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

Canada-Nepal Forum for Research

(the "Corporation")

Amended August 13, 2025

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

1. **Definitions**

In this by-law and all other by-laws 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;

"**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 and "director" means a member of the board;

"**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;

"**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;

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

"**proposal**" means a proposal submitted by a member of the corporation 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 resolution**" means a resolution passed by a majority of not less than two-thirds(2/3) of the votes cast on that resolution.

2. **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.

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.

4. **Financial year end**

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

5. **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 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.

6. **Borrowing powers**

No borrowing is allowed.

7. **Annual financial statements**

Annual financial statements will be presented at the annual meeting of the members.

8. **Membership conditions**

All those registered for an annual conference will become members. The membership will expire 24 hours prior to the starting of the subsequent annual conference.
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).

9. **Transferring membership**

A membership may only be transferred to the corporation. 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.

10. **Notice of a meeting of members**

Notice of meetings of members will be posted on the corporation's website.

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in the main facilities or club house of 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 the by-laws of the corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. **Members calling a meeting 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 4% 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.

12. **Absentee voting at meeting of members**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the corporation has a system that:

a. enables the votes to be gathered in a manner that permits their subsequent verification, and

b. permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

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 this method of voting by members not in attendance at a meeting of members.

13. **Membership dues**

The conference registration fee will include membership dues. So, registration for a conference implies payment of membership dues.

14. **Termination of membership**

A membership in the corporation is terminated when:

a. the member dies or resigns;

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.

15. **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.

16. **Proposals nominating directors at annual meetings of members**

A nominating committee of three members consisting of two existing board members and other from general member will present a slate of directors. Members at the annual meeting may also forward their nomination from the floor.

17. **Cost of publishing proposals for annual meetings of members**

The corporation will make arrangements for publication of Proposals on the website of the corporation.

18. **Place of meeting 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 two-thirds of the members entitled to vote at such meeting so agree, outside Canada.

19. **Persons entitled to be present at meeting of members**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

20. **Chair of meetings of members**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their member to chair the meeting.

21. **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 a majority 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.

22. **Voting at meeting 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.

23. **Participation by electronic means at meeting 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.

24. **Meeting of members 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.

25. **Number of directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the corporation or its affiliates.

26. **Term of office of directors**

The directors shall be elected to hold office for a term expiring not later than the close of the annual meeting of members following the election.

27. **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; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the corporation has only one director, that director may call and constitute a meeting.

28. **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 to every director of the corporation not less than 5 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 dealt with at the meeting.

29. **Regular meetings of the board of directors**

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.

30. **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.

31. **Committees of the board of directors**

The board may from time to time appoint any committee or other 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.

32. **Appointment of Officers**

The board may designate the offices of the corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the corporation. A director may be appointed to any office of the corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

33. **Officers of the corporation**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

1. President (1 position)

- Leads the organization and oversees its operations.
- Chairs Board meetings and sets the agenda.
- Facilitates discussion and decision-making during Board meetings.
- Ensures the organization fulfills its responsibilities and obligations.

2. President-Elect (1 position)

- Supports the President and prepares to assume the role in the following year.
- Assists the President with their duties and serves as Acting President when the President is unavailable.
- Fulfills general Board of Directors' responsibilities.

3. Secretary (1 position)

- Maintains official records and distributes minutes of Board meetings.
- Tracks Board member terms, elections, and committee assignments.
- Ensures required documentation is in place for reporting obligations.
- Sends meeting polls and invitations.

4. Treasurer (1 position)

- Oversees the organization's financial health.
- Monitors the bank account and maintains accurate financial records.
- Prepares and presents an annual financial report at the Annual General Meeting (AGM).

5. Technology Officer (1 position)

- Manages the organization's technological needs and digital infrastructure.
- Supports website maintenance and renewal, election software, registration systems, and social media platforms (in collaboration with student liaisons).

6. General Board of Directors (min 2, max 4 positions)

- Participates in Board meetings.
- Reviews and votes on policies and initiatives.
- Serves on ad-hoc committees as needed.

7. Student Liaison Positions

(2 positions currently as BOD: one from the University of Ottawa and one from Carleton University; more institutions may be added as needed)

- **Note:** This does not have to be an official Board of Directors position, but can be.
- Acts as a bridge between the student community and the organization.
- Facilitates communication between student groups and the organization.
- Promotes student participation in the conference and other initiatives.
- Develops and shares student-focused social media content.

The duties and powers of all other officers of the corporation are determined based on their mandate or the needs of the board of directors or the president. Subject to the Act, the board of directors may modify, increase, or limit the duties and powers of any officer.

34. **Officer vacancies**

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 officer's successor being appointed,

b. the officer's resignation,

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

d. 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.

35. **Method of giving notice**

Electronic methods such as e-mail or messenger will be used for giving notice of a meeting.

36. **Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

37. **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.

38. **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 the section on dispute resolution mechanism of this by-law.

39. **Dispute resolution mechanism**

Open discussion and consensus creation would be the method for resolving disputes.

40. **By-laws and effective date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at 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 because such by-law amendments or repeals are only effective when confirmed by members.