation.
66. Membership and Outreach Committee. The membership and outreach committee shall be responsible for the recruitment and retention of Members, and in so doing shall promote awareness of the Corporation, develop recruitment drives, coordinate strategic partnerships with other organizations that will drive membership growth.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Duties of Directors and Officers

67. Every Director and Officer in exercising such person's powers and discharging such person's duties shall Act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws, Operating and other policies of the Corporation.

Limitation of Liability

68. No Director or Officer shall be liable for the Acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other Act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious Acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to Act in accordance with the Act and the Regulations.

Indemnification

69. Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, a Committee member or former Committee member, or another individual described in Section 151(1) of the Act against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred

by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation if,

- a. the individual acted honestly and in good faith with a view to the best interests of the Corporation; or
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

Insurance

70. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the Act and Section 64 of these By-laws as the National Council may determine from time to time against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation or otherwise.

Advances

71. The Corporation may advance money to a Director, Officer, Committee member, or other individual referred to in Section 69 of these By-laws for the costs, charges and expenses of a proceeding referred to in such Section.

NOTICES

Method of Giving Notices

72. Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the National Council 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 National Council 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 filed by the Corporation in accordance with the Act and received by Corporations Canada;
 - 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 as shown in the records of the Corporation; 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. The secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the National Council in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to these By-laws 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.

Computation of Time

73. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. In computing the number of days for any notice under the By-laws, a day shall be considered to be any day of the week and not just a working day.

Undelivered Notices

74. If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Society shall not be required to give any further notices to such Member until such Member informs the Society in writing of his or her new address.

Omissions and Errors

75. The accidental omission to give any notice to any Member, Director, officer, member of a committee of the National Council or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with these By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Waiver of Notice

76. Any Member, proxyholder, Director, Officer, member of a Committee of the National Council or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the National Council or of a Committee of the National Council, which may be given in any manner.

MEDIATION AND ARBITRATION

77. Disputes or controversies among Members, Directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of these By-laws.

Dispute Resolution Mechanism

78. In the event that a dispute or controversy among Members, Directors, officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
79. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the National Council) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
80. The number of mediators may be reduced from three to one or two upon agreement of the parties.
81. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
82. All costs of the mediators appointed in accordance with this Section 82 shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section 82 shall be borne by such parties as may be determined by the arbitrators.

BY-LAWS AND EFFECTIVE DATE

83. Subject to the Articles, the National Council 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.

84. This Section 84 does not apply to a By-law that requires a Special Resolution of the members according to Subsection 197(1) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

Enacted by the Directors of the Corporation this 4 day of May, 2020.

Name:
Position: