

BY-LAW NO. 1

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

Women in International Security Canada Incorporated (the "Corporation")

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

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires and the term is explicitly defined:

- 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 Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "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;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in the by-laws of the Corporation.

1.03 Corporate Seal, Branding and Logo

The Corporation 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 Corporation shall be the custodian of the corporate seal.

The Corporation may also have associated identification, such as branding including a corporate logo. Any use of this branding is subject to the strict adherence to the mandate of the organization and authorization by the Corporation.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by its designated 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 Corporation to be a true copy thereof.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes, who have provided annual payment of the membership dues, or by any other resolution in such other manner as may be determined by the board. Each member shall be entitled to receive notice of membership renewal dates, attend, participate and vote at all meetings of the members of the Corporation. Upon discretion of the board, a free membership of up to a period of one year may be offered to any volunteers or staff.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be informed 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 in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation 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 Section 2.01 of this by-law;
- 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's term of membership expires; or
- e. the Corporation 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 Corporation, automatically cease to exist.

3.03 Discipline of Members

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

- a. violating any provision of the by-laws, articles, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation 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 and interests of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership, the Chair, or any other director as may be designated by the board, shall provide twenty (20) days written 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 board, in response to the notice received within a twenty (20) day period. In the event that no written submissions are received by the board, the board may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

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

All attendees shall be those entitled to vote at meetings of members, including at the Annual General Meeting. The directors and the public accountant, if applicable, of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, and by-laws of the Corporation are to be present at the meeting. In accordance with the Act and Regulations, attendance may be permitted by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the Chair of the Board is to be absent, the Chair of the board shall appoint a director of the board to chair the members meeting. Should the Chair of the board be unexpectedly absent, the present directors shall elect a chair for the meeting amongst themselves. If a director is unavailable, a member will be chosen to chair, by majority vote of present members.

4.03 Member Attendance

All members shall be provided the option to participate by proxy, facilitated by telecommunications or other live electronic means. Presence by proxy and associated voting shall be validated and noted by the Chair of the meeting for record-keeping purposes.

4.04 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. 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.

4.05 Votes to Govern

At any meeting of members, every question, for which a vote shall determine decision, or course of action, 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 question of those in attendance. 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 Function of Directors

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors (the "board"). All powers of the Corporation may be exercised by or under authority of the board.

5.02 Number of Directors; Qualifications

The Board shall consist of not less than three (3) elected directors, and shall be fixed from time to time, within such minimum or maximum, by majority vote of the Board then in office, provided, however, no decrease shall shorten the term of any incumbent director, except as otherwise provided in Section 5.04.

5.03 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of the members and at each succeeding annual general meeting when an election of a director or directors is required. Each director shall be elected to hold office for a term expiring no later than the close of the third annual meeting of members following her election into office. In order to hold office for another term, limited to 3 years, the director must be re-elected at a meeting of the members.

5.04 Resignation or Removal of Director

Unless the Act provides otherwise, a director may resign at any time upon written notice to the Chair of the board and Secretary. Such resignation shall take effect on the date the notice was delivered to the Chair and Secretary. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective. Unless the Act provides otherwise, the Board may remove any director, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of all of the members of the Board at a regular meeting of the Board or at a special meeting of the Board held at least twenty (20) days after notice of the proposed removal is given to all directors. Any director proposed to be removed shall be entitled to at least seven (7) days written notice, including by electronic mail, of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5.05 Vacancy on Board

A majority of the remaining directors, whether or not sufficient to constitute a quorum, may at any time fill a vacancy on the board which results from any cause, by appointment. A director appointed to fill a vacancy shall serve until the next Annual General Meeting whereby an election to fill the vacancy will be required. Maintaining office will require successfully competing in the election for any appointed director filling a vacancy. Upon election, the director will be subject to a standard term of 3 years as per article 5.03 of this by-law.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of directors may be called by the Chair of the board, or by any two (2) directors at any time, provided that a majority of the board members can be present.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation 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 Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- 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.

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 addressed 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 Meetings Held by Electronic Means

If the directors or members of the Corporation 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.

6.05 Votes to Govern

At all meetings of the board, every decision shall be decided by a majority of the votes cast on the question. In case of an equality of votes, should all board members not be present, proxy vote on the issue with equality of votes shall be executed.

SECTION 7 - OFFICERS

7.01 Description of Offices

All officers of the Corporation commit to playing an active role in the governance, programming and implementation of the Corporation's activities. 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 elected, designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair of the board shall be a director. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify. The Chair will serve as an elected director of the Corporation adhering to an office term, or terms, as per article 5.03 of the by-law.
- b. **Vice Chairperson of the Board** – The Vice Chairperson will serve as an elected director of the Corporation adhering to an office term, or terms, as per article 5.03 of the by-law. The Vice Chairperson will act in the absence of the Chairperson of the board where required. The Vice Chairperson will have other duties as the board may specify.
- c. **Secretary** – The Secretary will serve as an elected director of the Corporation adhering to an office term, or terms, as per article 5.03 of the by-law. The Secretary's duties include but are not limited to: ensuring accurate and organized record of board and corporate decisions, resolutions and documents; maintaining lists of officers, board members, and membership. The Secretary will have other duties as the board may specify.
- d. **Treasurer** - The Treasurer will serve as an elected director of the Corporation adhering to an office term, or terms, as per article 5.03 of the by-law. The treasurer

will be responsible for the financial bookkeeping, reporting, adequate accounting and overall financial organization of the Corporation. The treasurer will provide regular financial updates to the board, and at members meetings as required. The Treasurer will have other duties as the board may specify.

e. Other Elected Directors and Officers - will adhere to the general principles and responsibilities of the Corporation, as provided in the article and by-laws. The elected directors shall have duties as specified by the Chair or the Board, with due consideration of the needs of the Corporation.

The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 General Responsibilities of Corporate Office

All and any powers and duties of directors of the board of the Corporation are bound by standard ethical conduct and the rule of law, particularly as specified in section 141 of the Act, including the required disclosure and where applicable, approval by the board of "the nature and extent of any interest in a material contract or material transaction, whether made or proposed, with the Corporation," or on its behalf.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement calls for or the board 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.

7.03 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 Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. The completion of officer's specified term,
- b. the officer's successor being appointed,
- c. the officer's resignation,
- d. such officer ceasing to be a director (if a necessary qualification of appointment), or
- e. such officer's death.

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 as per article 5.05, or with majority vote, as per discretion of the board.

SECTION 8 – FINANCE

8.01 Checks, Drafts, Etc.

All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board, including any banking resolution, be signed by directors so formally authorized by the board.

8.02 Banking Arrangements

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

8.03 Contracts

The board may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority must be specified in writing. The granting of this authority may be general or confined to specific instances.

8.04 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board or by action of a duly empowered committee of the Board. This Section applies to all loans, with or without interest. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Corporation to a director or officer of the Corporation. Application for credit lines shall be approved by the Board at a meeting of the Board. Once a loan has been approved by the Board, the execution of the loan, and any withdrawals from such loan shall be approved by the Board.

8.05 Annual Financial Statements

The Corporation 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, provide summary of statements in its annual report. In addition it will inform members that the annual financial statements and documents provided in subsection 172(1) can be made available to members upon request.

8.06 Fiscal Year

The fiscal year of the Corporation shall be the twelve calendar month period ending March 31 in each year.

SECTION 9 - NOTICES

9.01 Method of Giving Notices

Any notice (which includes any communication or document) 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 by any one of the following:

- a. 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); 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 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.

9.02 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.

9.03 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 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.

SECTION 10 INDEMNIFICATION

10.01 Indemnification

Subject to Section 10.02, the Corporation shall indemnify any director or officer, or former director or officer, against expenses incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under these by-laws, any agreement, vote of the board, or otherwise.

10.02 Determination and authorization of indemnification

The Corporation may not indemnify an officer or director under Section 10.01 unless specifically authorized by a vote of the board after it determines that indemnification of the officer or director is permissible because such officer or director has met the relevant standard of conduct in the by-laws and the Act.

10.03 Advance for Expenses

The Corporation shall, before final disposition of a proceeding and in accordance with the Act, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or director if the individual delivers to the Corporation (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and other applicable law, including the Act; and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Act or applicable law.

10.04 Settlement or Compromise Payments

With respect to any matter disposed of by a settlement or compromise payment by such officer or director, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved by (1) a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose, (2) if such a quorum cannot be obtained under (1), by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more disinterested directors; (3) if there are no disinterested directors, by special legal counsel selected by a majority vote of all directors; provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and the Act; or (4) by a court of competent jurisdiction.

10.05 Legal Expenses

The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

10.06 Disinterested Director

For purposes of this Section 10 a "disinterested director" shall mean a director who, at the time of a vote referred to in this Section 10, is not: (a) A party to the proceeding; or (b) An individual having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.

10.07 Severability

Every provision of this Section 10 is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Section 10.

SECTION 11 - DISPUTE RESOLUTION

11.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 11.02 of this by-law.

11.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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 Corporation 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 Corporation) 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 in writing.
- 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 Corporation 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 12 - MISCELLANEOUS

12.01 Books and Records

The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of the Board and of any officer executive or other committee when exercising any of the powers of the Board. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. Copies of the Articles, Bylaws and committee charters, if any, shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

12.02 Execution of Document

A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

12.03 Amendments

The Board shall have the power to amend the Bylaws by the affirmative vote of two-thirds (2/3) of all of the members of the Board provided that written notice of such action shall have been given with the notice of the meeting of the Board at least ten (10) days prior to such meeting.

SECTION 13 - EFFECTIVE DATE

13.01 Effective Date

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 20th day of April 2015 and confirmed by the members of the Corporation by special resolution on the 20th day of April, 2015.

These by-laws were updated and agreed upon by special resolution, on the day of 21 July, 2016.