



BYLAW No. 1
as of March 2008

NAME

1. The name of the corporation shall be the “Child Sexual Abuse Prevention Network Inc.”

CORPORATE SEAL

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

HEAD OFFICE

3. The head office of the corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the corporation may, by a bylaw, change the place or municipality and the province in which the registered office of the corporation shall be situated. A copy of the bylaw approved by 2/3 of the votes cast in favour of the bylaw shall be filed with the Minister

INTERPRETATION

4. Wherever the words “the corporation” or “the network” occur in the bylaws of the corporation, they shall be understood to mean the Child Sexual Abuse Prevention Network Inc.
5. Wherever the words “the board of directors” or “the board” occur in these bylaws, they shall be understood to mean the board of directors of the corporation.
6. Wherever the words “In Writing” occur in these bylaws, they shall be understood to mean communication by mail, fax or email.
7. In these bylaws and in all other bylaws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

MEMBERSHIP

8. Membership as an “individual member” in the corporation shall be limited to persons interested in furthering the objects of the corporation and residing within Canada; and shall

consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation.

9. Membership as a “corporate member” in the corporation shall be limited to associations, corporations, business entities, societies, partnerships, or other organizations interested in furthering the objects of the corporation having their head office within Canada; and shall consist of any such organization whose application for admission as a member has received the approval of the board of directors of the corporation. A corporate member shall designate an individual representative and may designate an alternative representative to the corporation.
10. There shall be no membership fees or dues unless otherwise directed by the board of directors on reasonable notice to the members.
11. Any member may withdraw from the corporation by delivering to the corporation two weeks notice in writing and lodging a copy of the same with the secretary of the corporation. Any member who does not give such notice at least ten days prior to the next membership renewal date will be liable for the payment of any membership fee payable for the ensuing year.
12. Any member may be required to resign or may be expelled by a vote of three-quarters (3/4) of the members at an annual meeting or be expelled by a two-thirds (3/4) vote of the board of directors.
13. Membership shall continue for a period ending on the next annual membership renewal date after becoming a member. The board shall determine the date of the annual membership renewal date for the corporation.
14. Membership shall be renewed automatically, on the next annual membership renewal date, unless a member has resigned or has been removed from the roll of members by the board, and subject to payment of any membership fee payable.
15. Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a resolution of the board of directors. Such recognition may be for a term of one year or for life. Honourary membership shall include all the privileges of active membership, except those of holding office and paying dues.

BOARD OF DIRECTORS

16. The board is responsible for overall governance, policy and direction of the network.
17. The board of directors shall:

- (a) fulfill all statutory obligations imposed on it;
- (b) further the objects of the network;
- (c) exercise oversight of the management, operations, resources and property of the network through and in accordance with its governance policies;
- (d) provide advice and counsel to the chairperson and the executive director or officer regarding such matters as public positions that ought to be taken by the network, network strategy and future directions;
- (e) fix the compensation of the executive director or officer.

18. The board shall include:

- (a) not less than 3 and not more than 7 directors;
- (b) The past chair, if any, who shall serve ex-officio without vote; and
- (c) The secretary.

19. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.

20. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.

21. Thereafter directors will be elected by a majority vote of the members in good standing at each annual general meeting of the members.

22. Directors shall be elected for a term of two years. A Director shall not be eligible for re-election for more than three consecutive terms (six years), provided that the Board may, in its discretion, and from time to time, vary the maximum number of consecutive terms as the Board considers advisable.

23. Directors must be individuals, at least 18 years of age, with the power under law to contract and, other than the first directors, members of the corporation in good standing.

24. The office of director shall be automatically vacated if: a resolution is passed by at least two-thirds (2/3) of the members present at a general meeting in favour of the removal of the director;

- (a) a resolution is passed by at least three-quarters (3/4) of the other directors in favour of the removal of the director;
- (b) a director has resigned his office by delivering a written resignation to the secretary of the corporation;
- (c) he/she is found by a court to be of unsound mind;
- (d) he/she becomes bankrupt or suspends payment with his creditors; or
- (e) he/she dies.

25. Vacancies on the board of directors, howsoever caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the network, if they shall see fit to do so, to serve until the next annual general meeting of the members; otherwise, such vacancy shall be filled at the next annual meeting of the members.
26. Resignation from the board must be in writing and received by the secretary.
27. A director who fails to attend four meetings in a calendar year or who misses three consecutive meetings will be deemed to have resigned. In such a case a director may request reinstatement and the board, may, at its discretion, reinstate the director upon such request.
28. The board of directors shall, in addition to the powers and responsibilities hereby expressly conferred on it, have such powers and responsibilities as are assigned to it by any bylaw of the network.
29. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
30. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
31. No public pronouncement in the name of the network may be made unless authorized by the board of directors or by some person to whom the board of directors has delegated this authority.
32. The board of directors or, at its request, the chairperson, may appoint Committees or designate members of the board of directors or of the network or others, to examine, consider, and report upon any matter or take such action as the board of directors may request. Any such committee may be terminated by the board of directors.
33. Directors shall not receive compensation other than for reasonable expenses.
34. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

MEETINGS OF THE BOARD

35. The board shall meet at least 6 times annually at a time and place agreed upon by the members of the board or as determined by the chair. Special meetings of the board may be called upon the written request of one-third of the members of the board.
36. The meeting may take place in person or by teleconference.
37. The board may also meet and transact business, including the presentation and passing of motions, in writing, if all directors unanimously agree.
38. A majority of directors in office, from time to time, but no fewer than three directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the corporation.
39. Each member of the board shall receive at least two weeks written notice of all board meetings except in the case of urgency, where at least forty-eight (48) hours written notice of such meeting shall be given to each board member, provided that no inadvertent error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors shall invalidate such meeting or make void any proceedings taken.
40. Any member of the board may at any time waive notice of any such meeting and any director may ratify, approve and confirm any or all proceedings taken.
41. Each director is entitled to exercise one vote. Resolutions of the directors require a simple majority to pass, except where otherwise required by law. Each director present at the meeting is entitled to exercise one vote.
42. The minutes of the board of directors shall be available to the board of directors, each of whom shall receive a copy of such minutes, but shall, in the discretion of the board, not be available to the general membership of the corporation.

OFFICERS

43. There shall be at least three officers of the corporation consisting of a chair, a secretary and an executive director or officer, provided that the executive director or officer of the corporation may serve as secretary.
44. Other officers may be appointed by resolution of the board of directors.
45. The board of directors shall meet to elect from among themselves a chair who shall serve for a term of at least one year.

46. The Chair shall not generally hold the same office for more than three consecutive terms (3 consecutive years), provided that the Board may in its discretion permit the Chair additional consecutive terms as the Board considers advisable.
47. At the expiration of the chair's term, she/he shall serve as past chair, and shall be a member of the board without vote for a term of one year.
48. The chair shall convene and preside at all board meetings and general meetings of the members. The chair shall regulate the order of business at such meetings. The chair can arrange for another board member to preside at a meeting that she/he cannot attend.
49. The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall perform such other duties as may be prescribed by the board of directors or chair, under whose supervision the secretary shall be. The secretary shall be the custodian of the seal of the corporation.
50. Day to day management of the network's affairs and operations shall be vested in the executive director or officer who shall have the following general functions and responsibilities as more particularly set out in the board's governance policies as approved from time to time by the board:
 - (a) to attend all board meetings unless directed otherwise by the chair;
 - (b) report to the board;
 - (c) to serve as secretary to the network if no one else is separately appointed;
 - (d) to keep, or have kept, minutes of all proceedings of the corporation;
 - (e) to have care and custody of its financial records; and
 - (f) to cause the publication of its reports.
51. The duties of the officers shall, in addition to any obligations imposed on them by these bylaws or by statute, be established by policy of the board or as set out in the terms of their engagement or as specified by the board of directors.

INSURANCE AND INDEMNIFICATION

52. Except as otherwise provided by law, no director or officer of the corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss occasioned by an error of judgement or oversight on his or her part or for any other loss, damage or misfortune which may happen in the execution of his or her duties; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the law or from liability for any breach thereof.
53. Every director and officer and former director or officer of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against all costs, charges and expenses which such person sustains or incurs in or

about any action, suit or proceedings which is brought, commenced or prosecuted against him, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the person in connection with the defence of any civil, criminal or administrative action or proceeding, or proposed or threatened claim, action, or proceeding, arising by reason of being or having been a director or officer of such corporation, or sustained or incurred in respect of the affairs of the corporation, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; except such costs, charges or expenses as are occasioned by his own willful neglect or default, provided that:

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

54. The corporation shall, subject to financial feasibility, purchase and maintain insurance for the benefit of any director and officer or former director or officer of the corporation against any liability incurred by the person, in his or her capacity as a director or officer of the corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the corporation.

EXECUTION OF DOCUMENTS

55. The executive director or officer shall sign all papers and documents requiring signature on behalf of the corporation unless someone else is designated by the board of directors. The directors shall have the power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MEETINGS OF THE MEMBERS

56. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada and on such day and time as the board of directors or the chairperson of the board may determine.

57. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights or any three members of the board.

58. The members may consider and transact any business either special or general at any meeting of the members.
59. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.
60. The members shall appoint an auditor at each annual meeting to hold office until the next annual meeting, and if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed, unless the corporation shall choose not to appoint an auditor, in which case the corporation will comply with the legal requirements for such an exemption.
61. Seventy percent (70%) of the members in good standing present in person or represented by proxy shall constitute a quorum of the members.
62. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. The notice may be sent by email to those members who have provided the corporation's secretary with their email address, and otherwise shall be given in the manner determined by the board of directors by resolution. For the purpose of sending notice to any member the address of the member shall be his last address recorded on the books of the corporation. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
63. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the corporation. The vote of a corporate member shall, in each case, be assigned to an individual.
64. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these bylaws.
65. Minutes of the proceedings of all general meetings shall be entered in books to be kept for that purpose by the secretary.
66. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
67. The Minutes of all general meetings and the financial statements of the corporation shall be kept at the office of the corporation and shall be made available for inspection by any member in good standing upon reasonable notice and at a reasonable hour. Copies of any such records may be requested by any such member upon payment of a reasonable charge

for the cost of making such copies.

68. Voting at general meetings shall normally be by show of hand, or if requested by the chair, by standing vote or secret ballot.
69. The chair shall vote only in the case of a tie.
70. In the case of elections, a chair of elections shall be appointed by the board to conduct and supervise the election and count all election ballots. The chair of elections shall not be a member of the board.
71. The procedure to be followed at all general meetings shall be determined by the chair of the meeting in accordance with the degree of formality considered appropriate by the chair so that all members are treated with dignity, respect and fairness.
72. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

BYLAWS – MAKING, REPEALING, AMENDMENTS

73. The bylaws of the corporation not embodied in the Letters Patent may be repealed or amended by bylaw, or a new bylaw relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the bylaw at a meeting of members duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
74. Except where otherwise provided by statute, bylaws may be made, repealed or amended by a resolution of at least two-thirds of the directors, and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the bylaw at a meeting of members duly called for the purpose of considering the said bylaw.

BORROWING

75. Provided that this part of this bylaw is sanctioned by at least two-thirds of the votes cast at a general meeting of the members duly called for considering the bylaw, the directors of

the corporation may from time to time:

- (a) borrow money upon the credit of the corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; or
- (d) secure any such bond, debenture or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

FISCAL YEAR

76. The fiscal year of the corporation shall commence on the first day of January in each year or as determined by resolution of the board of directors.