



Dominion of Canada
Rifle Association

BYLAWS

As Approved by Special Resolution of the Members

March 26th, 2022

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ARTICLE I – INTRODUCTION AND DEFINITIONS

1.01. In these bylaws, unless the context otherwise requires:

- a. "Act" means the Act to Incorporate the Dominion of Canada Rifle Association, 1900 and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "bylaws" means these bylaws (including any schedules to these bylaws) and all other bylaws of the DCRA as amended and which are, from time to time, in force;
- c. "Chair" means the Chairperson of the Council;
- e. "Council" means the Council of the DCRA as defined in the Act;
- f. "DCRA" means the Dominion of Canada Rifle Association, the corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act;
- g. "Province" for the purposes of the DCRA, shall import each of the ten Provinces and three Territories of Canada and the National Capital Region.
- h. "PRA" means Provincial Rifle Association and for the purposes of the DCRA, this shall import the equivalent organisations for the three Territories as well as the National Capital Region.
- i. "Council member" means an individual occupying the position of a director for the DCRA;
- j. "Member" means a member of the DCRA;
- k. "Members" means the collective membership of the DCRA;
- l. "Life Member" being a member or other person on whose behalf the prescribed fee has been paid or who has been so named by the Council;
- m. "Life Governor" being a person who has been so named by the Council, prior to March 28, 2020, with an Annual Full membership paid by the DCRA and "grandfathered" entitlements detailed in the Bylaws;
- n. "Governor" being a person who has been so named by the Council'
- o. "ex-officio" as it pertains to entitlements within the DCRA be "denoting or relating to a member who holds the role as a result of their status or another position that they hold, thus not having the need to be elected";
- p. "Honorary" as it applies to the DCRA be "a person who has contributed significantly to or bring credibility to the DCRA while not being a member of the DCRA;
- q. "Officer" means an officer of the DCRA.

1.02. Other than as specified above, all terms contained in these bylaws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03. "May" shall be construed as permissive and "shall" as being imperative

1.04. The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws. If any of the provisions contained in these bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE II – NAME

2.01. The name of the Association shall be:

DOMINION OF CANADA RIFLE ASSOCIATION

herein referred to as “DCRA”.

ARTICLE III – MEMBERSHIP

3.01. Membership in the DCRA shall consist of such persons interested in furthering the DCRA’s purposes and who have been accepted into membership in the DCRA as either a:

- a. Full Member, or
- b. Limited Member.

3.02. Membership is available to those individuals who have paid their membership fees to the DCRA and are in good standing.

3.03. Applications for membership shall be filed with the DCRA office in the form prescribed by the Council.

3.04. The exclusive right to accept or reject an application for membership is vested in the Council.

3.05. Each Full Member shall have the right to:

- a. Participate in all activities of the DCRA;
- b. Stand for election
- c. Attend, participate and vote at all meetings of the members.

3.06. Each Limited Member shall have the right to participate in specific activities of the DCRA as detailed in the DCRA policy pertaining to membership and attend all meetings of the members.

3.07. Membership in the DCRA shall be non-transferable.

3.08. Membership structure and privileges shall be in the form prescribed by the DCRA Council as outlined in policy pertaining to such structure and privileges.

ARTICLE IV – AFFILIATION

4.01. The Council may approve an application for the Affiliation by a National, Provincial or other firearm related organization on such terms and conditions as it sees fit.

4.02. Clubs and/or Associations who have affiliated with the DCRA shall be known as ‘Affiliates’ and shall not be deemed ‘Members’ of the DCRA.

4.03. The exclusive right to accept or reject an application for affiliation is vested in the DCRA Council.

4.04. Affiliation structure and privileges shall be in the form prescribed by the DCRA Council as outlined in policy pertaining to such structure and privileges.

ARTICLE V – FEES

5.01. The Council shall by resolution, set and establish the fees payable in respect of membership and affiliation and may, from time to time, vary such fees.

ARTICLE VI – TERMINATION OF MEMBERSHIP AND AFFILIATION

6.01. All membership and affiliations shall terminate on March 31 of every year and commence on April 1st of every year.

6.02. Failure by any member to renew their membership or by any affiliated organization to renew its affiliation on or before the date it expires, shall automatically result in the suspension of all rights and privileges of membership and affiliation. Upon payment of any fees owing, such member or affiliated club will have their rights and privileges reinstated from that day forward.

6.03. Any member may terminate their membership or any organization may terminate its affiliation at any time by giving written notice to that effect to the DCRA National Office.

6.04. The Council, upon its own initiative, or upon the substantiated charge of any member or members in good standing, may suspend or expel any member or any affiliated organization as a disciplinary measure for conduct detrimental to the best interests of the DCRA. The member or organization so charged shall be advised of the charge in writing, and shall have the opportunity of offering a defence before disciplinary action by the Council is considered. If the member or organization is dissatisfied with the decision of the Council, they shall have the right of appeal at an Annual Meeting or at a Special Meeting for this purpose.

ARTICLE VII – VOTING

7.01. Unless otherwise provided by law or bylaws, approval by a general meeting, where quorum has been met, shall require a favourable vote of the majority of voters present thereat. In the event of a tie vote, the Chairperson of the meeting shall have a deciding vote.

7.02. The method of voting shall at all times be a show of hands unless a secret ballot is deemed necessary by the meeting. If the meeting is held in whole or in part by telephonic, electronic or other communication facility, then notice shall be given to the voting members at least forty-eight (48) hours prior to the commencement of the meeting of all particulars pertaining to the vote, in addition to the requirements of the DCRA policy pertaining to voting procedures. Each voting member not attending a general meeting may submit their vote by email to the person presiding over the meeting no later than thirty (30) minutes prior to the commencement of the meeting with a read request attached. In the event that a voting

member submits a second email vote, the first email vote will be accepted as that members vote.

7.03. A Special Resolution is a resolution of which notice has been given and which shall require a 2/3 majority of those voting.

7.04. Council Meetings: Each Council member in good standing shall have one vote. Voting, if conducted in person, shall be by a show of hands, unless any Council member requests that a secret ballot be conducted. Only in the event of a secret ballot vote occurring shall the DCRA record the results of the vote, and shall destroy the ballots upon approval of the Council. In the event of a tie vote, the Council member presiding at the meeting shall be required to exercise a deciding vote. If a vote is conducted by way of telephonic, electronic or other communication facility then voting shall be conducted according to the DCRA policy pertaining to voting procedures.

7.05. Annual General Meeting of the Members: Each Full Member as described in Article III of these bylaws who was a member in good standing, and who continues to be a member in good standing throughout the meeting, shall have the right to vote.

7.06. Election of Council Members, President and Vice Presidents at the Annual General Meeting of the Members:

- a. Shall be conducted a the Nominating Committee as established by Council in the policy pertaining to nomination procedures.
- b. Written nominations for the Council, President and Vice President positions shall be solicited from membership as per the DCRA policy pertaining to nomination procedures. Nominations from the floor may be accepted in cases where no written nominations were received.
- c. The election of Council members, President and Vice Presidents shall be consistent with the method prescribed in the DCRA policy pertaining to voting procedures.

7.07. The Nominating Committee shall ensure that ballots and appropriate electronic procedures for telephonic, electronic or other communication facility are prepared and provided at this meeting.

7.08. Proxy Vote: DCRA members may vote by proxy as detailed in the DCRA policy pertaining to voting procedures.

ARTICLE VIII – FINANCES

8.01. Unless otherwise ordered by the Council, the financial year end of the DCRA shall be the 31st day of October of each year.

8.02. All contracts, documents, or any like instruments, required to be executed by the DCRA shall be signed by two persons named and appointed by the Executive Committee, at least one of which shall be an executive officer.

8.03. The Council may empower the Director of Operations to act, in consultation with the CFO and Executive Director, as an agent of the Council and the Executive Committee in all Financial matters of the DCRA.

8.04. A detailed record of all monies received, receivable, paid and payable by the DCRA shall

be kept in books of appropriate form.

8.05. Such books and all other documents pertaining to the collection, management and disbursement of the DCRA's monies shall be audited as and when the Council deems it necessary, in a period not to exceed seven (7) years, by an auditor elected by the majority of all voting members and the auditor's written report shall be made available to all Full members by the Executive Director or a person appointed by the Executive Director.

8.06. Should the membership of an individual or the affiliation of an organization be terminated for any reason whatsoever:

- a. The DCRA shall be under no obligation to distribute to such individual or organization any part of the monies, values or assets then held by the DCRA, including the fees already paid by such individuals or organizations under the membership or affiliation assessment.
- b. Such individuals or organizations shall be relieved, as of the effective date of termination of membership or affiliation, of their obligation to pay to the DCRA even for the current fiscal year.

ARTICLE IX – COUNCIL

9.01. The affairs of the DCRA shall be managed by a Council which shall consist as follows:

- a. a maximum of 18 individuals elected to represent the Provinces for which there is at least one DCRA member in good standing from that Province, as follows:
 - i. 2 individuals elected from each of the four Provinces with the greatest number of DCRA Full Members as recorded from the previous membership year, and
 - ii. 1 individual elected from the remaining 10 Provinces.
- b. The Life Governors of the DCRA:
 - i. shall be an ex-officio member of Council,
 - ii. shall have voting privileges at all Council meetings,

9.02. The following officers shall attend all Council meetings unless excused by the Chair:

- a. the Chief Financial Officer, if not a member of Council and
- b. the Executive Director

9.03. The President may, at his or her discretion, attend all Council meetings including in camera sessions.

9.04. The term of office of the Council members shall be two (2) years from the date of the meeting at which they are elected. Terms shall be staggered so that half of the members are elected each year. Should a Province need to elect two Council members in the same year, one term will be for two years and the other shall be for one year.

9.05. The Council shall be responsible for overseeing the affairs of the DCRA and for the development of policies and directives for the DCRA, through the committees and the National Office.

9.06. Those members of Council not elected as an officer or to the Executive Committee

shall serve on at least one committee, such that all committees have at least one Council member as either Chair or member.

9.07. Vacancies: The office of Council member shall be automatically vacated:

- a. If a Council member resigns his or her office by delivering a written resignation to the Chair, or
- b. If he or she is found by a court to be of unsound mind, or
- c. By death of a Council member, or
- d. If, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members attending removing the Council member before the expiration of the Council member's term of office.

9.08. Filling a Vacancy on the Council: A vacancy on the Council shall be filled as follows:

- a. A quorum of Council members may fill a vacancy among the Council;
- b. If there is not a quorum of Council members or there has been a failure to elect the minimum number of Council members set out in the articles, the Council in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. If the vacancy occurs as a result of the Members removing a Council member, the Members may fill the vacancy by a majority vote and any Council member elected to fill the vacancy shall hold office for the remainder of the removed Council member's term; and
- d. The Council may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Council member. After that, the appointee shall be eligible to be elected as a member of Council.

ARTICLE X – ADVISORY BOARD

10.01. The Council shall be assisted by an Advisory Board, which shall consist of the following:

- a. The President, as Chair;
- b. Up to 14 Vice Presidents, one nominated by each of the PRA for which there is at least one DCRA member in good standing from that Province, each to be confirmed by simply majority of the members at the Annual General Meeting;
- c. The Life Governors of the DCRA; and
- d. Individuals appointed at the discretion of the President for particular expertise that would be of value to the DCRA.

10.02. The term of office of the Advisory Board members shall be:

- a. President: five (5) years from the date of the Annual General Meeting at which he or she is elected.
- b. Vice-Presidents: three(3) years from the date of the Annual General Meeting at which they are elected . Terms shall be staggered so that half of these members are elected each year.
- c. Life Governors: this shall be a lifetime appointment.
- d. Presidential Appointees: two (2) years from the date of their appointment.

10.03. The Advisory Board shall be responsible, collectively and individually, for providing advice to the Council, officers and committees concerning DCRA policies and activities.

10.04. Vacancies: The office of any Advisory Board position shall be automatically vacated:

- a. if the individual resigns his or her office by delivering a written resignation to the President, or
- b. if he or she is found by a court to be of unsound mind, or
- c. by death of an Advisory Board member, or
- d. if, at a General Meeting of the members, a resolution is passed by at least a majority of the votes cast by the members, removing the Advisory Board member before the expiration of their term of office.

10.05. Filling a Vacancy on the Advisory Board:

- a. President. The Council shall elect a Vice-President as interim President, who shall serve until the next Annual General Meeting of the members, at which time a new President shall be elected.
- b. Vice President. The President, in consultation with the PRA of the Province concerned, may appoint a Vice President to fill a vacancy on the Advisory Board. The appointee shall hold office for the remainder of the term of the vacating Vice President.
- c. Presidential Appointee. If the requirement for the specialist advice remains in effect, the President may appoint a new individual.

ARTICLE XI – INDEMNITIES TO COUNCIL AND OTHERS

11.01. Every Council member and officer of the DCRA or other person who has undertaken or is about to undertake any liability on behalf of the DCRA shall from time to time and at all times, be indemnified and saved harmless out of the funds of the DCRA, from and against:

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

ARTICLE XII – CONFLICT OF INTEREST

12.01. A Council member, officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the DCRA will comply with the DCRA policy pertaining to conflict of interest and will disclose fully and promptly the nature and extent of such interest to the Council or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the DCRA policy pertaining to conflict of interest.

ARTICLE XIII – OFFICERS

13.01. The executive officers of the DCRA shall be as follows:

- a. Chair;
- b. Chair of the Executive Committee;
- c. Chief Financial Officer;
- d. Secretary and
- e. Executive Director of the DCRA.

13.02. The non-executive officers of the DCRA shall be the President and Vice Presidents.

13.03. The honorary officers of the DCRA shall be as follows:

- a. Patron;
- b. Vice-Patrons;
- c. Honorary President; and
- d. Honorary Vice-Presidents.

13.04. Officers and other positions within the DCRA shall be elected in accordance with the following:

- a. The President shall be elected by the Members at the Annual General Meeting of the DCRA for a term of five (5) year starting in the year 2023.
- b. The Vice-Presidents for each Province shall be elected by the members at the Annual General Meeting of the DCRA for a term of three (3) years. Terms for British Columbia, Alberta Saskatchewan and the NWT will commence in the year 2020. Terms for Manitoba, Ontario Quebec, the NCR and the Yukon will commence in year 2021. Terms for New Brunswick, Newfoundland, Prince Edward Island, Nova Scotia and Nunavut will commence in the year 2022.
- c. The Chair shall be elected by the Council from among its number at the first meeting of the Council after the Annual General Meeting of the DCRA.
- d. The Chair of the Executive Committee and two additional members for that committee shall be elected by the Council from among its number at the first meeting of the Council after the Annual General Meeting of the DCRA.
- e. The Secretary shall be elected by the Council the from among its number at the first meeting of the Council after the Annual General Meeting of the DCRA for a term of three (3) years, starting in the year 2020.
- f. The Chief Financial Officer shall be elected by the Council at the first meeting of the Council after the Annual General Meeting of the DCRA for a term of three (3) years, starting in the year 2021.
- g. The honorary officers of the DCRA shall be appointed as detailed in the DCRA policy pertaining to honorary appointments.
- f. To be eligible to become an elected executive officer requires that the candidate be a member in good standing of the DCRA.
- g. The office of an elected officer shall immediately become vacated by:
 - i. Death of the officer; or
 - ii. If he or she is found by a court to be of unsound mind, or
 - iii. If the officer shall resign his or her office by delivering a written resignation to the Chair; or
 - iv. The officer ceasing to be a member of the DCRA.
- h. Where the position of an elected officer becomes vacant for whatever reason and there is still a quorum of Council members, the Council may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
- i. A council member may be elected to the Executive Committee for a maximum of three (3) consecutive terms.
- j. An elected officer may only serve in their capacity for a maximum of three (3) consecutive terms, unless an office has no other qualified candidates.

- k. If an elected officer has served for three (3) consecutive terms and there are no other qualified candidates for that office, then the officer may occupy that office until the next Council Meeting where nominations, not including incumbent, may be brought forward and voted upon to fill the vacancy for the remainder of the office's term.
- 13.05. The elected officers shall serve without remuneration or compensation except that:
- a. The Council may, upon submission of approved written receipts, reimburse an officer for any out-of-pocket expenses necessarily incurred in his or her official capacity in the discharge of his or her duties for the account of and on behalf of the DCRA for which prior Council authority for reimbursable expenses has been provided.
 - b. The Council may in their absolute discretion, determine and grant remuneration to those individuals they deem appropriate. A record of such approval and details of such transactions shall be recorded in the book of minutes for the meeting in which the remuneration was granted.

ARTICLE XIV – EXECUTIVE COMMITTEE

14.01 The Executive Committee of the DCRA shall consist of the Chair of the Executive Committee and two further members of the Council as elected by Council and the Life Governors of the DCRA:

- i. shall be an ex-officio member of the Executive Committee,
- ii. shall have voting privileges at all Executive Committee meetings,

The Executive Committee is responsible to the Council for the effective coordination of the DCRA committees and the National Office in executing Council decisions and direction.

14.02 The Chief Financial Officer, Secretary and Executive Director shall attend all Executive Committee meetings unless excused by the Chair of the Executive Committee.

14.03 The President and Chair may, at their discretion, attend all Executive Committee meetings including in camera sessions.

14.04 Chairs of DCRA committees shall attend Executive Committee meetings as directed by the Chair of the Executive Committee.

ARTICLE XV – COMMITTEES

15.01. Committees may be appointed by the Council for any purpose. When appointing a committee, the Council may put such conditions, restrictions, or limitations on the mandate of the committee, on its composition, and on the means of the selection of committee members and of chairpersons, as are deemed by the Council to be appropriate for the effective pursuit of the mandate of the said committee.

15.02. Committee appointees shall normally be Full Members in good standing. Council may exercise discretion in appointing a committee member that is not a Full Member for valid cause.

15.03. Terms of reference for each committee shall be published in the DCRA policy pertaining to committees.

ARTICLE XVI – NOMINATIONS

16.01. Nominations for the President, Vice-Presidents, DCRA Council members, elected officers and committee members must follow the procedure outlined in the DCRA policy pertaining to nomination procedures.

16.02. Any DCRA member satisfying the conditions for holding office in the DCRA may be nominated for election to office.

ARTICLE XVII – DUTIES OF OFFICERS

17.01. President: shall be, in addition to their general responsibility as the titular head of the DCRA and assisting in assuring the overall welfare of its affairs and concerns:

- a. Chairperson of the Annual and Semi-Annual Meeting of the members; and
- b. Chairperson of the Advisory Board, responsible for the effective working of that body.

17.02. Chair: shall be, in addition to their general responsibility to the DCRA for the overall superintendence of its affairs and concerns, the Chairperson of the Council, responsible for the effective working of that body.

17.03. Chair of the Executive Committee: shall be, in addition to their responsibilities in ensuring the effective operation of that body in coordinating the work of the committee structure of the DCRA, the Deputy Chair of Council assisting the Chair in directing the activities of Council. In the absence of the Chair, the Chair of the Executive Committee may exercise the full powers of the Chair.

17.04. Vice-Presidents: shall be, as coordinated by the President, responsible for ensuring open, full and constant communications with the full and honest representation to the Council of the views of the affiliates of their Province, and the full and honest communication of the Council's views and decision to affiliates.

17.05. Chief Financial Officer: shall be responsible for:

- a. the supervision of the annual budget, and presentation of the budget to the appropriate bodies for concurrence, recommendations, or approval;
- b. prescribing the method of book-keeping and accounting used by the DCRA, and the banking institution in which funds are deposited; and
- c. exercising such authority with respect to the expenditure of DCRA funds.

17.06. Secretary: shall be responsible for:

- a. ensuring that the proper notice and supporting documentation is provided for all meetings of the Council, Executive Committee and member meetings
- b. ensuring the accurate and timely recording of Council, Executive Committee and Member meeting minutes, their approval and distribution.

- c. ensuring the maintenance and availability of the approved DCRA bylaws. Policies and directives
- d. ensuring the accuracy of membership Council and committee lists and their availability when required
- e. as custodian, ensuring the maintenance and availability of the records of the DCRA

17.07. Executive Director: shall be:

- a. the chief executive officer of the DCRA and responsible to Council for the overall operations of the DCRA
- b. responsible for the effective and efficient functioning of the National Office and staff of the DCRA in support of Council decisions and direction
- c. The Competition Director for the annual DCRA National Championships

ARTICLE XVIII – MEETINGS AND SESSIONS

18.01 Annual General Meeting of the Members (AGM): An AGM shall be held in Ottawa on a day to be selected by the Executive Committee each year. At the AGM, the following matters shall be dealt with as and when required:

- a. Receipt of reports, including audited financial statements;
- b. Motions;
- c. Approval of amendments/repeals of bylaws;
- d. Confirmation of Council and Executive Committee actions for previous year;
- e. Elections to Council;
- f. Election of President and Vice Presidents;
- g. discussion of matters of general interest and, when agreed upon, the submission of recommendations on such matters to Council.

18.02. Semi-Annual General Meeting: A Semi-Annual Meeting of the Members of the DCRA shall be held on a day to be selected by the Executive Committee. At this meeting the following matters may be dealt with as and when required:

- a. the receipt of reports of an interim or special nature; and
- b. discussion of matters of general interest and, when agreed upon, the submission of recommendations on such matters to Council.

18.03. Council Meeting: Council meetings shall be conducted at least four times annually, the first being immediately following the adjournment of the Annual General Meeting of the Members and the remainder as selected by the Chair.

18.04. Extraordinary Council Meeting: Extraordinary Council Meetings shall be called by the Chairperson as required or at the written request of not less than four (4) members of Council. Such meetings shall be held at such place convenient to the membership and as the Chairperson may direct.

18.05. Errors in Giving Notice of Annual or Special Meeting of Members: No error or omission in giving of notice of any annual or meeting of members or meetings of Council or of the executive Committee or of the members of the DCRA shall invalidate such meeting or make void any proceedings taken thereat provided, however, that the member, Council member or officer that was adversely affected by the error waives notice of such meeting and provided that he or she ratifies, approves and confirms any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Council member or officer for any meeting or otherwise, the address of the member, Council member or officer shall be their last address recorded on the membership database of the DCRA.

18.06. Notices: Notices of Meetings of Members will include the time and place of meeting, the proposed agenda, reasonable information to permit members to make informed decisions, and will be given to each member by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, at least 21 days but not more than 60 days before the day on which the meeting is to be held; or
- b. by telephone, electronic or other communication facility to each member entitled to vote at least 21 days but not more than 60 days before the day on which the meeting is to be held; or
- c. by posting on the DCRA's website not less than 30 days prior to the date of the meeting.

18.07. Participation by Electronic Means at Members' Meetings: The DCRA may use a telephonic, electronic or other communication facility that permits participants to communicate adequately with each other during a meeting. Any member entitled to attend such meeting may participate by means of the communications facility and is deemed to be present at the meeting. Any person participating in a meeting of members, who is entitled to vote at that meeting may vote, in accordance with the DCRA policy pertaining to voting policy by means of the communication facility that the DCRA has made available for that purpose.

18.08. Members' Meeting Held Entirely by Electronic Means: If the Council or Full members of the DCRA convene meeting of members, the convenor may determine that the meeting shall be held entirely by means of a communication facility that permits all participants to communicate adequately with each other during the meeting.

18.07. A Special Resolution of the members is required to make any amendment to the bylaws of the DCRA to change the manner of giving notice to members described in Article XVIII.

ARTICLE XIX – QUORUM

19.01. Meeting of the Members: A quorum for a Meeting of the members shall consist of thirty (30) Full Members. In the event that the meeting does not meet quorum, the DCRA may hold a subsequent Special General Meeting in which quorum will be considered to be those in attendance.

19.02. Council Meeting: A quorum for a Council meeting shall consist of no less than eight (8) existing Council members, representing at least six (6) provinces.

19.03. Executive Meeting: A quorum for an Executive Committee Meeting shall consist of two (2) members of the Committee including the Chair of the Executive Committee.

ARTICLE XX – AMENDMENTS OF BYLAWS

20.01. Except for the items set out in Article XXI, these bylaws may be amended by majority vote of the Council members at a Council meeting. The Council members will submit the bylaws amendment to the Members at the next meeting of the members, and the Members may, by majority vote, confirm, reject or amend the bylaws amendment.

20.02. The bylaws amendment is effective from the date of the resolution of the Council members. If the bylaws amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

ARTICLE XXI – FUNDAMENTAL CHANGES

21.01. A Special Resolution of the Members, is required to make the following fundamental changes to the Articles or bylaws of the DCRA:

- a. Apply for a change DCRA's name;
- b. Apply for a change the province in which the DCRA's registered office is situated;
- c. Apply to add, change or remove any restriction or restrictions on the activities that DCRA may carry on;
- d. Create a new class or group of Members;
- e. Change a condition required for being a Member;
- f. Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of any such class or group;
- h. Add, change or remove a provision respecting the transfer of a membership;
- i. Increase or decrease the number of, or the minimum or maximum number of Council members;

- j. Change the statement of the purpose of the DCRA;
- l. Change the manner of giving notice to members entitled to vote at a meeting of Members;
- m. Change the method of voting by Members not in attendance at a meeting of Members; or
- n. Apply to add, change or remove any other provision that is permitted by the Act to be set out in the Articles

ARTICLE XXII – ADOPTION OF BYLAWS

22.01. These bylaws were ratified by a two-thirds vote of the Members at a meeting of Members duly called and held on 26 March 2022.

In ratifying these bylaws, the Members repeal all prior bylaws of DCRA provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws.

Except as provided in the Act, the Council will have the authority to interpret any provision of those bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purpose of the DCRA as set out in the Articles.

These bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.