



## BYLAWS

### A by-law relating generally to the conduct of the affairs of Canadian Company of Pilgrims

#### PART 1 – GENERAL

##### 1. Preamble

This by-law is enacted under the authority of the *Canada Not-for-Profit Corporations Act*, under whose provisions the Corporation is a non-denominational volunteer-run association that supports Canadians interested in the pilgrimage to Santiago de Compostela, Spain. The Corporation promotes the dissemination of information and knowledge on this pilgrimage route, and coordinates relations with other national pilgrimage associations and with the pilgrimage authorities in Spain. Where there is any discrepancy between the *Act* and this by-law, the provisions of the *Act* have precedence.

##### 2. Definitions and Interpretation

###### 2.1 Definitions

In this by-law,

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009;

“**Articles**” means the original or restated articles of incorporation;

“**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;

“**Chapter**” means the organizations that:

- a. Support individuals in their local area who are interested in the pilgrimage to Santiago de Compostela,
- b. Have been approved by the Corporation as chapters of the Corporation; and
- c. Are authorized by the Corporation to make use of its name, logo and resources.

“**Corporation**” means the Canadian Company of Pilgrims;

“**Director**” means a member of the Board;

“**meeting of members**” includes an annual meeting of Members or a special meeting of Members;

“**Member**” means any person that has been granted membership under this by-law, whose payment for membership is current and whose membership has not been terminated in accordance with this by-law;

“**Officers**” means the President, Vice President, Secretary and Treasurer and other officers as appointed by the Board under this by-law;

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

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

## **2.2 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. Corporate Identity and Structure**

The legal name of the Corporation as provided for in the articles is Canadian Company of Pilgrims, and its registered office is in British Columbia.

The Corporation’s structure is as follows:

### **3.1 Chapters**

- a. The Board may authorize Chapters in any city or region of Canada. A Chapter will not be considered as being authorized until it has been approved by the Board.
- b. In order to receive and maintain authorization, Chapters must adhere to the expectations laid out in this by-law and in the Guidelines referred to in Part IV. If a Chapter fails to do so, the Board may suspend or revoke the Chapter’s authorization to use the name, logo and resources of the Corporation.
- c. While Chapters operate more or less informally and with their own distinct structures, they have a shared goal with the national organization: to provide local support to individuals interested in the pilgrimage routes to Santiago de Compostela.
- d. No Chapter has the authority to enter into any contract that imposes any liability on the Corporation, nor will a Chapter incur any debt that cannot be met out of the available funds of the Chapter.

### **3.2 Board of Directors**

The Board is elected by the Members to provide oversight and direction to the Corporation. The Board consists of between seven (7) and fifteen (15) Directors, at least two (2) of whom are not officers of the Corporation or its affiliates. The fixed number of Directors is determined from time to time by resolution of the Board.

**PART II – FINANCIAL****4. Execution of Documents**

The Board will designate a minimum of three signing officers, which must include the Treasurer. Financial transactions, contracts and other documents requiring execution by the Corporation may be signed with the written approval of any two of these signing officers.

**5. Banking Arrangements**

The Corporation's banking business is transacted by officers or other persons so authorized by resolution of the Board, at a financial institution designated by the Board by resolution. The Board may authorize a single representative to conduct online banking for the Corporation despite section 4.

**6. Financial Year**

The Corporation's financial year end is determined by the Board.

**7. Annual Financial Statements**

The Corporation will make the annual financial statements available to all Members without charge.

**8. Indemnity**

The Corporation will purchase liability/indemnity insurance to protect directors, officers and volunteers against liabilities incurred in the exercise of their duties.

**PART III – MEMBERSHIP AND MEETINGS OF MEMBERS****9. Membership Conditions and Meetings of Members**

- a. There is one class of Members comprising annual, lifetime, honorary and other categories of membership as the Board deems appropriate.
- b. Membership in the Corporation is available only to individuals interested in furthering the Corporation's purposes and whose membership fee has been paid in accordance with the fee schedule established by the Board. Each current Member is entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. Members are entitled to one vote per person at such meetings.
- c. It is the responsibility of the Members to approve the agenda and minutes of the Annual General Meeting, to receive and review financial statements and other reports from the Board and the public accountant or auditor, to appoint a public accountant or auditor when required to do so under the *Act*, to elect the Board, and to approve by-law changes as required under the *Act*.

**10. Notice of Members' Meeting**

No less than 21 calendar days' notice to each Member entitled to vote at any meeting is required. Notice may be made by electronic means, except that if a Member requests that the notice be given by non-electronic means, notice to that Member will be sent by mail.

**11. Members Calling a Members' Meeting**

The Board will call a special meeting of Members in accordance with Section 167 of the *Act*, on written requisition of members carrying not less than 1% of the voting rights. If the Directors do not call a meeting 21 calendar days of receiving the requisition, any Member who signed the requisition may call the meeting.

**12. Membership Dues**

- a. The Board will set membership dues for each category of membership it establishes, and may modify or waive those dues periodically as it deems appropriate.
- b. The Secretary notifies the membership in writing of the membership dues they must pay. If any are not paid within one calendar month of the membership renewal date, anyone in default automatically ceases to be a Member of the Corporation.

**13. 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*.

**14. 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.

**15. Discipline of Members**

- a. The Board will have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
  - i. Violating any provision of the articles, by-laws, or written policies of the Corporation;
  - ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - iii. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- b. If the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be

designated by the Board, will provide twenty days' written notice of suspension or expulsion to the Member and will provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty day period.

- c. If the President does not receive written submissions from the Member in that time, the President, or such other officer as may be designated by the Board, may notify the Member that they are suspended or expelled from membership in the Corporation.
- d. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and will notify the Member concerning such final decision within a further twenty days from the date of receipt of the submissions.
- e. The Board's decision will be final and binding on the Member, without any further right of appeal.

#### **16. Place of Members' Meetings**

Meetings of the Members may be held at any place within Canada determined by the Board.

#### **17. Persons Entitled to be Present at Members' Meetings**

- a. All Members are entitled to be present at any meeting of Members and to cast a vote at the meeting.
- b. Expenses incurred by any individual in attending meetings of the membership are borne by those individuals, except that the Board may from time to time and at its sole discretion provide grants to facilitate the attendance of invited guests, whether or not they are Members.

#### **18. Chair of Members' Meetings**

The President chairs all meetings of the Members. If the President is absent from a meeting, the Vice-President serves as chair. If the President and Vice-President are absent, the Members who are present at the meeting choose one of their number to chair the meeting.

#### **19. Quorum at Members' Meetings**

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the *Act*) is at least 12 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, those present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **20. Voting at Members' Meetings**

At any meeting of Members, unless otherwise provided by the articles or by-laws or by the *Act*, votes are determined by a majority of the votes cast on the question. Voting is normally by show of hands or roll-call ballot. If any Member so requests, a vote may be taken by secret ballot. In case of an equality of votes, the motion will be deemed to have failed. The procedure

for the election of directors by Members, including terms, eligibility, nominations, and votes, is set out in Part V of these bylaws.

### **21. Absentee & Electronic Voting at Members' Meetings**

- a. Members entitled to vote at a meeting of Members and who are unable to attend in person may be provided an opportunity to vote either by mailed-in ballot or by electronic ballot as determined by the Corporation. Any voting system used for the purpose of voting must ensure verification of the voter's eligibility without it being possible for the Corporation to identify how each member voted.
- b. Where the Board approves participation in a Meeting of Members by electronic means, 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 the meeting, anyone participating in such a meeting in that fashion is deemed to be present at the meeting.

## **PART IV – CHAPTERS**

### **22. Role**

The role of the chapters is to:

- a. Provide local support to individuals who are planning to walk, or are interested in knowing more about, the pilgrimage routes to Santiago de Compostela and related long- distance treks;
- b. Provide networking opportunities among experienced, new and aspiring pilgrims;
- c. Nurture productive relationships with the national organization and with other chapters; and
- d. Organize and conduct local meetings and activities to meet these goals.

### **23. Expectations and Guidelines**

In order to use the name and resources of the Canadian Company of Pilgrims, chapters are required to support the goals of the Canadian Company of Pilgrims, to operate in compliance with all relevant laws and statutes, and to adhere to Chapter Guidelines that are set from time to time by the Board in consultation with the chapters. These guidelines are intended to assist the chapters and the Corporation in fulfilling their roles and providing mutual support.

## **PART V – DIRECTORS AND OFFICERS**

### **24. Term of Office of Directors**

Except where an election is held to fill the unexpired portion of a term, Directors are elected for three year terms.

**25. Eligibility to Serve as Director**

A person is eligible to be a Director if:

- a. They hold current membership in the Corporation at the time of their election and throughout their term as a Director.
- b. They meet any criteria established by the Board.
- c. They have skills and experience commensurate with the needs of the Board and the Corporation.
- d. They are at least 18 years of age.
- e. They have not been declared incapable by a court in Canada or elsewhere.
- f. They are not an employee of the Corporation.
- g. They are not an undischarged bankrupt, and
- h. At least one year has passed since the end of any period of six consecutive years that the individual has served as a Director of the corporation. This term limitation is suspended while an individual is serving as Past-President.

**26. Nomination Process**

- a. Members may nominate themselves or another individual to stand for election as a Director. The Nominating Committee will notify Members of the information to be submitted in a nomination and of the opening and closing dates for the submission of nominations.
- b. A Member making a nomination will do so only if they reasonably believe the individual:
  - i. Consents to the nomination,
  - ii. Is qualified under this by-law,
  - iii. Possesses skills and expertise that are a significant match for the preferred skill profile set out in the request for nominations package.
- c. A Member may nominate no more than two candidates in any election. If they provide more than two nominations, only the first two received will be reviewed.
- d. Before or after the close of the nomination period, the Nominating Committee may extend the nomination period or nominate individuals to stand for election as directors. Otherwise, no further nominations will be accepted, including during the Annual General Meeting.

**27. Nominations for the Annual General Meeting**

The Board will provide Members with the names of candidates for election as directors as submitted in the report of the Nominations Committee. Nominees who appear on the list of

candidates will have provided the information requested of them by the Committee, met the qualifications under these bylaws, and be willing to stand for election. The Nominations Committee may recommend preferred candidates in accordance with its Terms of Reference.

## **28. Election of Directors**

- a. No Member may vote for more candidates than the number of vacant positions for Directors. Any ballot indicating more votes than vacant positions will be deemed to be void.
- b. If the number of candidates is equal to or less than the number of vacant positions, the President may declare them elected by acclamation.
- c. Where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each candidate appearing individually on the ballot.
- d. After voting is concluded on the day of the Annual General Meeting, the candidates receiving the greatest number of votes for the available positions will be declared elected. If there is a tie for the last position, the tie will be resolved by lot from among the tied candidates.

## **29. Role of the Board of Directors**

Subject to the *Act*, the Board of Directors has the following powers, authority and responsibilities:

- a. To carry out the business of the Corporation including holding an annual general meeting and other meetings of the Members, maintaining minutes and other official records of the organization, and reviewing and approving budgets, expenditures, and financial statements;
- b. To establish a membership fee and structure, to admit and where necessary to suspend or expel Members, to maintain a register of Members and to issue and distribute Canadian credentials to Members as approved by the Cathedral in Santiago de Compostela;
- c. To appoint the officers of the Corporation and determine the size of the Board in accordance with the articles and this by-law.
- d. To purchase liability/indemnity insurance to protect directors, officers and volunteers against liabilities incurred in the exercise of their duties.
- e. To authorize new chapters, support them in their work and share information and administrative resources with them, and in consultation with the Chapters, establish Chapter Guidelines with the aim of facilitating mutual support towards shared goals;
- f. To nominate one or more individuals to serve as liaison with Chapters to:
  - i. Provide information and support to new chapters and assist with the evolution of existing chapters; and



- ii. Ensure a two-way conduit for information between the Board and Chapters.
- iii. Consult with Chapter Coordinators about potential nominees to Serve on the Board.
- g. To play a coordinating and facilitating role among Members, Chapters, and other related organizations, including establishing and maintaining productive relationships nationally and internationally with other pilgrimage-related associations and with the pilgrimage authorities in Spain;
- h. To promote and facilitate opportunities for Canadians to be trained as hospitaleros;
- i. To create and maintain an electronic presence in support of the goals of the Corporation and its Chapters;
- j. To do any other thing to serve and promote the goals of the Corporation, acting with due diligence and in compliance with all relevant statutes, legislation and this by-law.

### **30. Calling of Meetings of Board of Directors**

The President, Vice President or any two (2) Directors may call meetings of the Board at any time.

### **31. Notice of Meeting of Board of Directors**

- a. Unless waived by all Directors, the Secretary will forward a notice to every Director advising them of the time and place of each Board meeting. Such notice must be issued at least seven calendar days prior to each meeting, and may be delivered by electronic mail or other means approved by the Board.
- b. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that it must specify any matter that is to be dealt with that requires the Members' approval under the Act.

### **32. Chair of Board Meetings**

The President or, in their absence, the Vice President, chairs all Board meetings. If the President and the Vice President are both absent, the Directors who are present and eligible to vote choose one of the other Directors to chair the meeting.

### **33. Voting at Meetings of the Board of Directors**

At all Board meetings, every question is decided by a majority of the votes cast on the question. In the case of a tie vote, the motion is deemed to have failed.

### **34. Committees of the Board of Directors**

- a. The Board will consult with the Chapter Coordinators to establish the Terms of Reference for a Nominations Committee to oversee nominations of individuals to the Board.

- b. The Board may from time to time appoint any committee or advisory body as it deems necessary or appropriate for such purposes and with such powers and rules of procedure as the Board sees fit. The Board may terminate any committee or remove a committee member in their sole discretion.
- c. The Board may delegate any of its powers to committees except that no committee has the authority to:
  - i. Enter into any contract or obligation that imposes a financial liability on the Corporation without Board approval;
  - ii. Suspend any Member or Chapter without Board approval;
  - iii. Submit to the Members any matter requiring their approval;
  - iv. Fill a vacancy on the Board or in the office of the auditor; and
  - v. Approve any financial statements to be placed before the Members.
- d. Committees are advisory unless their terms of reference state otherwise.

### 35. Description of Offices

The officers and the Past President, if the latter is appointed, have the following duties and powers:

- a. *President:* The President is both the chief executive officer of the Corporation and the chair of the Board. Along with the Vice President, the President is responsible for implementing the mission and policies of the Corporation and, subject to the authority of the Board, for general supervision of the affairs of the Corporation.
- b. *Vice President:* The Vice President acts as the vice chair of the Board, assists the President and, along with the President, is responsible for implementing the mission and policies of the Corporation. The Vice President acts as President and as chair of the Board in the absence of the President.
- c. *Secretary:* The Secretary serves as the secretary and may attend all meetings of the Board and its committees. The Secretary sends notices and keeps minutes of all proceedings at such meetings; keeps the register of all Members and sends any notices to Members. The Secretary is the custodian of all books, papers, records, documents and other instruments belonging to the Corporation and all records filed on behalf of the Corporation as required under the *Act* and this by-law.
- d. *Treasurer:* The Treasurer keeps all financial records, is a signing officer and ensures that the financial statements are made publicly available following their approval. The Treasurer has such other powers and duties as the Board may specify.
- e. *Past President:* The person who most recently held the position of President may serve as a Director by:

- i. Being elected as a director if they are otherwise eligible, in which case they enjoy the same rights and obligations as other elected directors; or
- ii. Being invited by the Board to serve a one-year term as Past President. A Past President is a non-voting Director and is not an officer of the Corporation. The Past President may be assigned ex officio duties from time to time by the Board. The Board may extend the Past President's term on the Board so that it ends with the end of the term of the succeeding President. The Past President normally serves as chair of the Nominating Committee.

### **36. Appointment of Officers**

- a. The Board appoints officers from among the members of the Board on an annual or more frequent basis, specifies their duties and delegates to such officers the power to manage the affairs of the Corporation. Two or more offices may be held by the same person.
- b. The powers, duties and terms of any offices not specified by this by-law will be set out in the terms of their engagement or as the Board or President requires of them. The Board may from time to time and subject to the *Act*, vary, add to or limit the powers, duties and term of any such officer.
- c. 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 will hold office until the earlier of:
  - i. The officer's successor being appointed,
  - ii. The officer's resignation,
  - iii. Such officer ceasing to be a director (if a necessary qualification of appointment) or
  - iv. Such officer's death.
- d. If the office of any officer of the Corporation becomes vacant, the Board may, by resolution, appoint a person to fill such vacancy.

## **PART VI – RECORDS**

### **37. Records**

The Secretary will maintain a record of all minutes of meetings of the Members, the Board, and any committees whose rules of procedure require them to maintain minutes, as well as any resolutions made by those bodies, at the registered office and will be open to inspection by any Member.

### **38. Accounting Records and Financial Statements**

The Corporation will prepare and maintain adequate accounting records as required by the *Act*, and will keep its accounting records for six years after the end of the financial period to which the accounting records relate. Copies of approved financial statements will be maintained at the registered office and will be open to inspection by any Member.

**39. Other Reports Required under the Act**

The Board will ensure that any notices or documents required to be sent to Canada Corporations are sent in the required form, including the required signatures, within the deadlines specified, and that all records required to be kept at the registered office of the Corporation are open to inspection by any Director or Member, and in the form prescribed by the Act.

**PART VII – NOTICE, DISPUTE RESOLUTION AND AMENDMENTS****40. Invalidity of any Provisions of this By-law**

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

**41. 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 does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**42. Dispute Resolution Mechanism**

- a. Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation or out of any aspect of the operations of the Corporation are as much as possible to be resolved in accordance with the process described in this section. This does not apply to the suspension or termination of membership which is governed by section 15 above.
- b. If the parties to a dispute cannot resolve the matter among themselves and the matter requires a resolution, they will engage the services of a mutually agreeable mediator. A mediator may be, but does not have to be, a Member of the Corporation. If the parties cannot agree on a mediator, each party will select a representative and the representatives will then agree among themselves on a single mediator to resolve the dispute. The mediator will have the authority to select the procedures for the mediation.
- c. If there is a cost for the mediation it will be payable in equal shares by the parties to the dispute.
- d. If the parties to the dispute are not successful in resolving the dispute through mediation, this bylaw is an arbitration agreement to which the *Arbitration Act* (B.C.) S.B.C. 2020, c. 2 applies except as otherwise provided in this bylaw.
- e. An arbitration is conducted by one arbitrator. The arbitrator may be appointed by agreement of the parties to the dispute, or by the mediator on request of a party.

- f. An arbitrator must be impartial but need not be independent of the parties to a dispute under this bylaw. A person who is a Member, Director or Officer of the Corporation is not disqualified from appointment as arbitrator, or from participation in the appointment of an arbitrator, unless there are circumstances creating justifiable doubts as to the person's impartiality, amounting to a real danger of bias. Unless the parties to the dispute otherwise agree, the mediator in the dispute or a person who has participated in private discussion to informally resolve the dispute, will not be appointed as arbitrator.
- g. The arbitration is started when a party to the dispute gives written notice to another party to the dispute requesting they participate in the appointment of an arbitrator.
- h. Despite the *Arbitration Act* (B.C.) S.B.C. 2020, c. 2,
  - i. Only if the expert serves without compensation may an arbitrator appoint an expert under subsection 34(1) of the Act to report to the arbitration tribunal, and
  - ii. There is no appeal to a court from an arbitral award and, for greater certainty, despite subsection 59(2) of that Act the parties may not appeal any question of law arising out of an arbitral award.

#### **43. By-law Amendments**

Subject to the articles, the Members may, by special resolution, make, amend or repeal any by-laws of the Corporation.