BY-LAWS

By-laws relating generally to the conduct of the affairs of

CANADIAN STUDIES NETWORK

RÉSEAU D’ÉTUDES CANADIENNES

(the ‘Corporation’)

SECTION 1

1.0 Head Office

Until changed in accordance with the Ontario Corporations Act, the Corporation’s administrative head office is Trent University’s Frost Centre for Canadian Studies and Indigenous Studies 1600 West Bank Drive Peterborough Ontario K9J 7B8.

SECTION 2

2.0 Directors

2.01 Board of directors

The affairs of the Corporation shall be managed by a Board of Directors (herein referred to as the ‘Board’) consisting of seven (7) directors. The Directors shall consist of the President, Vice-President and Secretary-Treasurer, and four (4) Members-at-large, one (1) of whom shall be a graduate student.

Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not, by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members including without limitation the following:

a) Recommend changes to the bylaws;

b) Decide on a fee structure for the membership;

c) Determine the time and the place of the annual general meeting of the members and prepare the agenda of such meetings;

d) Define orientation and policies related to the objectives of the Corporation, and consult the membership whenever possible;

e) Authorize necessary expenditures and contracts; authorize the borrowing of money and banking; appoint signing officers, contractors and agents and approve and pay any compensation to contractors of the Corporation;

f) Take whatever steps it deems appropriate to facilitate liaison with various institutions relating to the Corporation and areas in which the membership is posted;

g) Plan activities and administer the affairs of the Corporation between annual general meetings of the members;

h) Maintain the Corporation's archives and records; and

i) Appoint and delegate powers to standing or ad-hoc committees for purposes it deems appropriate including without limitation the 'Advisory Board' committee.

2.02 Qualification of directors

Directors shall be individuals, eighteen (18) or more years of age and shall, at the time of their election or within ten (10) days thereafter and throughout the term of their office, be members in good standing of the Corporation.

2.03 Election of directors and terms of office

Applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.

Directors term of office shall be between one (1) year and three (3) years, except for the graduate student representative, who shall have a term of between one (1) year and two (2) years.

Directors shall be elected by the members at the annual general meeting via majority vote and in accordance with Section 7.01 of these bylaws.

From time-to-time, in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, will be filled by the President if the person shall see fit to do so. Otherwise, such vacancy may be filled at the next meeting of members. Any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

2.04 Vacation of office

A person ceases to be a director of the Corporation if they:

a) become bankrupt or is declared insolvent;

b) are found by a court to be mentally incompetent or of unsound mind;

c) they resign their office, by written notice to the Secretary-Treasurer, or in the case of the Secretary-Treasurer, to the President of the Corporation;

d) cease to be a member of the Corporation;

e) are unable to fulfill the duties of the office for a period of one (1) year or longer; or

f) die.

SECTION 3

3.0 Meetings of Directors

3.01 Meetings and notice

Meetings of the Board will be called by the President or any two (2) directors. There shall be at least one (1) meeting of the Board per year. Meetings may be held anywhere in Canada, and the language of the meeting may be in English and French.

Written notice shall normally be given to all members of the Board at least one (1) month prior to such meetings save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.02 Chair

The President shall, when present, act as Chair and preside at all meetings of the Board and of the members. In the absence of the President at a Board meeting, the directors present shall choose one of their number to be meeting Chair.

3.03 Quorum

A quorum at any board meeting shall be the presence, in person or virtually, of fifty (50) percent or more of the directors, excluding the Chair. For the purposes of these by-laws, virtually means the use of telephone, Internet or other communication facilities to participate in a meeting simultaneously and instantaneously with those physically present.

3.04 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes.

At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

SECTION 4

4.0 Officers

4.01 Appointment of officers

The Board shall appoint from among its members a President and a Vice-President.

4.02 Appointment of other officers

From time-to-time, the Board shall appoint such other officers as the Board determines.

4.03 Vacancies

If the office of the President, Vice-President or Secretary-Treasurer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy until the next annual meeting of the members, provided that in the vacancy of the office of the President, the Vice-President shall be appointed to fill such vacancy.

4.04 Board Attendance and Preparation

Active participation in Board and committee meetings is essential. Directors are expected to do the following:

a) attend all scheduled Board meetings and assigned committee meetings, barring exceptional circumstances;

b) review meeting materials in advance and come prepared to engage in informed discussion;

c) contribute constructively to deliberations and decision-making processes;

d) actively participate in committee work and meetings;

e) deliver on assigned tasks;

f) engage in discussions about strategic and long-term planning; and

g) ensure that the Board functions effectively and fulfills its governance responsibilities in support of the organization’s mission and objectives.

SECTION 5

5.0 Indemnities to Directors, Officers and Other Persons

Every director of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time-to-time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office; and all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

SECTION 6

6.0 Membership

6.01 Qualifications

Membership in the Corporation is open to all who share its objectives and as otherwise set out herein.

There will be four (4) membership categories:

a) regular;

b) low-income, graduate student and retired;

c) undergraduate student; and

d) institutional, which includes five (5) free student memberships, chosen by the member paying dues.

6.02 Voting

Each member is entitled to one (1) vote providing they are in good standing. This excludes institutional members, whose individual student members shall have one (1) vote each, but who otherwise shall not be entitled to vote. Voting powers will be confined to members in good standing only.

6.03 Dues

Individual membership of the Corporation will be open to scholars, students, researchers, educators, faculty members in Canadian universities and colleges, and other persons qualified by reason of their interest in the objectives of the Corporation, upon payment of an annual membership dues. Institutional membership will be open to administrative units in universities and colleges on payment of the institutional membership dues. Upon termination of membership for any reason, a member shall not be entitled to a refund of membership dues paid. The dues payable by each category of membership shall be determined from time-to-time by resolution of the Board, subject to the approval of the membership at the annual general meeting of the members. Members who have paid their dues shall be considered members in good standing. In case of non-payment of dues, the Board may take appropriate action, including without limitation, the termination of a member's membership in the Corporation.

6.04 Resignation

Any member shall withdraw from the Corporation by delivering a written resignation to the Secretary-Treasurer, or in the case of the Secretary-Treasurer of the Corporation, by written resignation to the President, which shall be effective on any date or time on or after the execution of the written resignation.

SECTION 7

7.0 Meetings of Members

7.01 Terms

The annual general meeting shall be held at the head office of the Corporation, or such other place within Canada, on such day in each year and at such time as the Board may determine. At annual general meetings, there shall be presented the following:

a) report by the directors about the Corporation's affairs for the previous year;

b) financial statement of the Corporation;

c) the auditor's report, unless the Corporation is exempt; and

d) such other information or reports relating to the Corporation's affairs as the directors may determine.

The annual general meeting agenda will be circulated electronically in advance to all members, along with proposed changes to the by-laws or other governing documents of the Corporation, increase in membership dues, and where possible and practical, plans for the Corporation. Other members' meetings (henceforth 'special meetings') may be convened by the President or by the Board at any date and time and at any place within Canada.

The President shall be obligated to call a special meeting of the members if they receive a written request to do so from at least ten (10) members of the Corporation or ten (10) percent of the members of the Corporation, whichever is lower. Notice of any special or annual general meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

One (1) month written or virtual notice sent by email shall normally be given to each voting member about the annual general meeting or special meetings of the membership. All business at the meeting shall be settled by a simple majority of all the members in good standing, present or represented by proxy. A quorum of the annual general meeting or special meetings of the members shall be ten (10) percent of individual members in good standing represented in person or by proxy.

7.02 Vacancies

At each annual general meeting, vacancies in the Board shall be filled by the members as follows:

a) All regular members in good standing residing in Canada shall be eligible for election to the Board.

b) All individual members may vote in an election. The roles of the President, Vice-President and Secretary-Treasurer shall be elected by all voting members in good standing. The graduate student representative shall normally be elected by the graduate student members.

c) Official language and regional representation will be prioritized when seeking nominees to serve on the Board.

d) Nominations for all Board positions will normally take place one (1) month prior to a vote.

e) A call for nominations will be sent to the membership. Nominations need to be supported by two (2) members, following which the nominee will send their written acceptance of being nominated to the Board.

f) The candidate who receives the largest number of votes in an election is deemed elected. In the case of a tie between the candidates with the largest number of votes, a returning officer, if designated by the Board, shall cast the deciding vote.

7.03 Omission of notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation, if applicable, shall not invalidate any resolution passed or any proceedings taken at any members' meetings.

7.04 Chair

In the President's absence, the members present at any members' meeting shall choose another director to act as meeting Chair.

SECTION 8

8.0 Advisory Board

As a standing committee of the Corporation, the Board of Directors will appoint an Advisory Board, which will include no less than ten (10) and no more than fifteen (15) members. Members of the Advisory Board will be members of the Corporation and will serve a three-year (3) term.

The Advisory Board will be a body for the Board to consult when it deems necessary, and the Advisory Board may also introduce recommendations on its own accord at the annual general meeting of the members. The Advisory Board will have regional and official language representation, and where possible, one (1) doctoral student. Meetings of the Advisory Board may be held anywhere in Canada, in person or virtually.

SECTION 9

9.0 Enactment, Repeal and Amendment of By-laws

By-laws of the Corporation may be enacted, repealed and amended by most of the Board at the annual general meeting and sanctioned by an affirmative vote of two-thirds of the members at the annual general meeting. Any proposed amendments shall normally be circulated via email at least one (1) month before the meeting.

Any member who has secured the signatures of ten (10) members in good standing can submit a proposed by-law amendment to the Board and will be voted on at the next annual general meeting.

SECTION 10

10.0 Auditors

Unless exempt under existing federal or provincial legislation, the members shall, at each annual general meeting, appoint an auditor to audit the accounts of the Corporation. The auditor’s remuneration shall be fixed from time-to-time by the Board and the auditor’s report will normally be presented at the annual general meeting.

SECTION 11

11.0 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether officers of the Corporation, and in such manner as the Board may, from time-to-time, designate by resolution.

SECTION 12

12.0 Execution of Contracts

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any director, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized, from time-to-time and by resolution, to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

SECTION 13

13.0 Financial Year

The Board may, by resolution, fix the financial year of the Corporation and the Board may, from time-to-time, by resolution, change the Corporation's financial year.

SECTION 14

14.0 Languages

Canada's official languages, English and French, shall be the Corporation's working languages.

SECTION 15

15.0 Interpretation

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; and the word 'person' shall include firms and corporations. Whenever reference is made in any by-laws or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof.

SECTION 16

16.0 Effective date

Subject to any matters requiring special resolution of the members, these By-laws shall be effective as of 8 April 2026.

Certified to be By-laws of the Corporation, as enacted and confirmed by the members of the Corporation by resolution at the 2026 Annual General Meeting on 8 April 2026.

Laura Bisaillon, Co-President of the Board of Directors

Raymond Blake, Co-President of the Board of Directors

Lindsay Thistle, Vice-President and Secretary-Treasurer of the Board of Directors