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**ASSOCIATION OF REGISTRARS OF THE UNIVERSITIES AND COLLEGES OF
CANADA – ARUCC**

AMENDED AND RESTATED BY-LAW NO. 1

Approved December 8, 2025

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

Association of Registrars of the Universities and Colleges of Canada - ARUCC

SECTION 1 – General

1.01 Definitions

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

- a) “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations, and any statute or regulations that may be substituted, as amended from time to time;
- b) “Affiliate” means an Associate, Corporate Associate or Honorary Associate;
- c) “Annual General Meeting” means the annual general meeting of the Members of the Corporation;
- d) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- e) “ARUCC” means the Association of Registrars of the Universities and Colleges of Canada - ARUCC;
- f) “ARUCC Director” has the meaning set forth in Section 4.01 a) iii.;
- g) “Associate” has the meaning set forth in Section 2.02 a);
- h) “Association” and “Corporation” are used interchangeably throughout and refer to ARUCC;
- i) “Atlantic Canada” means Newfoundland, New Brunswick, Nova Scotia and Prince Edward Island;

- j) “Board” and “Board of Directors” means the board of directors of the Corporation;
- k) “by-law” means this by-law, as may be amended, from time to time;
- l) “Chair” means the office of the Corporation described in Section 6.01 a);
- m) “Corporate Associate” has the meaning set forth in Section 2.02 b);
- n) “Designated Representative” means the individual(s) designated by a Member to represent the Member;
- o) “Director of ARUCC MyCreds™ | MesCertif^{MC} National Network” means the office of the Corporation described in Section 6.01 a);
- p) “General Director” has the meaning set forth in Section 4.01 a) i.;
- q) “Honorary Associate” has the meaning set forth in Section 2.02 c);
- r) “Member” means a member of the Corporation;
- s) “Nominating Committee” means the committee described in Section 5.01;
- t) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- u) “Past-Chair” means the office of the Corporation described in Section 6.01 a);
- v) “Region” means each of the following: i. Western Canada; ii. Ontario; iii. Quebec; and iv. Atlantic Canada;
- w) “Regional Directors” has the meaning set forth in Section 4.01 a) ii.;
- x) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- y) “Secretary/Treasurer” has the meaning set forth in Section 4.01 a) i.;
- z) “special meeting of Members” means a special meeting of the Members of the Corporation;
- aa) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

- bb) “Vice-Chair” means the office of the Corporation described in Section 6.01 a);
- cc) “Voting Designated Representative” has the meaning set forth in Section 2.01 b); and
- dd) “Western Canada” means British Columbia, Alberta, Saskatchewan, Manitoba, Yukon, Northwest Territories and Nunavut;

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in Section 1.01, words and expressions defined in the Act have the same meanings when used in these by-laws.

Unless otherwise specified, references to “Sections” refer to sections of the by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the Board of Directors, the Secretary/Treasurer of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Unless otherwise directed by the Board pursuant to this Section 1.04, 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. The Board of Directors 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 officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board but until otherwise determined by the Board, shall be June 30.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.07 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, give notice to its Members stating that the annual financial statements and documents provided for 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.

1.08 Books and Records

All books and records of the Corporation required by the by-laws or by any applicable statute or law shall be regularly and properly kept.

SECTION 2 – Membership of the Corporation and Affiliation with the Corporation

2.01 Members

- a) Membership shall only be available to entities, including corporations, that are recognized as persons at law, that
 - i. are educational institutions as determined by special resolution of the Board, or are recognized as institutions by Universities Canada or Colleges and Institutes Canada;
 - ii. have applied for and been admitted as a Member of the Corporation by ordinary resolution of the Board; and
 - iii. have paid the annual fee as determined in accordance with Section 2.03.
- b) Members are eligible to participate actively in the work of the Corporation. Each Member has one vote on all matters brought before the Association. The office of the registrar, or equivalent, of each Member may designate as many Designated Representatives as it wishes; however, each Member

shall designate only one Designated Representative to vote on its behalf (“**Voting Designated Representative**”). A Member may change its Designated Representative or Voting Designated Representative by notice in writing to the Corporation.

2.02 Affiliates

Affiliates shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation or have access to any records of the Corporation. For greater certainty, Affiliates are not Members of the Corporation.

There are three (3) types of Affiliates.

- a) Associate – educational agencies or institutions not eligible for membership as a Member of the Corporation or individuals engaged by educational agencies or institutions may apply to be an associate of ARUCC (“Associate”), which application must be approved by the Board. Associates may attend Corporation workshops.
- b) Corporate Associate - Those organizations which provide products and/or services that assist or benefit Members in carrying out their duties and responsibilities may apply to be a Corporate Associate of ARUCC (“Corporate Associate”), which applications must be approved by the Board, including as to the extent and type of such Corporate Associate’s participation.
- c) Honorary Associate – Those individuals with records of significant service to the Corporation, who are approved by the Board (“Honorary Associate”) and who consent to being an Honorary Associate. Honorary Associates shall enjoy a permanent invitation to attend Member meetings.

Nominations for Honorary Associates should be accompanied by a full listing of the contributions made by the nominee to the Corporation. These may include service as an officer or on the Board of Directors; active participation in planning committees of biennial conferences; participation as presenter, chair, recorder at conferences; service on Corporation task force; active participation in regional affairs.

Any Member may present to the Board of Directors a recommendation for Honorary Associate.

2.03 Fees for Members and Affiliates

Section 1 - Membership Fees

The Board of Directors shall make recommendations concerning membership fees at the Annual General Meeting for ratification by the Members. The general fee structure shall be reviewed periodically.

Section 2 – Members

Unless otherwise determined by the Board and ratified by the Members, membership fees may be adjusted annually on July 1 by the average Canadian Consumer Price Index (CPI) for the preceding twelve months in order to determine the base membership fee for the subsequent year.

For new Members, unless otherwise determined by the Board and ratified by the Members, fees will be established by matching the total operating revenue for the institution during the prior year to a comparable on-going Member's current fee and Member entitlement.

Section 3 - Associates

The fee for Associates shall be as determined by the Board of Directors from time to time.

Section 4 - Corporate Associates

The fee for Corporate Associates to access services or provide sponsorship to ARUCC shall be as determined by the Board of Directors from time to time.

2.04 Termination of Membership or Affiliate Status

A Member's membership in the Corporation or the affiliation of an Affiliate with the Corporation is terminated when:

- a) the Member or Affiliate is dissolved;
- b) a Member fails to maintain any qualifications for membership described in Section 2.01;
- c) the Member resigns by delivering a written resignation to the Chair in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member or Affiliate is expelled in accordance with Section 2.05 or is otherwise terminated in accordance with the articles or by-laws;

- e) payment of membership fees owing by a Member or fees owing by an Affiliate under the by-laws is not received within 120 days of date invoice is sent; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

2.05 Discipline of Members or Affiliates

The Board of Directors shall have authority to suspend or expel any Member or Affiliate from the Corporation for any one or more of the following grounds:

- a) violation by the Member, the Member's Designated Representative or the Affiliate of any provision of the articles, by-laws, or written policies of the Corporation;
- b) the Member, the Member's Designated Representative or the Affiliate carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion;
- c) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board of Directors 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 of Directors, 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 of Directors, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, or such other officer as may be designated by the Board of Directors, 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 of Directors 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 of Directors decision shall be final and binding on the Member, without any further right of appeal.

For discipline of any Affiliate, the Board of Directors may remove access to services of the Corporation from the Affiliate and/or terminate the affiliation of the Affiliate with the Corporation as it deems appropriate. A letter of appeal may be considered by the Board and their decision on the appeal shall be final and binding for the Affiliate without any further right of appeal.

SECTION 3 – Member Meetings

3.01 Format and Location of Member Meetings

Member meetings may be held in-person, virtually, or in a hybrid format as decided by the Board of Directors. In-person or hybrid Member meetings shall be held within Canada at a place chosen by the Board of Directors.

3.02 Persons Entitled to be Present at Member Meetings

The only persons entitled to be present at a meeting of Members shall be the Designated Representatives of the Members of the Corporation, 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.

3.03 Quorum of Member Meetings

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act or these by-laws) shall be 20% of the Members entitled to vote at the meeting, whether present in person, virtually, or by proxy.

3.04 Chair of Member Meetings

In the event that the Chair and the Vice-Chair are absent, the Secretary/Treasurer shall chair the meeting.

3.05 Annual Meeting of Members

The annual meeting of the Members shall be held within the time periods set forth in the Act. The annual meeting shall be hosted within Canada at a place chosen by the board.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the public accountant shall be presented, and the public accountant appointed for the ensuing year.

3.06 Special Meetings

Special meetings may be held upon the call of the Board of Directors at such times and places as it may designate.

3.07 Notice of a Member Meeting

Notice of the time and place of a Member meeting shall be given to each Member entitled to vote at the meeting by one of 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.

If a Member requests that notice of Member meetings be given by non-electronic means, following the Corporation's receipt of such request, notice will be provided to the requesting Member by one of the means set forth in Section 3.07(a).

3.08 Absentee Voting by Proxy

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxy holder, who must be the Designated Representative of another Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy, subject to the following conditions:

- a) the proxy shall be in writing on the form provided by the Corporation upon request by the Member;
- b) the signed proxy must be delivered to the Corporation prior to the meeting; and
- c) a proxy must be signed by the Member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.

3.09 Voting

At any Member meeting 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 motion is defeated.

SECTION 4 – Board of Directors

4.01 Composition of the Board of Directors

The Board of Directors shall consist of the following members:

- a) Eleven (11) directors elected by the Members, being:
 - i. Four (4) directors (each, a “General Director”);
 - ii. Six (6) regional representative directors (each, a “Regional Director”); and
 - iii. One (1) director (the “ARUCC Director”), which director shall be a non-voting, ex officio director.

4.02 Term of Office

Directors shall be elected or nominated, as applicable, to hold office for a term expiring not later than the close of the second annual meeting of Members following their election.

There is no restriction on the number of terms a director may serve.

4.03 Functions of the Board of Directors

The following shall be the functions of the Board of Directors and the members thereof:

- a) to act on behalf of the Association.
- b) to determine the time and place of the Association's Annual General Meeting in accordance with Section 3.
- c) to report to Members at Member meetings.
- d) to establish study committees, task forces, and/or commissions to prepare reports, working papers and recommendations for consideration by the Association.
- e) to report decisions of the Association to the appropriate government ministries, educational bodies and other agencies.

4.04 Vacancies

Pursuant to section 132 of the Act, the Board of Directors shall have the authority, between Member meetings to fill any position which may become vacant.

4.05 Meetings and Notice

The Board of Directors shall convene a minimum of six (6) times each year, including at least twice in person unless travel restrictions are in place at point of departure or arrival.

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

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given in the manner provided in Section 8.01 to every director of the Corporation not less than two (2) weeks before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none object 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 or Act otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

4.06 Votes to Govern

At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the motion shall be defeated.

4.07 Quorum

A quorum of the Board of Directors shall be a majority of its voting members.

4.08 Powers of Board of Directors

- a) The Board of Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its articles or otherwise authorized to exercise and do.

- b) The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe. The Board of Directors is hereby authorized, from time to time:
 - i. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - ii. to limit or increase the amount to be borrowed;
 - iii. to issue or cause to be issued bonds or debentures of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
 - iv. to secure any such bonds or debentures, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
 - c) The Board of Directors may take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation.
 - d) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
- 4.09** 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, delegate 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. The Board may also fix by resolution, any remuneration to be paid to committee members.

4.10 The powers of the directors set forth in the by-laws are in addition to and not in derogation of the powers of directors pursuant to the Act and at law.

4.11 Board of Directors Expenses

Expenses for Board of Directors meetings, other than those which coincide with the national conference, shall, if necessary, be covered by the Corporation. Expenses of resource personnel, invited by the Board of Directors, may be paid by the Corporation upon approval of the Board of Directors.

SECTION 5 – Board of Directors Nominations & Elections

5.01 Nomination Process

The chair of the Nominating Committee shall be the Past Chair. If the Past Chair declines or is unable to serve as chair of the Nominating Committee, the Board shall appoint the chair of the Nominating Committee. The chair of the Nominating Committee shall appoint four other members, one from each Region.

No fewer than 120 days prior to the Annual General Meeting, the Nominating Committee shall distribute to the following regional registrar associations, an invitation to submit nominations for General Director positions (if vacant), the ARUCC Director position (if vacant), and Regional Director position(s) (if vacant) as follows:

- a) The Atlantic Association of Registrars and Admissions Officers: 1 director;
- b) Bureau de coopération interuniversitaire: 1 director;
- c) Western Association of Registrars of the Universities and Colleges of Canada: 2 directors;
- d) Ontario University Registrars' Association: 1 director; and
- e) The Committee of Registrars, Admissions and Liaison Officers: 1 director.

No fewer than 60 days prior to the Annual General Meeting, the Nominating Committee shall send to all Members, a slate of 11 candidates for director, including the nominees of the regional registrar associations, along with a call for nominations from the membership. Additional nominations must be received at least 45 days prior to the Annual General Meeting.

5.02 Election Process

In the event of the nomination of more than one individual to any of the General Director positions or the ARUCC Director position, the Nominating Committee will select one individual for each of the applicable General Director positions and the ARUCC Director position to be presented at the Annual General Meeting.

In the event of the nomination of more than one individual for the Regional Director positions for Atlantic Canada or Quebec or in the event of the nomination of more than 2 individuals for the Regional Director positions for Western Canada or Ontario, a vote of the Members shall be called and Members shall vote on the individuals to be put forward as candidates for the applicable Regional Director positions.

Ballots shall be distributed to Members no less than 25 days prior the Annual General Meeting. The ballot may be distributed by mail or electronically to Members.

The chair of the meeting shall appoint a scrutineer(s) to receive and count the ballots received in accordance with these by-laws.

Each Member shall receive one ballot and have one vote for each of the available director positions.

Ballots must be submitted back to the Association no less than 10 days prior to the Annual General Meeting.

At the Annual General Meeting, the chair of the Nominating Committee will put forward the slate of candidates based on the ballot results, or the acclaimed candidates if no additional nominations were received, in accordance with these by-laws.

At the Annual General Meeting, only candidates who received the most ballot votes are part of the slate and only candidates on the slate can stand for election at the Annual General Meeting. The Members shall then vote for the directors on the slate at the Annual General Meeting, or the acclaimed directors if no additional nominees were received.

SECTION 6 – Officers

6.01 Officers

- a) The officers of the Corporation shall be the Chair, Vice Chair, Past Chair, Secretary/Treasurer, and Director of ARUCC MyCreds™ | MesCertif^{MC} National Network.

6.02 Duties of Officers

- a) The Chair shall preside as chair of all meetings of the Corporation and the Board of Directors and is an ex-officio member of every committee or commission of the Corporation save and except the Board. The Chair is normally considered the official spokesperson for the Corporation.
- b) The Vice-Chair normally shall become the Chair upon expiry of the Chair's term of office. The Vice-Chair shall assume the role of Chair should that office become vacant and shall, in the absence of the Chair preside and perform the duties of the Chair. The Vice-Chair shall also serve as chief communications officer, with responsibility for (amongst other media) the maintenance and promotion of the ARUCC website. The Vice-Chair shall carry out those duties and tasks as assigned by the Chair or Board of Directors.
- c) The Past Chair shall serve as chair of the Nominating Committee in accordance with Section 5.01. The Past Chair shall direct the activities of developing and maintaining the Corporation's Corporate Associates, shall be responsible for soliciting the membership for Honorary Associate nominations, and generally carry out those duties and tasks as assigned by the Chair or Board of Directors.
- d) The Secretary/Treasurer shall coordinate the recordkeeping of the minutes of the proceedings of meetings of the Corporation and the Board of Directors and shall ensure the circulation to each Member of the minutes of Member meetings and to each director the minutes of Board meetings. The Secretary/Treasurer shall coordinate the maintenance and updating of the Corporation's membership lists and shall cause them to be circulated when appropriate. The Secretary/Treasurer shall ensure that all relevant by-law deadlines are brought to the attention of the Chair and the Board of Directors in a timely fashion.
- e) The Secretary/Treasurer shall cause to be kept accurate and auditable financial records and shall present a financial statement to the membership at the Annual General Meeting.
- f) Any directors appointed by the Board will report back to the Board on all matters prescribed in the resolution appointing them to their role.

6.03 Terms of Office

- a) The Secretary/Treasurer shall be appointed by the Board of Directors to serve a term of two (2) years.

- b) The Vice-Chair shall be appointed to serve a one (1) year term, after which they shall automatically assume the role of Chair for one (1) year, followed by a one (1) year term as Past Chair.
- c) The full officer succession cycle for Vice-Chair, Chair, and Past Chair shall span three (3) consecutive years.
- d) The Director of ARUCC MyCreds™ | MesCertif^{MC} National Network shall be appointed to serve a two (2) year term.
- e) No officer may serve more than one full cycle in the same role consecutively, unless otherwise approved by resolution of the Board of Directors.

6.04 Appointment of Officers

Only General Directors are eligible for appointment as Past Chair, Chair, Vice-Chair and Secretary/Treasurer. Only the ARUCC Director is eligible for appointment as Director of ARUCC MyCreds™ | MesCertif^{MC} National Network. The officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following each annual meeting of Members.

6.05 Vacancies

In the absence of a written agreement to the contrary, the Board of Directors 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's death, or
- d) the officer ceases to be a director of the Corporation.

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 7 – Indemnities to Directors and Others

7.01 Indemnities to Directors and Others

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it 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;

- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

7.02 Limitation

The Corporation shall not indemnify an individual under subsection (1) unless the individual: (a) 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 the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

SECTION 8 — EXECUTIVE DIRECTOR

8.01 Executive Director

The Board of Directors shall be responsible to recruit and hire the Executive Director.

8.02 Role of the Executive Director

The role of the Executive Director shall be as defined by the Board and documented in the Executive Director's employment contract or other such agreements if the Executive Director is not an employee of the Corporation.

SECTION 9 – Method of Giving Notices

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the articles,

the by-laws or otherwise to a Member, director, officer or member of a committee of the Board of Directors or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

SECTION 10 – Invalidity of any Provisions of these By-laws

10.01 Invalidity of any Provisions of these By-laws

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

SECTION 11 – Omissions and Errors

11.01 Omissions and Errors

The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where the Corporation has

provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 12 – Amendments to By-laws

12.01 By-Law Amendments

Subject to subsection 197(1) (fundamental change) of the Act, these by-laws may be amended or repealed by the Board and such amendment or repeal may be confirmed, rejected or amended by ordinary resolution of the Members at any Member meeting or by electronic ballot, provided notice of the proposed amendment has been forwarded by the Corporation to each Member at least 60 calendar days before the Member meeting at which the vote will take place, or before the due date for electronic ballots.

An amendment or repeal proposed less than 60 calendar days before the Member meeting at which the vote will take place, or before the due date of electronic ballots, may be adopted by a four-fifths majority vote of Members present and voting.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on October 7, 2025 and confirmed by the Members of the Corporation by special resolution on December 8, 2025.

Dated as of December 8, 2025

Darran Fernandez
ARUCC President