



Canadian Association for Photographic Art
L'Association canadienne d'art photographique

Amended By-law No. 1

A bylaw relating generally to the conduct of the affairs of the

Canadian Association for Photographic Art /
L'association canadienne d'art photographique
(the “Association”)

BE IT ENACTED as a by-law of the Association as follows:

By-laws for the
Canadian Association for Photographic Art /
L'association canadienne d'art photographique
(the "Association")

Table of Contents

Section 1 - General	1
1.01 Definitions.....	1
1.02 Interpretation.....	1
1.03 Invalidity of any provisions of this By-law	2
1.04 Corporate Seal.....	2
1.05 Execution of Documents.....	2
1.06 Financial Year End	2
1.07 Banking Arrangements	2
1.08 Borrowing Powers	2
1.09 Annual Financial Statements	3
Section 2 - Membership	3
2.01 Membership Conditions.....	3
2.02 Transferring Membership	3
2.03 Membership Dues	3
2.04 Termination of Membership	3
2.05 Effect of Termination of Membership	4
Section 3 - Meetings of Association Members	4
3.01 Notice of a Meeting of Members	4
3.02 Members calling a Meeting of Members	4
3.03 Place of Meeting of Members.....	4
3.04 Persons Entitled to be Present.....	4
3.05 Chair of Meetings of Members	5
3.06 Quorum	5
3.07 Voting at Members Meeting	5
3.08 Participation by Electronic Means at Meeting of Members	5
3.09 Meeting of Members held entirely by Electronic Means.....	5
Section 4 - Election and Term of Directors.....	5
4.01 Election of Directors	5
4.02 Number of Directors	6
4.03 Term of Office of Directors	6
4.04 Resignation	6
4.05 Vacancy in Office of Director.....	6
4.06 Interim Director	6
Section 5 - Meetings of the Board of Directors	7
5.01 General.....	7
5.02 Calling of Meetings of Board of Directors	7
5.03 Notice of Meeting of Board of Directors	7
5.04 Regular Meetings of the Board of Directors.....	7

5.05	Voting at Meetings of the Board of Directors	7
5.06	Committees of the Board of Directors	8
5.07	Remuneration.....	8
5.08	Disclosure of Interest in Contracts.....	8
5.09	Timing of Disclosure	8
5.10	Voting and Presence	8
5.11	Conflict of Interest Policy	9
Section 6	- Officers.....	9
6.01	Appointment of Officers	9
6.02	Officers of the Association	9
(a)	President.....	9
(b)	Vice-President.....	9
(c)	Secretary	9
(d)	Treasurer	10
6.03	Officer Vacancies.....	10
Section 7	- Method of Giving Notice	10
Section 8	- Dispute Resolution.....	11
8.01	Dispute Resolution Mechanism	11
Section 9	- Omissions and Errors	12
Section 10	- By-laws and Effective Date.....	12

By-laws for the
Canadian Association for Photographic Art /
L'association canadienne d'art photographique
(the "Association")

Section 1 - General

1.01 Definitions

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

- (a) "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;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- (c) "board" means the board of directors of the Association;
- (d) "director" means a member of the board;
- (e) "by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- (f) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (g) "special meeting of members" includes a special meeting of all members entitled to vote at an annual meeting of members;
- (h) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (i) "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (j) "special resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

The wording of the Association's articles prevails over any conflicts or differences in wording or interpretation arising from this and any other by-law of the Association.

1.03 Invalidity of any provisions of this By-law

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.

1.04 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association must be signed by any two (2) of its officers or directors. In addition, the board 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-law or other document of the Association to be a true copy thereof.

1.06 Financial Year End

The financial year end of the Association shall be determined by the board of directors.

1.07 Banking Arrangements

The banking business of the Association shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board 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 Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.08 Borrowing Powers

The directors of the Association may, without authorization of the members,

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give a guarantee on behalf and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

1.09 Annual Financial Statements

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

Section 2 - Membership

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available to persons interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Association by resolution of the board or in such other manner as may be determined by the board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws.

2.02 Transferring Membership

A membership may only be transferred to the Association. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to this section of the by-laws.

2.03 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within one (1) calendar month of the membership renewal date, the members shall be in default and shall automatically cease to be members of the Association. Membership dues will be set by the board.

2.04 Termination of Membership

A membership in the Association is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in the section on membership conditions of this by-law;
- (c) the member resigns by delivering a written resignation to the board of the Association, in which case such resignation shall be effective on the date specified in the resignation;

- (d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-law;
- (e) the member's term of membership expires; or
- (f) the Association is liquidated or dissolved under the Act.

2.05 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

Section 3 - Meetings of Association Members

3.01 Notice of a Meeting of Members

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

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

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

3.02 Members calling a Meeting of Members

The board of directors 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 meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

3.03 Place of Meeting of Members

Subject to compliance with section 159 (Place of meetings of members) of the Act, meetings of the members may be held at any place within Canada determined by the board.

3.04 Persons Entitled to be Present

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 Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.05 Chair of Meetings of Members

In the event that the president of the board and the vice-president of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.06 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the lesser of 30 or 3% 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.

3.07 Voting at Members Meeting

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.

3.08 Participation by Electronic Means at Meeting of Members

If the Board of the Association 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 this by-law, 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 Association has made available for that purpose.

3.09 Meeting of Members held entirely by Electronic Means

If the directors or members of the Association call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4 - Election and Term of Directors

4.01 Election of Directors

The Board shall prescribe rules and regulations governing elections of the Association in accordance with democratic principles and in compliance with the Act, fix the date thereof, appoint the nominating committee, and, in case of contest or protests, render final decisions.

Directors must be elected by the membership and be members of the Association who are at least 18 years of age. No person shall be elected as a director who has been found under the laws of any province to be unable to manage his or her property or declared to be incapable by any court outside of Canada, who has the status of a bankrupt or who is an "ineligible individual" as defined in the *Income Tax Act* (Canada) R.S.C. 1985, c. 1 (5th Supp.).

4.02 Number of Directors

As specified in the articles, the board shall consist of a minimum of 3 and a maximum of 17 directors, as determined from time to time by resolution of the board.

4.03 Term of Office of Directors

The directors shall be elected to hold office for a term as prescribed in the rules and regulations governing elections of the Association prescribed by the board from time to time.

4.04 Resignation

Any director may resign at any time by giving written notice to the board.

4.05 Vacancy in Office of Director

A vacancy on the Board can arise for a variety of reasons, including:

- (a) a resignation;
- (b) the removal of a director by the members;
- (c) an increase in the number, or in the minimum or maximum number, of directors provided for in the articles;
- (d) members not electing the minimum of directors required by the articles, or
- (e) because a candidate for election or individual duly elected:
 - i. subsequently did not consent to act as a director
 - ii. was found did not meet the qualifications
 - iii. was incapable of serving as a director
 - iv. declared personal bankruptcy, or
 - v. died.

4.06 Interim Director

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy on the board. If there is not a quorum of the board, the remaining directors shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

Section 5 - Meetings of the Board of Directors

5.01 General

Subject to the Act, and the Articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Association.

5.02 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair, the vice-chair or any two (2) directors at any time.

5.03 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association not less than 7 days before the time when the meeting is to be held by one of the following methods:

- (a) delivered personally to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- (b) mailed by prepaid ordinary mail to the director's address as set out in (a);
- (c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.
- (e) 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 the by-law otherwise provides, 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.

5.04 Regular Meetings of the Board of Directors

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.

5.05 Voting at Meetings of the Board of Directors

At all meetings of the board, 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.

All directors appointed to more than one area of responsibility will have only one vote on the board. Regardless of multiple office appointments, a director is entitled to only one vote.

5.06 Committees of the Board of Directors

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. 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.

5.07 Remuneration

No director, nor any member of an Association committee, shall receive cash remuneration. At the discretion of the board, a director or committee member may be reimbursed for approved travel expenses and incidental expenses incurred while conducting the Association's official business.

Provided the procedures in Article 5.08 are followed, a director may be compensated for a paid role outside of the role of director, as a consultant, project manager, or other contractor position, provided that the role and compensation are clearly defined and approved by the board. Such arrangements must be transparent, with the terms of engagement and compensation approved and documented in board records to manage this conflict of interest.

5.08 Disclosure of Interest in Contracts

A director of the Association who:

- (a) is a party to a material contract or transaction or a proposed material contract or transaction with the Association; or
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or a proposed material contract or transaction with the Association;

shall disclose to the board of directors the nature and extent of their interest.

5.09 Timing of Disclosure

Such disclosure shall be made at the first meeting of the board at which the proposed contract or transaction is considered. If the director was not then interested in a proposed contract or transaction, the disclosure shall be made at the first meeting after the director becomes so interested.

5.10 Voting and Presence

Except as permitted by the Act, no such director shall vote on any resolution to approve the contract or transaction. Further, the director shall absent themselves from any meeting, or portion thereof, while the matter is being discussed, unless the board invites the director to provide information.

5.11 Conflict of Interest Policy

The Board shall maintain a formal Conflict of Interest Policy that outlines the procedures for annual written disclosures and the management of perceived or actual conflicts. All directors shall be required to sign an annual statement of compliance with said policy.

Section 6 - Officers

The board may exercise all such powers as do all such acts or things as may be exercised or done by the Association that are not by the Act, articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Association.

6.01 Appointment of Officers

The board may designate the offices of the Association, accept the election of officers by the members or appoint officers from time to time, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. All officers must be members of the Association. Two or more offices may be held by the same person.

6.02 Officers of the Association

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

(a) President

The president shall be a director. The president of the board shall preside at all meetings of the board of directors and of the members.

The president shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the board, have general supervision of the affairs of the Association.

The president shall have such other duties and powers as the board may specify.

(b) Vice-President

The vice-president shall be a director. If the president is absent or is unable or refuses to act, the vice-president shall preside at all meetings of the board of directors and of the members.

The vice-president shall have such other duties and powers as the board may specify.

(c) Secretary

The secretary shall be a director and be the secretary of all meetings of the board, Association members and committees of the board.

The secretary shall enter or cause to be entered in the Association'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 Association.

(d) Treasurer

The treasurer shall be a director and shall have such powers and duties as the board may specify. In general, the Treasurer shall keep, or cause to be kept, proper accounting records as required by the Act.

The treasurer shall deposit, or cause to be deposited, all monies received by the Association in the Association's bank account; the treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Association; the treasurer shall render to the board, whenever required, an account of all transactions as treasurer and of the financial position of the Association; and the treasurer shall perform such other duties as may from time to time be prescribed by the board.

Subject to the Act, the board of directors may modify, increase, or limit the duties and powers of any officer.

6.03 Officer Vacancies

The board may remove any officer of the Association, whether for cause or without cause. 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.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 7 - Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

- if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 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 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 Association to any notice or other document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

Section 8 - Dispute Resolution

8.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) 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 board of the Association) 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.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) 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 Association 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.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 9 - Omissions and Errors

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 Association 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.

Section 10 - By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association.

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 special resolution.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed.

The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by a special resolution of the members.

ENACTED by the board of the Association on the ____ day of _____, 2026.

Secretary

ENACTED by the members of the Association on the ____ day of _____, 2026.

Secretary