

## BY-LAW NO. 1

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

### **XEROX CANADA RETIREE ASSOCIATION INC.**

### **L'ASSOCIATION DES PERSONNES RETRAITES DE XEROX CANADA INC. ("Association")**

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

#### SECTION 1 — General

##### 1.01 Purpose of the Corporation

The purpose of the Xerox Canada Retiree Association is to provide a forum enabling the carrying out of activities of interest to all persons, at any point in time, who have retired from Xerox Canada.

##### 1.02 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 Associations 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) “Association” means the Xerox Canada Retirees Association Inc.
- d) “board” means the national board of directors of the Association and “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; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g) “member” means all persons retired from Xerox Canada or on formal bridge to retirement. Upon death of a member the membership can be transferred to the surviving Spouse / Partner
- h) “officer” means a director appointed by the board to hold a designated office
- i) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) “proposal” means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- l) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### 1.03 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### 1.04 Changes to By-Laws

Changes to existing Association by-laws, including this by-law, require the approval of a 2/3 (two thirds) majority of members of the Association.

### 1.05 Corporate Seal

The Association will not utilize a corporate seal.

#### 1.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association must be signed by two (2) of its directors, one of whom must be an officer. 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 officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

#### 1.07 Financial Year End

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

#### 1.08 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or association 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 may by resolution from time to time designate, direct or authorize.

The Treasurer and at least one other officer will have signing authority for all banking arrangements. The Treasurer or other signing officer may sign all cheques for routine transactions of under \$1,000 and all payments to regional chapters of the Association. For all other transactions an approved motion in the minutes is required prior to writing the cheque.

#### 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 from the Treasurer of the Association and any member may, on request, obtain a copy free of charge.

The Treasurer will review the Association's financial statements with the board on an annual basis, at least one month prior to the Annual General Meeting. The financial statements will not be the official financial statements of the Association until approved by a formal vote of the board.

Annually the board will appoint a competent person, who may be a member of the Association, but not a member of the board, to review all banking transactions of the Association for the year, and reconcile these transactions to the financial statements. As part of the annual board review of the financial statements, this person will present a report to the board indicating any issues that require the attention of the board.

### SECTION 2 — Membership – Matters Requiring Special Resolution

## 2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be automatic to persons who have retired from Xerox Canada Inc. ("Retiree"), or are on a formal bridge to retirement program, based on the definition of retirement utilized by Xerox Canada. Upon death of a member, membership may be transferred to the surviving Spouse / Partner. If desired, the surviving Spouse / Partner would be added to the XCRA membership database.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## 2.02 Notice of Meeting of Members

Notice in English and French 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: Fourteen (14) days' written notice shall be given to each member by email or by other means established by the board from time to time, of any Annual or Special General Meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members will contain information regarding the method by which members may vote. Each member present at a meeting shall have the right to exercise one vote. Pursuant to subsection 197(1) (Fundamental Changes) 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.

## SECTION 3 — MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

### 3.01 Membership Dues

There shall be no membership fees unless otherwise directed or approved by the board.

### 3.02 Termination of Membership

A membership in the Association is terminated when:

- a) the member dies;
- b) the member withdraws from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association;
- c) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- d) the member refuses to pay any fees that may be levied from time to time by their due date, unless the board adopts a resolution to waive such fees which shall only be waived in cases of financial hardship or

- e) the Association is liquidated or dissolved under the Act.

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.

### 3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Association;
- b) carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, shall provide

twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## SECTION 4 — MEETINGS OF MEMBERS

### 4.01 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, guests of those members, the directors 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. Guests of members may not address the board or the members at a meeting of members.

### 4.02 Chair of the Meeting

In the event that the President and 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.

#### 4.03 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 10% of the members entitled to vote at the meeting.

A quorum includes:

- a) the members present at the meeting,
- b) the members attending the meeting by telephone,
- c) the members attending the meeting by electronic means and
- d) the members who have provided their voting instructions in advance of the meeting in accordance with the direction provided in the notice of meeting of members.

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.

A quorum with respect to any matter voted on at a meeting of members requires votes to have been received in one of the above four manners from at least 10% of the entire membership on that matter.

Any item voted on at a meeting of members must have been communicated to all members in accordance with the notice period requirements in Section 2.02.

#### 4.04 Votes to Govern

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.

### SECTION 5 — DIRECTORS

#### 5.01 Election and Term

Directors must be members. Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. Broad regional representation will be encouraged in sourcing candidates for the board of directors. No remuneration will be paid to directors.

Directors are elected for a two year term. If a vacancy occurs a new director may be appointed by the board to complete the term of the former director until the next Annual General Meeting.

Directors shall be limited to four (4) consecutive two (2) year terms. An exception may be made if the Board unanimously votes that one of its Directors may run for a fifth term of two (2) years and includes this information on the slate of candidates proposed to the members for a vote.

#### 5.02 Participation

A Director shall participate in a minimum of two thirds of the Board of Directors meetings. Any Director who does not meet this minimum may be subject to dismissal at the discretion of the Board.

### SECTION 6 — MEETINGS OF DIRECTORS

#### 6.01 Calling of Meetings

Meetings of the board may be called by the President, the Vice President of the board or any two (2) directors at any time.

#### 6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Association not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless 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.

#### 6.03 Regular Meetings

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.

#### 6.04 Quorum

A quorum at any meeting of the directors shall be a simple majority of those directors of the board entitled to vote at the meeting.

A quorum includes:

- a) directors present at the meeting,
- b) directors attending the meeting by telephone, and
- c) the members attending the meeting by electronic means.

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.

A quorum with respect to any matter voted on at a meeting of members requires votes to have been received in one of the above four manners from at least 10% of the entire membership on that matter.

Any item voted on at a meeting of members must have been communicated to all members in accordance with the notice period requirements in Section 2.02.

#### 6.04 Votes to Govern

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.

#### 6.05 Advisors

The board may from time to time appoint any individual to the position of advisor, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. The number of advisors will not exceed one third of the number of directors serving on the Board. The term for an advisor will be two years or less, terminating at the next AGM. An advisor may be appointed for a second term of up to two (2) years only. An advisor shall provide guidance and input to the Board upon request and shall have no voting privileges.

#### 6.06 Committees

The board may from time to time appoint any committee, 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 must have a current Director as its Chair, and shall:

- a. have a clear mandate and terms of reference,
- b. have a term limit,
- c. keep minutes of its meetings, and
- d. report to the XCRA Board monthly.

The Board shall approve the membership of the committee and may remove any member by board resolution.

### SECTION 7 — OFFICERS

#### 7.01 Description of Officers

Officers must be directors and are appointed by the board at the first board meeting following the Annual General Meeting and hold office until the next annual general meeting. An officer will serve in their position for no more than four (4) years. An exception may be made if the Board unanimously votes that a fifth year would be in the best interest of the Corporation.



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 – If appointed, 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.
- b) Vice-President– If appointed, the Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the board.
- c) Secretary – If appointed, 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 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; as required the Secretary shall be responsible for submission to the appropriate government ministry forms such as:
  - Changes to Articles of Continuance
  - Amended By-Laws
  - Notification of changes in directors
  - Address changes of the Association or its officers or directors.
- d) Treasurer - If appointed, the Treasurer shall have such powers and duties as the board may specify. Upon request by a member, the Treasurer shall be required to provide the member with a copy of the annual financial statements free of charge.
- e) Immediate Past President – If appointed, the Immediate Past President shall be an ex officio Officer and director of the Board and provide continuity of Board governance and operations. The immediate past president is not elected, and serves in this position by virtue of their previous position as President, and shall have voting privileges.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board or President requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

The board will encourage and promote the development of regional chapters in as many regions of Canada as are deemed appropriate. Each regional chapter will have a Regional President who is appointed by the XCRA members in that region, and will have a structure that is appropriate to that region. The Regional Presidents will not automatically be directors or officers of XCRA, but may be elected as directors or officers.

## 7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. 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 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 8 — NOTICES

### 8.01 Method of Giving Notices

Any notice (which term includes any communication or document in both English and French) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, 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:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's physical or electronic mail 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); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the 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, type-written or printed or partly written, stamped, type-written or printed.

#### 8.02 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.

#### 8.03 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 9 — DISPUTE RESOLUTION

#### 9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

#### 9.02 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 law suit 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.

d) 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 10 — INDEMNITIES TO DIRECTORS AND OTHERS

10.01 Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association 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 Association, from and against;

a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

b. all other costs, charges and expenses which he/she sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

## SECTION 11 — EFFECTIVE DATE

### 11.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20XX and confirmed by the members of the Association by special resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 20XX.

Dated as of the [day] day of [Month], [Year].

[Indicate name of director/officer]