

By-Law No. 1

A by-law relating generally to the conduct of the affairs of the **Latvian National Federation in Canada** (the "Corporation")

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BE IT ENACTED as a by-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

Section 1 – General

1.01 Definitions

In this by-law of the Corporation, unless the context otherwise requires:

"**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;

"**AGM Committee**" means the committee elected in accordance with section 4.05;

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

"board" means the board of directors of the Corporation;

"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;

"Corporation" means Latvian National Federation in Canada;

"delegate" means any authorized representative of an Organization Member approved in advance of a meeting of members in accordance with section 4.04.

"director" means a member of the board;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"members" means the members of the Corporation;

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

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

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

"special meeting of members" means a special meeting of all members entitled to vote at an annual meeting of members;

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

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.

All references to "days" in this by-law shall be to calendar days. Unless otherwise specified in this by-law, if a date or deadline falls on a holiday, such date or deadline shall be on the next following day that is not a holiday.

1.03 Corporate seal

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.

1.04 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation are not valid unless they are 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 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. Despite the foregoing, where a document is required to be signed using an electronic identity card (eID) issued by the government of Latvia, the document may be signed by one (1) officer or director with prior approval of another officer or director.

1.05 Financial year end

Unless otherwise determined by the board, the financial year end of the Corporation shall be December 31st in each year.

1.06 Preparation and approval of annual budget

The finance committee of the Corporation shall prepare the annual budget for the next financial year by the end of the previous financial year, and present it to the board for approval. The board shall present the budget as approved by the board to the members for final approval by the members at the annual-meeting of members

1.07 Banking arrangements

The banking business of the Corporation 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 Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.08 Borrowing powers

If authorized by a resolution which is duly adopted by the board and confirmed by ordinary resolution of the members, the board may from time to time:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and

- c. 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.

The resolution of the board 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 resolution.

1.09 Annual financial statements

The board shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the board may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents free of charge. The board is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

1.10 Operating Policies

The board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the by-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, board code of conduct and conflict of interest as well as procedural and other requirements relating to the by-laws as the board may deem appropriate from time to time. Any Operating Policy adopted by the board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

1.11 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.

1.12 Conflict with applicable law or Articles

This by-law is enacted subject to any applicable law and the articles. Whenever this by-law may conflict with any applicable law or the articles, such conflict shall be resolved in favour of such law or the articles, as the case may be.

Section 2 – Membership – Matters Requiring Special Resolution

2.01 Membership classes

Subject to the articles, there shall be two classes of members in the Corporation, namely, Individual Members and Organization Members. The board may, by resolution, approve the

admission of members. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Individual Members

- a. The Individual Member class shall be available to individuals who have applied and have been accepted for membership in the Corporation.
- b. The term of membership of an Individual Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Each Individual Member is entitled to receive notice of, attend and vote at all meetings of members in accordance with section 2.02.

Organization Members

- a. The Organization Member class shall be available to corporations and unincorporated associations or organizations,
 - i. who share the purposes of the Corporation;
 - ii. whose bylaws or activities do not conflict with those of the Corporation; and
 - iii. who have applied and been accepted for membership in the Corporation.
- a. The term of membership of an Organization Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- b. Each Organization Member is entitled to receive notice of, attend and vote at meetings of members in accordance with section 2.02.

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-law if those amendments affect membership rights or conditions described in paragraph 197(e), (h), (l) or (m) of the Act.

2.02 Votes and delegates

The following voting rights and conditions shall apply to Individual Members and Organization Members:

Individual Members

- a. An Individual Member shall be entitled to one (1) vote at any meeting of members.

- b. Only those Individual Members who have paid membership dues for the current year before or on the date of the annual meeting of members may vote.
- c. An individual may vote in the capacity as an Individual Member and as a delegate of an Organization Member.

Organization Members

- a. An Organization Member shall be entitled at any meeting of members to one (1) vote for up to the first twenty-five of the Organization Member's total membership; and one (1) vote for each additional 25 members to a maximum of five (5) votes.
- b. Each Organization Member shall be entitled to appoint a maximum of five (5) delegates depending on the number of votes to which it is entitled under paragraph (a). A delegate may exercise one or more votes on behalf of the Organization Member up to the maximum number of votes specified in paragraph (a).
- c. Only Organization Members who have paid membership dues for the current year before or on the date of the annual meeting of members may vote.

2.03 Transferring membership

A membership may only be transferred to the Corporation. Pursuant to subsection 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-law.

2.04 Notice of meetings 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 mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. 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.

Notice of a meeting of members shall also be given to each director and to the public accountant of the Corporation, if one has been appointed, during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of

any special resolution or by-law to be submitted to the meeting. The directors may fix a record date for determination of members entitled to receive notice of any meeting of members in accordance with the requirements of section 161 of the Act.

Pursuant to subsection 162(4) of the Act, any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

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.

2.05 Calling meetings 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 25% 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.

Pursuant to subsection 160(3) of the Act, the directors may call a special meeting of members at any time.

2.06 Absentee voting at meetings of members

Pursuant to subsection 171(1) of the Act, an Individual Member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, which shall be in such form as prescribed by the board. A proxyholder may 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:

- a. no proxyholder is entitled to exercise more than one proxy vote;
 - b. 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;
- a. a member shall only be entitled to appoint another member entitled to vote at a meeting as a proxyholder.

This section does not apply to Organization Members.

Pursuant to subsection 197(1) of the Act, a special resolution of the members (and if section 199 of the Act 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 3 – Membership Dues, Termination and Discipline

3.01 Membership dues

The board shall notify the members in writing of the membership dues at any time payable by them and their membership shall lapse if any required dues are not paid before or on the date of the annual meeting of members. The board shall automatically restore a lapsed membership upon payment of the required membership dues.

Membership dues for Individual Members and Organization Members shall be determined annually by the board. In the case of Organization Members, each organization shall pay a membership due based on the number of delegates it sends to the annual meeting of members.

3.02 Termination of membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns, or, in the case of an Organization Member, the unincorporated association or organization is disbanded or the corporation is dissolved;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

3.03 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.

3.04 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 articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct that the board in its sole discretion determines is detrimental to the Corporation; and/or
- c. for any other reason that the board in its sole discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chair, 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 chair, 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 chair, the chair, 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.

In this section, reference to "expelled" or "expulsion" in respect of a member means that the member is permanently barred from membership in the Corporation. A suspended member may be readmitted upon satisfaction of any conditions specified in the board's decision.

Section 4 – Meetings of Members

4.01 Proposals Nominating Directors at Annual Meetings of Members

The AGM Committee shall specify the process for nominating directors at annual meetings of members. Nominations may also be made at the annual meeting of members if the members entitled to vote at such a meeting so agree by ordinary resolution.

4.02 Cost of publishing proposal for annual meetings of members

A member who submits a proposal to the annual meeting of members 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.

4.03 Place of meetings 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 or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.04 Persons entitled to be present at meetings of members

Members, non-members, the AGM Committee, directors and the public accountant of the Corporation, if one has been appointed, are entitled to be present at a meeting of members. However, only those members entitled to vote at the meeting of members according to the Act, articles and by-laws are entitled to cast a vote at the meeting. Any other person may be

admitted on the invitation of the chair of the meeting or by Ordinary Resolution of the members.

Under subsections 154(6) and (7) of the Act, Organization Members shall be represented at meetings of members by delegates, who shall act on behalf of the Organization Members. The number of votes accorded to the delegates is set out in section 2.02.

Notice of appointment of an Organization Member's delegate, signed by a duly appointed official of such Organization Member, must be filed with the secretary before any meeting of members.

4.05 Chair and governance of meetings of members

At the first annual meeting of members following the approval of this by-law, the members shall elect from their number a committee known as the AGM Committee and consisting of a chair, two vice-chairs and two secretaries.

The AGM Committee, in consultation with the board, will be responsible for conducting the business of that meeting, including preparing minutes, and for making arrangements for and conducting the following annual meeting, or special meeting of members should one be called.

The election of the next AGM Committee will be held at the following annual meeting and thereafter so that those elected shall be responsible for making arrangements and conducting the business of the meeting following the meeting at which they were elected.

The chair of meetings of members shall be the chair of the AGM Committee or one of the vice-chairs if the chair is absent or unable to act. In the event that the chair and the vice-chairs are absent, the members who are present and entitled to vote at the meeting shall choose a member to chair the meeting.

The board shall be responsible for preparing and distributing materials for annual and special meetings of the members.

4.06 Annual Meetings

An annual meeting of members shall be held at such time in each year as the board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than six months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

The annual meeting of members shall ordinarily be held on the first Saturday or Sunday in April unless this date coincides with a holiday in which case the meeting may be held on the Saturday or Sunday before or following as determined by the AGM Committee.

4.07 Special Meetings

The board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members.

4.08 Quorum at meetings of members

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 each class of 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. For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

4.09 Voting at meetings of members

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.

4.10 Participation by electronic means at meetings of members

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. 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 Corporation has made available for that purpose.

4.11 Meeting held entirely 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.

4.12 Resolution in lieu of meeting

A resolution in writing and signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members. A copy of every resolution of the members shall be kept with the minutes of meetings of members.

Section 5 – Directors

5.01 Powers

Subject to the Act and the articles, the board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of directors

The board shall consist of a number of directors between the minimum and maximum number of directors specified in the articles. The precise number of directors shall be determined from time to time by the members at the annual meeting of members by ordinary resolution in order to ensure that all areas of activity of the Corporation are covered by at least one director. The members may elect one or more directors to act as “directors at large”.

5.03 Restriction, directors and officers

No individual may act as a director or officer of the Corporation unless the person is an Individual Member or a member of a Member Organization. Each director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, or who has the status of a bankrupt, shall be a director.

5.04 Term of office of directors

At the first election of directors following the approval of this by-law, one-third (1/3) of the directors shall be elected for a three-year term, one-third (1/3) of the directors shall be elected for a two-year term and one-third (1/3) of the directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms. If at the end of the term for which the director has been elected, a successor director is not elected, the incumbent director may continue in office until their successor is elected.

5.05 Term limit

Directors and officers shall not be elected for more than two consecutive terms unless the members vote by ordinary resolution to waive this term limit.

5.06 Ceasing to hold office

A director ceases to hold office when the director dies, resigns, is removed from office by the members in accordance with section 5.08, or no longer fulfills all of the qualifications to be a director set out in section 5.03, as determined in the sole discretion of the board.

5.07 Resignation

A resignation of a director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.08 Removal

The members may, by ordinary resolution, passed at a meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

5.09 Filling Vacancies

In accordance with and subject to the Act and the articles, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any meeting of members. If there is not a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the minimum number of directors required to be elected at any meeting of members, the board 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.

5.10 Remuneration

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from their position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing their duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

5.11 Conflict of Interest

Every director and officer shall disclose to the Corporation the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

Section 6 – Meetings of Directors, Standing Committees, Internal Review Committee

6.01 Calling of meetings of board of directors

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

6.02 Participation at meeting by telephonic or electronic means

Board meetings or meetings of any committees of the board may be held by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A director or member of a committee participating in a meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

6.03 Place of meetings

In-person meetings of the board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the board may determine.

6.04 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, by one of the following methods, to every director of the Corporation not less than 48 hours before the time when the meeting is to be held:

- 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) 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.

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. Notice of a meeting shall not be necessary if the meeting of the board is held immediately following the annual meeting of members. 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.

6.05 Regular meetings of the board of directors

The board shall meet at least six (6) times a year and 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.

6.06 Quorum

A majority of the number of directors specified in the articles constitutes a quorum at any meeting of the board, provided that where there is a minimum and maximum number of directors elected or appointed, a quorum shall be a majority of the number of directors determined in accordance with section 5.02. For the purposes of determining quorum, a director may be present in person, or by teleconference and/or by other electronic means.

6.07 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.

6.08 Committees of the board of directors

The board shall appoint a finance committee and may from time to time appoint any other committee or 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. Any committee member may be removed by resolution of the board of directors.

6.09 Standing Committees

Each director, except for the chair [and the secretary, should the secretary also be a director](#), will be responsible for a standing committee to support and assist the activities of the Corporation. The members may from time to time establish any standing committee or other

advisory body as they deem necessary or appropriate for such purposes. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the members may from time to time make. Any committee member may be removed by ordinary resolution of the members.

Members may volunteer to join standing committees at any time or at the annual meeting of members or may be invited to join by the board. Membership of the standing committees will aim to reflect the geographical spread of the Corporation and its constituent membership.

6.10† Internal Review Committee

The members shall elect an internal review committee, [consisting of at least three members](#), to review the financial records and operations of the Corporation. At the first election of Internal Review Committee members following the approval of this by-law, one-third (1/3) of the members shall be elected for a three-year term, one-third (1/3) of the members shall be elected for a two-year term and one-third (1/3) of the members shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected members of the committee shall be elected for three-year (3) terms.

The internal review committee may attend board and standing committee meetings.

6.112 Representation at the World Federation of Free Latvians

The Corporation shall be represented at the World Federation of Free Latvians (PBLA) by the chair and by such other representatives, who shall be members of the [Corporation](#)~~Corporatoin~~, to be elected by the members for two-year terms. These representatives shall report to the members at least once a year, including at the annual meeting of members, and to the board at least twice a year, within 30 days of the conclusion of PBLA meetings. The representatives shall take direction from the board.

6.123 Confidentiality

Every director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the board or before any committee of the board or standing committee or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

Section 7 – Officers

7.01 Appointment of Officers

The members ~~shall~~may elect officers on an annual or more frequent basis and specify their duties. A director may be elected to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide.

7.02 Officers of the Corporation

The officers of the Corporation shall be as follows and 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 and of the members. The chair shall have such other duties and powers as the board may specify.
- b. Vice-Chair of the Board – The vice-chair of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. Secretary – the secretary may, but need not be, a director. 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 Corporation'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 Corporation.
- d. Treasurer – the treasurer may, but need not be, a director. The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation. The Treasurer shall render to the board an account of all such person's transactions as Treasurer and of the financial position of the Corporation. The treasurer shall have such other powers and duties as the board may specify.

7.03 Officer vacancies

In the absence of a written agreement to the contrary, the members 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 officer's successor being appointed,

- b. the officer's resignation,
- c. the officer ceasing to be a director (if being a director is a necessary qualification of appointment) or
- d. the officer's death.

If the office of any officer of the Corporation is or becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy. Any such appointment shall be effective from the date of the resolution until the next meeting of members where it may be confirmed or rejected by the members by ordinary resolution.

7.04 Term of office

At the first election of officers following the approval of this by-law, one-third (1/3) of the officers shall be elected for a three-year term, one-third (1/3) of the officers shall be elected for a two-year term and one-third (1/3) of the officers shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected officers shall be elected for three-year (3) terms. If at the end of the term for which the officer has been elected, a successor officer is not elected, the incumbent officer may continue in office until their successor is elected.

Section 8 – Notices

8.01 Method of giving notice

Subject to sections 2.04 and 6.03, any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, to be given (which term includes sent, delivered or served) to a person 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 or if delivered to the 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) of the Act;
- b. if mailed to the person at the person's recorded address by prepaid ordinary or air mail;
- c. if sent to the person by telephonic, electronic or other communication facility at the 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 given in accordance with paragraph (a) shall be deemed to have been given when it is delivered. A notice given in accordance with paragraph (b) shall be deemed to have been given when deposited in a post office or public letter box. A notice given in accordance with paragraph (c) 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 the 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.

8.02 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 the notice.

8.03 Waiver of notice

Any member, director, officer, member of a committee of the board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

8.04 Undelivered notices

If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to such member until such member informs the Corporation in writing of their new address.

8.05 Computation of time

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Section 9 – Dispute Resolution

9.01 Mediation and arbitration

Disputes, including 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 arbitration as provided in this section.

9.02 Dispute resolution mechanism

In the event that a dispute among members, directors, officers, committee members, employees, or volunteers of the Corporation arising out of or related to the articles, the 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 by-laws or the Act, to the exclusion of such person instituting a law suit or legal action, the dispute shall be settled by a process of dispute resolution as follows:

- a. The dispute shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or the board if the other party is a director) 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 described in paragraph (a) or (b), 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 10 – Indemnities to Directors and Others

10.01 Indemnification

Subject to the availability of coverage and the approval of the board for the costs involved, the Corporation shall purchase and maintain insurance to cover the indemnification set out as follows:

- a. Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation.
- b. The Corporation shall advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 10.01(a). The individual shall repay the monies if they do not fulfill the conditions of Section 10.01(c).
- c. The Corporation shall not indemnify an individual under Section 10.01(a) unless they:
 - i. acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Corporation's request; and
 - ii. the individual had reasonable grounds for believing that his or their conduct was lawful, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty.
- d. The Corporation shall also indemnify the individual in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Section 11 – By-laws and Effective Date

11.01 By-laws and Amendments

The board 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. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed. Notice of any proposed change or amendment to the by-laws shall be given to the Secretary in writing at least 30 days before the meeting at which such change is to be voted on. The Secretary shall include such text of proposed change in the notice calling 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.

11.02 Repeal

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any articles or predecessor charter documents of the Corporation obtained, under any such by-law before its repeal. All officers and persons acting under the provisions of this by-law, and all resolutions of the members or the board or a committee of the board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

11.03 Effective Date

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

CERTIFIED to be General Operating By-Law No. 1-2025 of the Corporation, as confirmed by the members of the Corporation by special resolution on the day of , 20 and on the day of , 20 .

Dated as of the day of , 20 .

President

Chair