

BY-LAW No. 4

A by-law amending subsection 2.01(3)  
of By-Law No.2 of  
BELGIAN CANADIAN BUSINESS ASSOCIATION


BE IT ENACTED as a by-law of the Association that By-Law No.2 is amended as follows:

1. Amendment of Subsection 2.01(2). Subsection 2.01(2) is deleted in its entirety and replaced by the following:

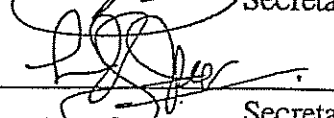
"(2) corporate members: any corporation, partnership or unincorporated organization interested in the furtherance of the objects of the Association and which has submitted an application in prescribed form and paid the applicable membership fee; a corporate member may at any given time be represented within the Association by up to three designated representatives each of whom will be entitled to the benefits of membership, *provided*, however, that for the purposes of any meeting of members, the corporate member shall be represented by only one of its designated representatives;"

2. Effective Date. This by-law comes into force upon the effective date of its approval by the Minister (as defined in section 8.05 of By-Law No.2)

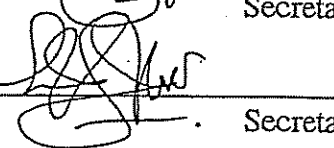
PASSED by the Board on ..... June 25, 1997

  
\_\_\_\_\_  
Secretary

CONFIRMED by the Members on ... October 15, 1997

  
\_\_\_\_\_  
Secretary

APPROVED by the Minister on ... October 15, 1997

  
\_\_\_\_\_  
Secretary

BELGIAN CANADIAN BUSINESS ASSOCIATION

BY-LAW No. 2

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2.03 Membership Fees. Membership fees become payable upon presentation of an application for membership and thereafter on January 2 of each year. The board shall from time to time prescribe the fees payable by personal and corporate members and shall cause notice of the fees and the payment date to be given to the members. No fees shall be payable by honorary members and ex-officio members.

2.04 Spousal Privilege. For the purpose of attendance at any function sponsored or participated in by the Association, the spouse of any member or of a designated representative of a corporate member shall be deemed to be a member. Such a spouse is not required to pay membership fees and is not entitled to a separate notice of any meeting or event or to vote or speak at a meeting of members. The term "spouse" includes a person of the opposite sex with whom an unmarried member cohabits.

2.05 Termination of Membership. A member's interest in the Association is not transferable and lapses or ceases to exist upon (a) death or, in the case of a corporate member, dissolution, bankruptcy or any other conduct or proceeding having an equivalent effect; (b) resignation; (c) termination for non-payment of fees; (d) expulsion; (e) in the case of an ex-officio member, termination of the office that gave rise to the membership; and (f) in the case of an honorary member appointed for a specified period, termination of such period.

2.06 Resignation. A member may resign at any time by written resignation sent to the Association or any of its officers. The resignation shall be effective on the date of its receipt. A resigning member shall remain liable for fees and assessments that became payable prior to the effective date of resignation.

2.07 Termination for Non-Payment. The membership of a member who is in arrears in the payment of membership fees for three months shall terminate automatically without notice. Such membership shall be reinstated without re-application upon payment of all arrears.

2.08 Expulsion. The board, by a vote of at least 75% of the directors present at the meeting, may direct that the name of a member be struck from the register whereupon such person shall cease to be a member, *provided, however,* that (a) the notice of the board meeting shall specify that such action is one of the purposes of the meeting and (b) the expelled member shall promptly be given notice of the expulsion and a refund of a pro rata portion of the membership fee (if any) paid by the member for the current year.

### ARTICLE THREE - MEETINGS OF MEMBERS

3.01 Annual and Special Meetings. The annual meeting of members shall be held in each year, at such time and place as the board may determine, for the purpose of receiving the financial statements of the Association and the report of the board, electing directors and appointing an auditor. A special meeting of members may be held whenever deemed necessary, at such time and place as the board may determine, for the purpose specified in the notice. An annual meeting and a special meeting may be combined. All meetings of members shall be held within the Municipality of Metropolitan Toronto.

3.02 Notice of Meetings of Members. Written notice of the time, place and purpose of any meeting of members shall be given to each member, each director and the auditor not less than the following number of

days before the date of the meeting: 21 days for an annual meeting; 14 days for a special meeting. Notice of an annual meeting shall include the names of the nominees for election to the board selected by the nominating committee and shall state the manner in which additional nominations may be made. Notice of a special meeting shall contain sufficient information to enable members to form a reasoned judgment concerning the business to be dealt with.

3.03 Quorum; Chairman; Secretary; Scrutineers. The quorum at any meeting of members shall be 10 voting members. The chairman of any such meeting shall be the president or, in the latter's absence, the vice president or, in the latter's absence, any person appointed by the voting members present. In the absence of the secretary, the chairman shall appoint someone to act as secretary of the meeting. If needed, one or more scrutineers may be appointed by the chairman with the consent of the meeting or by resolution.

3.04 Right to Vote. Any personal member and any corporate member (through its designated representative) shall be entitled to vote at a meeting of members. Honorary members and ex-officio members shall not have the right to vote.

3.05 Votes to Govern; Show of Hand; Ballots; Casting Vote. Subject to the Act and this by-law, every question submitted to a meeting of members shall be decided by the majority of votes duly cast on the question. Each voting member shall have one vote. Unless a ballot is required or demanded, every such vote shall be by a show of hands. A ballot shall be required on an election of directors in which the number of nominees exceeds the then authorized number of directors. In case of an equality of votes, the chairman shall be entitled to a second or casting vote.

#### ARTICLE FOUR - DIRECTORS

4.01 Number of Directors. The affairs of the Association shall be managed by a board consisting of a minimum of 5 and a maximum of 10 directors. Within such limits, the authorized number of directors at any time shall be as determined by the board and, failing such determination, shall be 10 directors. Any change in the authorized number of directors to a number less than 10 must be authorized by the vote of at least 75% of the directors present at the meeting. A majority of the authorized number of directors shall constitute a quorum of the board.

4.02 Exercise of Directors' Powers. The powers of the board may be exercised (a) at a duly constituted meeting or (b) by resolution in writing signed by all the directors entitled to vote on such resolution or (c), if all the directors consent thereto either generally or for a specific meeting, by such conference telephone or other communication facilities as permit all participants to hear each other. When there is a vacancy on the board, the remaining directors may continue to exercise all the powers of the board so long as a quorum remains in office.

4.03 Disqualification for Directorship. A person is disqualified from being a director if such person (a) is less than 21 years of age; (b) is neither a personal member nor the designated representative of a corporate member; (c) is found by a court to be of unsound mind; or (d) has the status of a bankrupt.

4.04 Election and Term. The election of directors shall take place at each annual meeting. All the directors in office shall then retire but, if qualified, shall be eligible for re-election. If an election is not held at the proper time, the incumbent directors shall continue in office until their successors are elected or appointed.

4.05. Nominating Committee; Nomination of Candidates for Election. Not less than 90 days prior to each annual meeting, the board shall appoint a nominating committee to recruit nominees for election as directors at that meeting. The committee shall consist of not less than 3 persons who are either directors or qualified to be directors and shall also include the immediate past president, if able and willing to serve. In addition to the nominees selected by the nominating committee, any qualified person may be nominated for election as director by any two members entitled to vote; the nomination shall be in writing, signed by such members, shall certify that the nominee is not disqualified under the by-laws from being a director, shall include the nominee's signed consent and must be received by the secretary not less than 7 days prior to the date of the annual meeting. If the total number of nominees exceeds the then authorized number of directors, their names shall be listed on the ballot form to be used for the election of directors.

4.06 Vacating of Office; Filling Vacancies. A director shall cease to hold office upon (a) death; (b) becoming disqualified to be a director; (c) if the director resigns at a board meeting, the conclusion of the meeting; (d) if the director resigns in writing, the receipt of the resignation by the Association or, if the resignation specifies a later date, that date; or (e) removal of the director by resolution passed at a meeting of the board the notice of which specifies that such removal is one of the purposes of the meeting. Any vacancy on the board may be filled by the board for the balance of the vacated term of office if the remaining directors constitute a quorum.

4.07 Meetings of the Board; Notice of Meetings. Meetings of the board shall be held at such time and at such place within the Municipality of Metropolitan Toronto as the board or the president or any two directors may determine. Notice of each meeting of the board shall be given, if by mail, not less than 14 days, and if otherwise than by mail, not less than 7 days, prior to the date of the meeting. Ex-officio members residing in the Greater Toronto Area shall be entitled to notice of meetings of the board and to attend and speak at such meetings but not to vote.

4.08 Procedure at Meetings of the Board. The chairman of any meeting of the board shall be the president or, in the latter's absence, the vice president or, in the latter's absence, any board member appointed by the directors present. At such meeting, every question presented to the board shall be decided by the majority of the votes duly cast on the question unless otherwise required by the Act or this by-law. In case of an equality of votes, the chairman shall be entitled to a second or casting vote.

4.09 Committees of the Board. Except as otherwise provided, the board may appoint any committee by resolution specifying its name, function and members and may delegate to it some or all of the powers of the board, subject to any prescribed limitation. A committee authorized to exercise all the powers of the board (except the powers that are from time to time delegated) in between meetings of the board shall be designated "executive committee" and shall consist of the president, vice-president and 2 other directors. Other committees may include members who are not directors. The board may remove any committee member and fill any vacancy on a committee. A committee's procedure (including the quorum) shall be that prescribed for the board, to the extent applicable and, in other respects, shall be regulated by the committee. Minutes of meetings of the executive committee shall be furnished to all directors. Members of committees shall not be remunerated, as such.

4.10 Remuneration and Expenses. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such office. Directors shall be entitled to be reimbursed for expenses properly incurred in furtherance of the affairs of the Association. Nothing herein shall preclude a director, or a firm or corporation with which such director is associated, from contracting with the Association *provided, however*, that the contract is approved by the board in accordance with this by-law.

4.11 Conflict of Interest. If a director, or a firm or corporation with which a director is associated, proposes to contract with the Association for the supply of goods or the performance of services, the contract shall not be concluded until it has been approved at a meeting of the board at which particulars of the director's direct or indirect interest in the contract have been disclosed and the director has refrained from voting on the approval of the contract.

## ARTICLE FIVE - OFFICERS AND AUDITOR

5.01 Election and Appointment of Officers. The board shall from time to time elect a president and appoint a vice president, a secretary, a treasurer, an editor of the Association's newsletter and such other officers as the board may determine. One person may hold more than one office. Any officer other than the president and vice president need not be a director.

5.02 President. The president shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the affairs of the Association and such other powers and duties as the board may specify.

5.03 Vice President. The vice president, during the absence or inability of the president, shall have the powers and duties of that office and shall have such other powers and duties as the board may specify.

5.04 Secretary. The secretary shall (a) cause to be given all notices of meetings of members and of the board; (b) act as the secretary of such meetings and be responsible for the preparation of minutes; (c) be the custodian of the minute book and registers of the Association and its corporate seal device; (d) be responsible for the completion and filing of the corporate annual summaries and other returns required by the Act and applicable provincial legislation; and (e) have such other duties as the board may specify.

5.05 Treasurer. The treasurer shall (a) be responsible for the deposit and disbursement of the Association's funds and the maintenance of proper accounting records of its financial transactions; (b) render at each meeting of the board, unless dispensed with by the board, an account of the financial transactions of the Association since the last board meeting at which such an account was rendered; (c) supervise the giving of notice of the amount and payment date of annual membership fees; (d) prepare annual financial statements of the Association; (e) furnish to the auditor such information as the latter may reasonably request in connection with the audit of the financial statements; and (f) have such other duties as the board may specify.

5.06 Term of Office. Each officer shall serve as such without remuneration and shall hold office, at the discretion of the board, until the earlier of resignation and the appointment of a successor. The board or the president may from time to time vary, add to or limit the powers and duties of any officer.

5.07 Auditor. At each annual meeting, the members shall appoint an auditor to examine and report to the members on the annual financial statements of the Association. If the members omit to do so or if a vacancy occurs in the office of auditor, the board may appoint an auditor. A director or officer, or a firm with which a director or officer is associated, shall not be appointed auditor without the unanimous consent of the members and the report of such auditor shall disclose that such person is a director or officer or that such firm is so associated. The auditor, if a director, officer or member, shall not be remunerated as such. In any other case, the auditor shall be remunerated in such amount, if any, as the board may fix.

## ARTICLE SIX - PROTECTION OF DIRECTORS AND OFFICERS

6.01 Limitation of Liability. No director or officer shall be liable for the acts, neglects or defaults of any other director or officer, or for joining in any act for conformity, or for any loss or damage incurred by the Association through the deficiency of title to any asset acquired by the Association, or from the insolvency or tortious act of any depository of moneys of the Association, or due to any error of judgment or oversight on the part of the director or officer or otherwise in the performance of such office or in relation thereto, *provided, however*, that nothing herein shall relieve a director or officer from complying with the Act and the regulations thereunder.

6.02 Indemnity. The Association shall indemnify a present or former director or officer and such person's heirs and personal representatives against all costs reasonably incurred in respect of any action or proceeding to which such person is made a party by reason of being or having been a director or officer if such person (a) acted honestly and in good faith with a view to the best interests of the Association and (b) if the action or proceeding is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. Nothing herein shall limit the right of any person to claim indemnity apart from the provisions of this by-law.

## ARTICLE SEVEN - NOTICE

7.01 Method of Giving Notices. Any notice to be given to a member, director, committee member, officer or auditor shall be sufficiently given if (a) mailed by prepaid ordinary mail addressed to such person's last address recorded on the books of the Association or (b) sent by facsimile to the person's last facsimile number (if any) recorded on the books of the Association or (c) delivered personally to the person to whom it is addressed or to such person's last address on the books of the Association. Any notice to members may be embodied in the Association's newsletter mailed to all the members. Notice shall be deemed to have been given (a) if mailed, when deposited in a public letter box (b) if sent by facsimile, when transmitted and (c) if delivered, upon delivery. The address of any person on the books of the Association may be changed in accordance with any information believed to be reliable.

7.02 Omission and Error. Accidental omission to give notice to anyone or the non-receipt of notice by anyone or any error in any notice not affecting its substance shall not invalidate any action taken at the meeting held pursuant to such notice.

7.03 Waiver of Notice. Anyone entitled to receive a notice may waive such notice and such waiver, whether given before or after the meeting or event of which notice is required, shall cure any default in giving such notice.

## ARTICLE EIGHT - ADMINISTRATIVE MATTERS

8.01 Head Office. The board may from time to time change the location of the head office within the municipality specified in the letters patent, as supplemented, of the Association.

8.02 Signing of Documents. Cheques shall be signed on behalf of the Association by the treasurer and, if so determined by the board, by any other director or officer. Any contract, undertaking or other document shall be signed on behalf of the Association either (a) by any director or officer authorized by the board to sign that document or documents of that class or (b), failing such authorization, by any two directors.

8.03 Corporate Seal. The board shall determine the form of the corporate seal.

8.04 Financial Year. Until changed by the board, the financial year of the Association shall end on the last day of December in each year.

8.05 Modification of By-Laws. Any by-law or provision thereof (not embodied in the letters patent, as supplemented, of the Association,) may be amended, replaced or repealed by a new by-law passed by the board and confirmed by the members at a special meeting called for the purpose, *provided, however*, that if the new by-law amends, replaces or repeals any by-law or provision thereof previously approved by the Minister for the time being charged with the administration of the Act (herein called the "*Minister*"), the new by-law shall come into force only upon the effective date of its approval by the Minister.

#### ARTICLE NINE - EFFECTIVE DATE

9.01 Effective Date. This by-law shall come into force upon the effective date of its approval by the Minister.

9.02 Repeal. The previous by-law of the Association is repealed with effect as of the coming into force of this by-law. Such repeal shall not affect the validity of any act, contract, election, appointment or resolution done, made or passed under or pursuant to the repealed by-law.

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PASSED by the Board on..... August 29, 1995 \_\_\_\_\_ Secretary

CONFIRMED by the Members on ..... October 17, 1995 \_\_\_\_\_ Secretary

APPROVED by the Minister on ..... October 23, 1995 \_\_\_\_\_ Secretary