



**Canadian Right of Way Education Foundation
(the "Corporation")**

By-law No. 7

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

SECTION 1 - GENERAL

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

1.1.1 "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;

1.1.2 "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.1.3 "Board" means the Board of Directors of the Corporation and "director" means a member of the board;

1.1.4 "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

1.1.5 "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;

1.1.6 "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

1.1.7 "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

1.1.8 "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

1.1.9 "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

1.2.1 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.

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

1.3 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers 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 – FINANCIAL

2.1 Financial Year End - The financial year end of the Corporation shall be June 30th in each year.

2.2 Borrowing Powers

2.2.1 If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

2.2.1.1 borrow money on the credit of the corporation;

2.2.1.2 issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and

2.2.1.3 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

2.2.2 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

2.2.3 Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

2.3 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, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.4 Expenditures

2.4.1 The President may commit or pledge up to and including \$50,000.00 in any given year subject to the following:

2.4.1.1 approval by a minimum of four (4) Directors, said approval may be obtained by conference call, signed facsimile or e-mail;

2.4.1.2 any commitments or pledges made during the fiscal year must be reported to the members at the annual meeting of members; and

2.4.1.3 the pledge or commitment may not reduce the assets of the Corporation to less than \$75,000.00.

2.4.2 The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to the President, Vice-President or Secretary-Treasurer, or all or any of them, of the Corporation, the right to employ and pay salaries to employees.

2.4.3 The Directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation.

SECTION 3 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

3.1 Membership Conditions

3.1.1 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 and who have applied for and been accepted into membership in the Corporation 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 Corporation.

3.1.2 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 if those amendments affect membership rights and/or conditions

described in paragraphs 197(1)(e), (h), (l) or (m).

3.2 Membership Transferability

3.2.1 A membership may only be transferred to the Corporation.

3.2.2 Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

3.3 Notice of Members Meeting

3.3.1 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility, eg website or local chapter newsletter, 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.

3.3.2 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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.4 Members Calling a Members' Meeting - 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.

3.5 Absentee Voting at Members' Meetings

3.5.1 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

3.5.1.1 a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

3.5.1.2 a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

- 3.5.1.3 a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- 3.5.1.4 if a form of proxy is created by a person other than the member, the form of proxy shall:
- 3.5.1.4.1 indicate, in bold-face type:
 - 3.5.1.4.1.1 the meeting at which it is to be used,
 - 3.5.1.4.1.2 that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - 3.5.1.4.1.3 instructions on the manner in which the member may appoint the proxyholder,
 - 3.5.1.4.2 contain a designated blank space for the date of the signature,
 - 3.5.1.4.3 provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - 3.5.1.4.4 provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - 3.5.1.4.5 provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - 3.5.1.4.6 state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- 3.5.1.5 a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- 3.5.1.6 if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

3.5.1.7 a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

3.5.2 Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 4 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1 Membership Dues - There shall be no dues payable by members for membership in the Corporation.

4.2 Termination of Membership - A membership in the Corporation is terminated when:

4.2.1 the member dies or resigns;

4.2.2 he is found by a Court to be of unsound mind;

4.2.3 the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;

4.2.4 the member's term of membership expires; or

4.2.5 the Corporation is liquidated or dissolved under the Act.

4.3 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 Corporation, automatically cease to exist.

4.4 Discipline of Members

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

4.4.1.1 violating any provision of the articles, by-laws, or written policies of the Corporation;

4.4.1.2 carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

4.4.1.3 for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

4.4.2 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, 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 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 5 – MEETINGS OF MEMBERS

- 5.1. Proposals Nominating Directors at Annual Members' Meetings** - Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 5.2 Cost of Publishing Proposals for Annual Members' Meetings** - The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
- 5.3 Place of Members' Meeting** - Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
- 5.4 Chair of Members' Meetings** - The President or his delegate (who shall be a Director) shall preside at all meetings of the members and the Board.
- 5.5 Quorum at Members' Meetings**
- 5.5.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten members present in person and entitled to vote at the meeting.
- 5.5.2 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.
- 5.6 Votes to Govern at Members' Meetings**
- 5.6.1 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.
- 5.6.2 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.

5.7 Participation by Electronic Means at Members' Meetings

5.7.1 If the Corporation 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.

5.7.2 A person participating in a meeting by such means is deemed to be present at the meeting.

5.7.3 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 Corporation has made available for that purpose.

5.8 Members' Meeting Held Entirely by Electronic Means - Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

SECTION 6 - DIRECTORS

6.1 Number of Directors

6.1.1 The Board shall consist of seven (7) Directors of whom a majority shall constitute a quorum.

6.1.2 Every Director shall be a member of the Corporation and it is preferred, but not required, that they be either a Senior Member of the International Right of Way Association or an International or Regional Officer thereof.

6.1.3 Four (4) of the Directors shall be elected from the Regional Officers holding office for Regions 8 and 10 in the International Right of Way Association.

6.1.4 No person may hold more than one position of Director.

6.2 Term of Office of Directors - 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.

6.3 Remuneration of Directors

6.3.1 Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such.

6.3.2 Directors may be reimbursed for their services provided to the Corporation in another capacity.

- 6.3.3 Directors serving as President, Vice-President, and Secretary-Treasurer, may be reimbursed for reasonable expenses incurred for their attendance at the annual meeting of members, such amount not to exceed \$2,000.00 without the pre-approval of the Board.

SECTION 7 - MEETINGS OF DIRECTORS

- 7.1 Calling of Meetings of Board of Directors** - Meetings of the Board may be called by the President, the Vice-President or any two (2) directors at any time.

7.2 Notice of Meeting of Board of Directors

- 7.2.1 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 1 day before the time when the meeting is to be held.
- 7.2.2 Notice of a meeting shall not be necessary if all of the directors are present, and no-one 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.
- 7.2.3 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 7.2.4 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.

7.3 Votes to Govern at Meetings of the Board of Directors

- 7.3.1 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.
- 7.3.2 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.

SECTION 8 - OFFICERS

- 8.1 Description of Offices** – Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the elected offices of the Corporation shall include President, Vice-President, Secretary-Treasurer, and four Directors at large.
- 8.2 Duties** - The powers and duties of all other officers of the Corporation 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.

8.3 Vacancy in Office

8.3.1 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.

8.3.2 Unless so removed, an officer shall hold office until the earlier of:

8.3.2.1 the officer's successor being appointed,

8.3.2.2 the officer's resignation,

8.3.2.3 such officer ceasing to be a director (if a necessary qualification of appointment) or

8.3.2.4 such officer's death.

8.3.3 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.

SECTION 9 – BY-LAWS, RULES AND REGULATIONS AND EFFECTIVE DATE

9.1 By-laws - The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution.

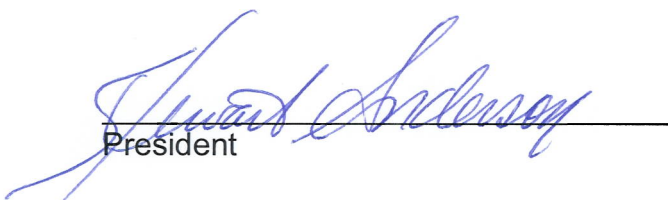
9.2 Effective Date - The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

9.3 Rules and Regulations - The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, providing that such rules and regulations shall have force and effect only until the next annual meeting of members of the Corporation, when they shall be confirmed, and in default of confirmation at such annual meeting, shall at and from that time, cease to have force and effect.

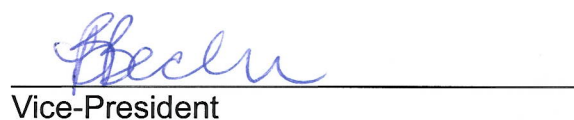
9.4 Application - This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

9.5 Repeal - All other By-laws are hereby repealed and replaced.

CERTIFIED to be By-law No. 7 of the Corporation, as enacted by the Directors of the Corporation and approved by the Members of the Corporation by special resolution on this 23rd day of June, 2013, becomes effective as of the 1st day of July, 2013.



President



Vice-President