



Canadian Positive People Network (CPPN)



By-Laws

A Document Review and Update is Underway

2020-03-31



By-Law Number One

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

Canadian Positive People Network

(The Corporation)

1. General information

- a. **Definitions** (in this By-Law and all other by-laws of the Corporation, unless the context otherwise requires):
- i. "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;
 - ii. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - iii. "Board" means the Board of Directors of the Corporation and "director" means a member of the board;
 - iv. "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;
 - v. "Meeting of members" includes an annual meeting of members or a special meeting of members;
 - vi. "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - vii. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the *Act*;
 - viii. "Regulations" means the regulations made under the *Act*, as amended, restated or in effect from time to time; and,
 - ix. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- b. **Interpretation**
- i. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person"



includes an individual, body corporate, partnership, trust and unincorporated organization.

- ii. Other than as specified in 1.1 above, words and expressions defined in the *Act* have the same meanings when used in these by-laws.
- iii. Where reference is made in this by-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute (as the case may be).
- iv. The English and French versions of these by-laws will be of equal force and effect, provided, however, that in the event of any conflict or inconsistency between the English and French versions, effect will be given to the version of the said by-laws that were drafted, accepted and approved immediately prior to translation that bears the more restrictive meaning.

c. Execution of Documents

- i. 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. In addition, the Board may from time-to-time direct the way, and the person or persons by whom a document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

d. Financial Year

- i. Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be the last day of March in each year.

ii. Annual Financial Statements

1. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) 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.



2. Membership Discipline

- a. The Board, by ordinary resolution duly passed, shall have authority to discipline, suspend or expel any member from the Corporation for any one or more of the following grounds:
 - i. Violating any provision of the articles, by-laws, or written policies of the Corporation;
 - ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - iii. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- b. If the Board determines that a member should be disciplined, suspended or expelled from membership in the Corporation, the secretary, or such other officer as may be designated by the Board, shall provide thirty (30) days' notice of the proposed discipline, suspension or expulsion to the member and shall provide reasons for the proposed discipline, suspension or expulsion. The member may make written submissions to the secretary, or such other officer as may be designated by the Board, in response to the notice received within such thirty (30) day period.
- c. If no written submissions are received by the secretary, the secretary, or such other officer as may be designated by the Board, may proceed to notify the member that the member is disciplined, suspended or expelled from membership in the Corporation.
- d. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a decision and shall notify the member concerning such decision within a further thirty (30) days from the date of receipt of the submissions.
- e. A member who has submitted written submissions in accordance with this section may appeal the Board's decision at the next annual meeting of members or at a special meeting requisitioned for that purpose in accordance with the *Act*, within sixty (60) days of receipt of the Board's decision. The members may, by ordinary resolution, amend or rescind the Board's decision to discipline, suspend or terminate the member. If the members take no action, or if a special meeting called to hear said appeal fails to achieve quorum, then the Board's decision shall stand.

3. Meetings of Members

a. Cost of publishing proposals for members' meetings

- i. The member who submits a proposal for consideration at a meeting of members shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by the by-laws or by ordinary resolution of the board or of the members present at the meeting.

b. Persons entitled to be present

- i. 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, by-laws or resolution of the Board to be present at the meeting. Any other person interested in attending the meeting may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

c. Chair of the meeting

- i. If both Co-Chairs are absent, the directors who are present shall choose a director from among their number to chair the meeting.

d. Quorum

- i. Quorum for the transaction of business at any meeting of members shall consist of not fewer than 10% of the members or 20 members, whichever is less, who are present in person, telephonically, electronically or by proxy.

e. Rules of order

- i. Any questions of procedure at or for any meeting of members, which have not been provided for in the by-laws or by the *Act*, shall be determined by the meeting's Chair in accordance with the most current edition of *Robert's Rules of Order*.

f. Votes to govern

- i. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the *Act*, be determined by votes cast on the question, by majority.



- ii. Except where a ballot is required by the Act or this by-law, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. The chair shall not vote except in the case of a tie, when he or she shall have the right to exercise a casting vote.
- iii. When a vote is conducted by ballot, the chair may vote, but shall not have the right to exercise a casting vote in the event of a tie.

g. Meeting held entirely by electronic means

- i. If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members 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.

4. Directors

a. Qualifications

- i. A director must be a member.
- ii. Regional directors must be resident in their respective regions.
- iii. **Directors elected to a designated community seat must self-identify with the community to/for which the seat is designated.**
- iv. The Youth director must meet the age requirement as at the date of election or appointment.

b. Composition of the Board

- i. Subject to the articles, the affairs of the Corporation shall be managed by a Board composed of fourteen (14) directors as follows:
 1. **One director from each of the following regions (Regional directors):**
 - a. British Columbia
 - b. Prairies (Alberta, Saskatchewan, Manitoba)
 - c. Ontario
 - d. Quebec
 - e. Atlantic (New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island)



f. Northern, rural, and/or remote communities

2. One director from each of the designated communities:

- a. Aboriginal/Indigenous communities
- b. Ethnocultural/Migrant communities
- c. Youth (under 30 years of age)
- d. People who identify as women or girls
- e. People living with HIV co-infections (e.g., HIV & hepatitis C)

3. Three (3) at-large directors.

ii. Nominations

1. Subject to the Regulations under the *Act*, a proposal for the nomination for the election of directors shall be signed by not less than two members entitled to vote at the meeting at which the proposal is to be presented. The cost of publishing and distributing proposals for the nomination of directors shall be borne by the Corporation.

iii. Term and election

1. Directors shall be elected for three-year terms. The election of directors shall be staggered over a three-year cycle, such that two regional directors, one or two key affected population directors and one at-large director are elected each year.
2. Directors may not be elected or appointed for more than three consecutive terms.
3. Directors shall be elected by majority vote using ranked ballots. Ballots shall allow for the option to oppose the election of any or all nominees, and any such opposing votes shall be included in the vote tally to determine whether the requisite majority has been attained.

iv. Vacancy in office

1. Pursuant to subsection 128(7) of the *Act*, a vacancy arises when a director:
 - a. Resigns
 - b. Is removed by members
 - c. Does not consent to act as a director
 - d. Does not meet the qualifications of a director
 - e. Is not capable of serving as a director
 - f. Dies



2. If a vacancy occurs in the office of a director, the Board may appoint a director to fill the vacancy until the next annual meeting of members or special meeting called to elect directors, at which time the members shall elect a director for the remainder of the term.

v. Removal from office

1. Pursuant to subsection 130(2) of the *Act*, members can decide to remove a previously elected director. Removal of a director requires a majority vote of members who are present at a meeting of members.

5. Meetings of Directors

a. Calling of meetings

- i. Meetings of the Board may be called by either Co-Chair of the Board (or both), or any two (2) directors, at any time.

b. Notice of meeting

- i. Notice of the time and place of a meeting of the Board shall be given to every director by telephonic, electronic or other communication facility at least seven (7) days before the day on which the meeting is to be held. If a director requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- ii. Notice of a meeting shall not be necessary if all 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.
- iii. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-laws 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) (Limits on Authority) of the *Act* that is to be dealt with at the meeting.



c. Regular meetings

- i. There shall be at least two meetings per year of the Board.
- ii. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

d. Chair of meeting(s)

- i. Meetings of the Board are chaired by one of the Corporation's Co-Chairs. If both Co-Chairs of the Corporation are absent, the directors who are present shall choose one from their number to chair the meeting of the Board.

e. Votes to govern

- i. At all meetings of the Board, every question shall be decided by majority of the votes cast on the question. The chair of the meeting shall not vote except in the case of a tie, when he or she shall have the right to exercise a casting vote.

6. Officers

a. 1.1. Power to designate and fill offices

- i. The Board 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.



b. Description of Offices

- i. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

1. **Co-Chairs**

- a. Two (2) Co-Chairs shall be directors. Every effort shall be made to ensure gender equity when appointing the Co-Chairs. One of the Co-Chairs of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chair of meetings shall have such other duties and powers as the Board may specify.

2. **Secretary**

- a. The secretary shall be a director. The secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. 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. The secretary shall have such other duties and powers as the Board may specify.

3. **Treasurer**

- a. The treasurer shall be a director. The treasurer shall be responsible for ensuring the custody of the funds and securities of the Corporation, the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time-to-time. The treasurer shall be responsible for the disbursement of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the directors at the regular meeting of the Board, or whenever the Board may



require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall have such other duties and powers as the Board may specify.

c. Vacancy in Office

- i. In the absence of a written agreement to the contrary, the Board 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:
 - 1. The officer's successor being appointed;
 - 2. The officer's resignation;
 - 3. Such officer ceasing to be a director (if a necessary qualification of appointment); or,
 - 4. The officer's death.
- d. 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.

7. Committees

a. Appointments

- i. The Board may from time-to-time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The Executive Director and Co-chairs will be ex-officio members of all committees, however the ED will be a non-voting member. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time-to-time make. Any committee member may be removed by resolution of the Board.

8. Notice

a. Method of giving notice

- i. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, 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:

1. 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);
 2. If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 3. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 4. If provided in the form of an electronic document in accordance with Part 17 of the Act.
- ii. 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.
- iii. 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 Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-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.

b. Invalidity of any Provisions of this By-law

- i. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.



c. Omissions and errors

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

9. Passage, amendment and repeal of By-Laws

- a. Subject to the articles, the Board may, by ordinary 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.
- b. 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.

10. Effective date

- a. Subject to matters requiring a special resolution, this By-Law shall be effective when made by the Board.

CERTIFIED to be By-Law Number 1 of the Corporation, as amended by the Directors of the Corporation and adopted by the Members of the Corporation, 2020-11-28.



By-Law Number Two

A By-law relating to matters which are subject to the provisions of
Subsection 197(1) of the *Canada Not-for-Profit Corporations Act (Act)* for
Canadian Positive People Network
(The Corporation)

1. Membership

a. Membership Conditions

- i. Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals living with HIV who are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation in such manner as may have been determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

b. Membership Dues

- i. There shall be no dues payable by members for membership in the Corporation.

2. Meetings of Members

a. Method of Giving Notice

- i. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.



b. Absentee Voting – Mail-in and Electronic Ballots

- i. Pursuant to section 171(1) of the Act, for the election of directors only, a member that is entitled to vote at general meeting of members may vote by mail in ballot or by means of a telephonic, electronic, or other communication facility. For this purpose, the Corporation shall have a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

c. Absentee Voting – Proxies

- i. 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 proxy-holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting of members in the manner and to the extent authorized by the proxy and with the authority conferred by it, in accordance with the requirements of the Act and its Regulations.
- ii. A proxy form conforming to the requirements of the Regulations shall accompany the notice of meeting.
- iii. No one may hold more than two (2) proxies.

3. Amendment and repeal

- a. The matters regulated by this by-law being among those specified in subsection 197(1) of the Act, a special resolution of the members is required to amend or repeal this by-law.

4. Effective date

- a. Subject to matters requiring a special resolution, this By-Law shall be effective when made by the Board.

CERTIFIED to be By-Law Number 2 of the Corporation, as enacted by the Directors of the Corporation by resolution, 2016-07-06 and confirmed by the members of the Corporation by special resolution, 2016-07-06.