



Clean Resource Innovation Network

## 2020 Annual General Meeting of the Members of the Clean Resource Innovation Ecosystem (Network)

Tuesday, September 22, 2020

9:30-12:30 pm MT

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### Virtual AGM Minutes (draft)

Documents that were made available prior to the meeting:

- Agenda CRIN AGM 2020 draft
- 2019 Financial Statements
- CRIN slate of nominations for board directors and officers
- Special Resolutions to amend
  - Name of the Corporation
  - General Operating By-law No.1 of the Corporation

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#### 1. Call to Order

The meeting was called to order by CRIN President and Chair, Joy Romero at 9:35 am MT.

Romero welcomed everyone and introduced Ian Jobe to review some of the protocols for attendees and describe a few of the mechanisms for discussion we will be using for this virtual AGM.

Furthermore, it was explained that interpretation of CRIN's current governance structure and By-laws means CRIN has only one voting member. That member is PTAC – the Petroleum Technology Alliance of Canada - represented today by its President, Soheil Asgarpour. So, motions and votes today with one member will be a simple verbal process with motions moved by board members (Directors) and seconded and voted on by Soheil Asgarpour.

Features of the WebEx meeting platform were introduced to provide for engagement by participants when the floor was made open to questions.

The meeting was then declared open for the transaction of business by the CRIN Chair, Joy Romero.

Jobe indicated that a quorum was present.

Romero introduced the virtual head table;

Randy Rudolph, CRIN Director and Treasurer

Ian Jobe, CRIN Director of Operations and acting secretary

Joy Romero, CRIN President and Chair

In order to learn more about who was joining in for the meeting, a poll was conducted asking for participants what provinces they were connecting in from. We had representation from all across Canada with some participation from the US.

2. **Adoption of Agenda**

(Attachment 2 “CRIN\_ 2020 AGM agenda draft”)

MOTION: *That the agenda be adopted as presented.*

Moved: Romero

Seconded: Asgarpour

There was no discussion, CARRIED

3. **Financials**

The financial statement for 2019 was available prior to the meeting.

(Attachment 3. CRIN Finances NTR Financial Stmt Dec 31 2019)

Randy Rudolph, Chair of the CRIN Finance and Audit Committee and CRIN Director provided a verbal report supported by PowerPoint slides the 2019 finances and 2020 update (Attachment 3.1 CRIN 2020 AGM 30September2020\_finance slides) of

Floor was opened to questions. There were none.

MOTION: *That the 2019 Financial statement be adopted as presented.*

Moved: Rudolph

Seconded: Asgarpour

There was no discussion, CARRIED

**Appointment of Auditors for 2020**

Membership was informed that the CRIN Board is recommending that BDO Canada LLP be appointed auditor for the CRIN 2020 fiscal year.

MOTION: *That CRIN appoint BDO Canada LLP to be the auditor for fiscal year 2020.*

Moved: Rudolph

Seconded: Asgarpour

There was no discussion, CARRIED

4. **Recognition of CRIN Directors / Officers served to date**

Romero thanked members of the CRIN Board who have served to date to get CRIN where it is today:

|               |                  |               |
|---------------|------------------|---------------|
| Ginny Flood   | Soheil Asgarpour | Dave Rushford |
| Joy Romero    | Ken Putt         | Murray Todd   |
| Jason Switzer | Randy Rudolf     | Kevin Stashin |

## 5. Election of Directors

Jobe introduced all individual standing to be members of the board, remaining and new, with brief biographies presented for each.

Jobe presented the slate of directors and offices for 2020-2021 indicating that all have agreed to a term as a Director and to the office identified. It was noted that once elected selected Directors will take on the identified offices immediately following the AGM. Furthermore, it was noted that Ginny Flood will be taking on the office of Chair.

(appendix 5. CRIN Directors and Officers 2020-2021)

Also, presented for information and as presented in the slate of directors and officers, were two observers and regular participants to the Board (non-voting), i.e., Andrew Noseworthy (ISED observer) and Ian Jobe, CRIN Director of Operations and acting secretary.

Ginny Flood, CRIN Director, then thanked all who have agreed to stand as directors and lead the appointment of the directors.

MOTION: *That the slate of directors for the CRIN Board be adopted as presented for 2020-2021*

Moved: Flood

Seconded: Asgarpour

There was no discussion, CARRIED

## 6. Special Resolutions

Flood proceeded with introducing the special resolutions duly put in front of membership prior to the meeting and as reviewed and approved by the Board of Directors prior to this meeting.

(appendix 6.a CRIN\_ special resolution to members Sep22 2020 – draft)

(appendix 6.b CRIN\_ special resolution to members Sep22 2020 – draft)

(appendix 6.b CRIN By-laws for AGM approval 30Sep2020)

That is, two special resolutions around :

Name of the Corporation

General Operating By-law No.1 of the Corporation

The resolutions were introduced, moved, discussed and voted on separately.

The first special resolution was introduced.

**BE IT RESOLVED as a special resolution of no less than two-thirds (2/3rds) of the Members present that the following AMENDMENT TO THE NAME of the Corporation be confirmed:**

1. Proposed Change current name “Clean Resource Innovation Ecosystem” to “Clean Resource Innovation Network”

MOTION: *That CRIN adopt this special resolution to amend the name of the Corporation to Clean Resource innovation Network as presented.*

Moved: Flood

Seconded: Asgarpour

There was no discussion, CARRIED

The second special resolution was introduced.

**BE IT RESOLVED as a special resolution of no less than two-thirds (2/3rds) of the Members present that the following General Operating By-law No.1 of the Corporation be confirmed:**

1. Proposed General By-Law No#1  
(attachment #6.b entitled "CRIN By-Laws for AGM approval 30Sep2020.pdf")

MOTION: *That CRIN adopt this special resolution to adopt General By-Law No#1 (attachment #6.b entitled "CRIN By-Laws for AGM approval 30Sep2020.pdf" as presented.*

Moved: Flood

Seconded: Asgarpour

There was no discussion, CARRIED

## 7. CRIN Update

The CRIN Executive Committee led a comprehensive review and update on the organization, projects and outlook forward.

## 8. Other Business

Flood asked if there was any other business that properly came before the meeting. The secretary indicated that there was none.

## 9. Next AGM and Adjournment

Flood invited membership to attend the 2021 AGM to be held within six (6) months of the end of the fiscal year (i.e., by 30 Sep 2021).

The meeting was declared adjourned at 12:30 pm MT.

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## Attachments

CRIN\_ 2020 AGM agenda draft

3 CRIN Finances NTR Financial Stmt Dec 31 2019

3.1 CRIN 2020 AGM 30September2020\_finance slides

5. CRIN Directors and Officers 2020-2021

6.a CRIN\_ special resolution to members Sep22 2020 – draft

6.b CRIN\_ special resolution to members Sep22 2020 – draft

6.b CRIN By-laws for AGM approval 30Sep2020

# 2020 Annual General Meeting of the Members of the Clean Resource Innovation Ecosystem (Network)

Tuesday, September 22, 2020

9:30-12:30 pm MT

## Virtual AGM Agenda (draft)

1. Call to Order
2. Adoption of Agenda
3. Financials
  - a. Review of 2019 finances and 2020 update
  - b. Approval of 2019 financial statements
  - c. Appointment of the Auditors for this fiscal year
4. Recognition of CRIN Directors / Officers served to date
5. Election of Directors
6. Special Resolutions to amend
  - a. Name of the Corporation
  - b. General Operating By-law No.1 of the Corporation
7. CRIN Update
8. Other Business
9. Next AGM and Adjournment

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### Documents made available prior to the meeting:

- Agenda CRIN AGM 2020 draft
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- Special Resolutions to amend
  - Name of the Corporation
  - General Operating By-law No.1 of the Corporation

**CRIN CLEAN RESOURCES INNOVATION NETWORK**

**Financial Statements**

**(Unaudited - See Notice to Reader)**

**For The Year Ending December 31, 2019**

**CRIN CLEAN RESOURCES INNOVATION NETWORK**

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For The Year Ending December 31, 2019

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Notice to Reader

On the basis of information provided by management, we have compiled the statement of financial position of CRIN Clean Resources Innovation Network as at December 31, 2019 and the statement of operations and change in net assets for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes as they have been prepared for management and the board's review and are meant for internal interim reporting purposes.

Readers should also be aware that Jeffery J O'Rourke Professional Corporation has provided yearly bookkeeping services to the Organization.

April 9, 2020

Jeffery J O'Rourke Professional Corporation  
Chartered Professional Accountant, Certified General Accountant,

Calgary, Alberta

**CRIN CLEAN RESOURCES INNOVATION  
NETWORK**

**Statement of Financial Position**

(Unaudited - See Notice to Reader)

As at December 31, 2019

|                                                                | 31-Dec-19         | 31-Dec-18        |
|----------------------------------------------------------------|-------------------|------------------|
| <b>ASSETS</b>                                                  |                   |                  |
| <b>Current</b>                                                 |                   |                  |
| Cash                                                           | \$ 496            | \$ -             |
| Accounts receivable                                            | 220,862           | 17,994           |
|                                                                | <u>221,358</u>    | 17,994           |
| <b>Intangible capital asset (Schedule 2)</b>                   | <u>6,315</u>      | 11,143           |
|                                                                | <u>\$ 227,674</u> | <u>\$ 29,138</u> |
| <b>LIABILITIES</b>                                             |                   |                  |
| <b>Current</b>                                                 |                   |                  |
| Accounts payable and accrued liabilities                       | \$ 176,379        | \$ 10,022        |
| Accounts payable and accrued liabilities - related corporation | 58,994            | -                |
| Goods and services tax payable                                 | 1,830             | -                |
|                                                                | <u>237,203</u>    | 10,022           |
| <b>Deferred contributions (Schedule 3)</b>                     | -                 | 5,989            |
| <b>Due to related corporation</b>                              | -                 | 7,542            |
|                                                                | <u>-</u>          | 13,531           |
| <b>NET ASSETS</b>                                              |                   |                  |
| Invested in property and equipment                             | 6,315             | 11,143           |
| Unrestricted                                                   | (15,845)          | (5,559)          |
|                                                                | <u>(9,530)</u>    | 5,585            |
|                                                                | <u>\$ 227,674</u> | <u>\$ 29,138</u> |

\_\_\_\_\_, Director

\_\_\_\_\_, Director

**CRIN CLEAN RESOURCES INNOVATION  
NETWORK**

**Statement of Operations**

(Unaudited - See Notice to Reader)

For The Year Ending December 31, 2019

|                                                  | 31-Dec-19          | 31-Dec-18       |
|--------------------------------------------------|--------------------|-----------------|
| <b>Revenue</b>                                   |                    |                 |
| Event Sponsorship and Partnerships               | \$ 281,048         | \$ 10,022       |
| Project revenue                                  | 73,608             | 32,511          |
|                                                  | <u>354,657</u>     | <u>42,533</u>   |
| <b>Expenses</b>                                  |                    |                 |
| Amortization                                     | 4,828              | 3,340           |
| Bank charges and credit card discounts           | 34                 | -               |
| Computer and website                             | 2,830              | 1,097           |
| Contractors                                      | 163,347            | -               |
| Direct event costs                               | 135,178            | -               |
| Direct project costs                             | 53,170             | 32,511          |
| Insurance                                        | 250                | -               |
| Meeting                                          | 231                | -               |
| Office expenses                                  | 59                 | -               |
| Printing and publications                        | 237                | -               |
| Professional fees                                | 7,487              | -               |
| Sponsorship expenses                             | 2,000              | -               |
| Telephone and communication                      | 121                | -               |
|                                                  | <u>369,771</u>     | <u>36,948</u>   |
| <b>(Deficit) excess of revenue over expenses</b> | <u>\$ (15,114)</u> | <u>\$ 5,585</u> |

**CRIN CLEAN RESOURCES INNOVATION  
NETWORK**

**Statement of Changes in Net Assets**

(Unaudited - See Notice to Reader)

For The Year Ending December 31, 2019

|                                           | Invested in<br>property and<br>equipment | Unrestricted       | 31-Dec-19      | 31-Dec-18    |
|-------------------------------------------|------------------------------------------|--------------------|----------------|--------------|
| <b>Balance, beginning of year</b>         | \$ 11,143                                | \$ (5,559)         | \$ 5,585       | \$ -         |
| (Deficit) excess of revenue over expenses | -                                        | (15,114)           | (15,114)       | 5,585        |
|                                           | (4,828)                                  | 4,828              | -              | -            |
| Amortization of intangible assets         |                                          |                    |                | \$           |
| <b>Balance, end of year</b>               | <b>\$ 6,315</b>                          | <b>\$ (15,845)</b> | <b>(9,530)</b> | <b>5,585</b> |

# CRIN CLEAN RESOURCES INNOVATION NETWORK

## CRIN CLEAN RESOURCES INNOVATION NETWORK

### Schedules to the Unaudited Financial Statements

(Unaudited - See Notice to Reader)

For The Year Ending December 31, 2019

#### 1.

##### PURPOSE OF THE ORGANIZATION

Clean Resource Innovation Ecosystem (CRIN) is a not-for-profit organization federally incorporated on July 4, 2017 and amended on December 20, 2017 and is a subsidiary of PTAC.

Clean Resource Innovation Ecosystem (CRIN) is an innovation network created to connect people, projects, ideas and capital to work towards a low carbon hydrocarbon economy by reducing GHG emissions from hydrocarbon production and end use. CRIN's vision is to contribute to a future in which Canada is a global leader in producing clean hydrocarbon energy from source to end use.

CRIN is a not-for-profit organization and accordingly, under Section 149(1) of the Income Tax Act of Canada, and in management's opinion is exempt from the payment of income taxes.

#### 2

##### INTANGIBLE CAPITAL ASSET

|                          | 31-Dec-19        |                          |                 | 31-Dec-18        |
|--------------------------|------------------|--------------------------|-----------------|------------------|
|                          | Cost             | Accumulated Amortization | Net Book Value  | Net Book Value   |
| Incorporation Cost       | \$ 5,559         | \$ 3,706                 | \$ 1,853        | \$ 3,706         |
| Website development cost | 8,925            | 4,463                    | 4,463           | 7,438            |
|                          | <b>\$ 14,484</b> | <b>\$ 8,168</b>          | <b>\$ 6,315</b> | <b>\$ 11,143</b> |

#### 3 DEFERRED CONTRIBUTIONS

|                           | 31-Dec-19       |                  |                  |             | 31-Dec-18       |
|---------------------------|-----------------|------------------|------------------|-------------|-----------------|
|                           | Beginning       | Additions        | Utilizations     | Ending      |                 |
| CRIN website              | \$ 5,989        | \$ -             | \$ 5,989         | \$ -        | \$ 5,989        |
| Funding advances - others | -               | 76,119           | 76,119           | -           | -               |
|                           | <b>\$ 5,989</b> | <b>\$ 76,119</b> | <b>\$ 82,108</b> | <b>\$ -</b> | <b>\$ 5,989</b> |

# CRIN CLEAN RESOURCES INNOVATION NETWORK

## 3.1 CRIN 2020 AGM 30September2020\_finance slides



### 2019 Financial Position:

|                             | 31 Dec 2019       | 31 Dec 2018      |
|-----------------------------|-------------------|------------------|
| Assets – current            | \$ 221,358        | \$ 17,994        |
| Assets – intangible capital | \$ 6,315          | \$ 11,143        |
|                             | <b>\$ 227,674</b> | <b>\$ 29,138</b> |
| Liabilities Current         | \$ 237,203        | \$ 10,022        |
| Liabilities deferred, other | \$ -              | \$ 13,531        |
| NET ASSETS                  | (\$ 9,530)        | \$ 5,585         |
|                             | <b>\$ 227,674</b> | <b>\$ 29,138</b> |

### Revenue / Expenses:

|                                           | 31 Dec 2019        | 31 Dec 2018      |
|-------------------------------------------|--------------------|------------------|
| Revenue – event sponsorships/partnerships | \$ 281,048         | \$ 10,022        |
| Revenue – projects                        | \$ 73,608          | \$ 32,511        |
|                                           | <b>\$ 354,657</b>  | <b>\$ 42,533</b> |
| Expenses – contractors                    | \$ 163,347         | \$ -             |
| Expenses – event / projects               | \$ 188,348         | \$ 32,511        |
| Expenses                                  | \$ 18,076          | \$ 4,437         |
|                                           | <b>\$ 369,771</b>  | <b>\$ 36,948</b> |
| (deficit) excess                          | <b>(\$ 15,114)</b> | <b>\$ 5,585</b>  |

1



### 2020 Revenue Highlights:

#### Sponsor company funding continues: CNQ, SU, IMO, CVE, HSE

Western Diversification / Government of Canada (2019-20)

Global Affairs Canada - fact sheets, awareness presentation

Government of Alberta – labour market assessment

SIF (Strategic Innovation Fund) / Government of Canada

- Effective date Feb 20, 2020
- Claim #1 Feb 20 to end of July to filed early Oct
- Pre-payment / Claim #2 Aug-Sep
- Pre-payment / Claim #3 Oct-Dec

2

## CRIN CLEAN RESOURCES INNOVATION NETWORK

### 5. CRIN Directors and Officers 2020-2021

#### Clean Resource Innovation Network (CRIN) Directors and Officers for 2020-2021

Date: 22 September 2020

Prepared for presentation to the CRIN Board of Directors, 22 September 2020 for ratification to be presented at the CRIN AGM 30 September 30, 2020

#### Directors and Officers (voting Board members)

| Name, Affiliation                                            | CRIN role(s)                                                                                                             | Board, office          | Term               |
|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------|
| <b>Ginny Flood</b><br><i>Independent</i>                     | Steering Committee<br>Executive Committee                                                                                | Director,<br>Chair     | 2020-2023          |
| <b>Joy Romero</b><br><i>Canadian Natural Resources Ltd.</i>  | <b>CRIN President</b><br>Steering Committee<br>Executive Committee                                                       | Director,<br>President | <b>by position</b> |
| <b>Glen McCrimmon</b><br><i>Husky Energy</i>                 | <b>Steering Committee</b><br><b>Vice Chair (producer)</b><br>Executive Committee                                         | Director               | <b>by position</b> |
| <b>Jason Switzer</b><br><i>ACTia</i>                         | <b>Steering Committee</b><br><b>Vice Chair (non-producer)</b><br>Executive Committee                                     | Director               | <b>by position</b> |
| <b>Randy Rudolf</b><br><i>AECOM</i>                          | <b>PTAC Board Member</b><br><b>and Audit Committee Chair,</b><br><b>CRIN Finance and Audit</b><br><b>Committee Chair</b> | Director,<br>Treasurer | <b>by position</b> |
| <b>Kevin Stashin</b><br><i>NAL Resources Management Ltd.</i> | <b>PTAC Chair</b>                                                                                                        | Director               | <b>by position</b> |
| <b>Soheil Asgarpour</b><br><i>PTAC</i>                       | <b>PTAC President,</b><br>CRIN Steering Committee                                                                        | Director               | <b>by position</b> |
| <b>John Adams</b><br><i>Natural Gas Innovation Fund</i>      | CRIN Finance and Audit Committee                                                                                         | Director               | 2020-2023          |

## CRIN CLEAN RESOURCES INNOVATION NETWORK

|                                                               |                                  |          |           |
|---------------------------------------------------------------|----------------------------------|----------|-----------|
| <b>Jacquie Moore</b><br><i>Suncor</i>                         | CRIN Finance and Audit Committee | Director | 2020-2023 |
| <b>Jim Gibson</b><br><i>Thin Air Labs</i>                     |                                  | Director | 2020-2023 |
| <b>Kendra MacDonald</b><br><i>Canada's Ocean Supercluster</i> |                                  | Director | 2020-2023 |
| <b>Catherine Berube</b><br><i>Cycle Capital / Ecofuel</i>     |                                  | Director | 2020-2023 |
| <b>Monica Gattinger</b><br><i>Positive Energy</i>             |                                  | Director | 2020-2023 |

### Non-voting:

|                                         |                                                                                            |                              |                    |
|-----------------------------------------|--------------------------------------------------------------------------------------------|------------------------------|--------------------|
| <b>Ian Jobe</b><br><i>CRIN</i>          | <b>CRIN Director of Operations,</b><br>Steering Committee,<br>Chair<br>Executive Committee | Ex-officio,<br>secretary     | <b>by position</b> |
| <b>Andrew Noseworthy</b><br><i>ISED</i> | <b>Assistant Deputy Minister, Clean<br/>Tech, ISED [SIF]</b>                               | Ex-officio,<br>ISED observer | <b>by position</b> |

# CRIN CLEAN RESOURCES INNOVATION NETWORK

## 6.a CRIN\_ special resolution to members Sep22 2020 – draft

CRIN Members' special resolution for the 2020 AGM September 22, 2020 (posted September 1 2020)

---

**Be it Resolved** as special resolution of no less than two-thirds (2/3rds) of the Members present that the following amendment to the name of Corporation be confirmed:

1. Change current name "Clean Resource Innovation Ecosystem" to "Clean Resource Innovation Network"

CRIN

CRIN Members' special resolution for the 2020 AGM September 22, 2020 (posted September 1 2020)

---

**Be it Resolved** as special resolution of no less than two-thirds (2/3rds) of the Members present that the following amendment to the name of Corporation be confirmed:

1. Change current name "Clean Resource Innovation Ecosystem" to "Clean Resource Innovation Network"

# CRIN CLEAN RESOURCES INNOVATION NETWORK

## 6.b CRIN\_ special resolution to members Sep22 2020 – draft

CRIN Members' special resolution for the 2020 AGM September 22, 2020 (posted September 1 2020)

---

**Be it Resolved** as special resolution of no less than two-thirds (2/3rds) of the Members present that the following General Operating By-law No.1 of the Corporation be confirmed:

1. Proposed General By-Law No#1  
(attachment #6.b entitled "CRIN By-Laws for AGM approval 30Sep2020.pdf")

# CRIN

CRIN Members' special resolution for the 2020 AGM September 22, 2020 (posted September 1 2020)

---

**Be it Resolved** as special resolution of no less than two-thirds (2/3rds) of the Members present that the following General Operating By-law No.1 of the Corporation be confirmed:

1. Proposed General By-Law No#1  
(attachment #6.b entitled "CRIN By-Laws for AGM approval 30Sep2020.pdf")



**BY-LAW NO. 1**

A By-law relating generally to the transaction of the business and affairs of

**CLEAN RESOURCE INNOVATION NETWORK**

**(the “Corporation”)**

**GENERAL OPERATING BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of the  
CLEAN RESOURCE INNOVATION NETWORK

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## SECTION 1

### DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In the By-laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

- 1.1.1 **“accredited delegate”** means, where a corporation, partnership, firm, joint venture, syndicate, association, trust, government, governmental agency and any other form of entity or organization is a Member, any individual duly authorized by such entity or organization to represent it at any meeting of Members and exercise at such meeting on behalf of such entity or organization all the powers it could exercise if it was an individual Member;
- 1.1.2 **“Act”** means the *Canada Not-for-Profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- 1.1.3 **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.4 **“Board”** means the board of directors of the Corporation;
- 1.1.5 **“Board Resolution”** means:
- 1.1.5.1 a resolution passed by a simple majority of the votes cast in respect to a resolution by the Directors entitled to vote on such matter:
- a) in person at a duly constituted meeting of the Board,
  - b) by Electronic Means at a duly constituted meeting in accordance with these By-laws, or
  - c) by combined total of the votes cast in person and by Electronic Means at a duly constituted meeting.
- 1.1.5.2 a resolution that has been submitted to all Directors and consented to in writing by all of the Directors who would have been entitled to vote on the resolution at a meeting of the Board. A Board Resolution approved pursuant to this Section 1.1.5.2 is effective as though passed at a meeting of the Board.
- 1.1.6 **“By-laws”** means this by-law and all other by-laws of the Corporation as amended or restated which are, from time to time, in force and effect;
- 1.1.7 **“Chair”** means the chairperson of the Board;

- 1.1.8 **“Director”** or **“Directors”** means any one or more persons, respectively, who from time to time have been duly elected by the Members to serve on the Board;
- 1.1.9 **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- 1.1.9.1 in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location; and
- 1.1.9.2 in relation to a vote, permits all voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- 1.1.10 **“Executive Committee”** shall have the meaning specified in section 8.1.1;
- 1.1.11 **“Steering Committee”** shall have the meaning as specified in section 8.1.2;
- 1.1.12 **“General Meeting”** means a meeting of the Members, and includes any annual meeting of the Members and any special or extraordinary general meetings of the Members;
- 1.1.13 **“Member”** or **“Members”** means any one or more persons, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws and **“Membership”** means being admitted as a Member of the Corporation in accordance with the By-laws;
- 1.1.14 **“Officer”** or **“Officers”** means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- 1.1.15 **“Ordinary Resolution”** means a resolution passed by a majority of votes cast on that resolution by members who are in attendance at a meeting;
- 1.1.16 **“President”** means the president of the Corporation;
- 1.1.17 **“Proposal”** means a proposal submitted by a Member of the Corporation that meets the requirements of the Act;
- 1.1.18 **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- 1.1.19 **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution by members who are in attendance at a meeting;
- 1.1.20 **“Terms”** or **“Term”** means the period from one (1) annual general meeting (as defined in Section 10.1) of the Corporation to the next annual general meeting of the Corporation, which, in any event, shall not be later than fifteen (15) months after the last preceding annual general meeting and not later than 6 months from the end of the Corporation’s Financial Year);

1.1.21 **"Treasurer"** means the treasurer of the Corporation; and

1.1.22 **"Vice-Chair"** means a person elected to the office of vice-chair or co-vice-chair of the Corporation.

## **1.2 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

1.2.1 except where specifically defined herein, all terms contained herein, and which are defined in the Act shall have the meanings given to such terms in the Act;

1.2.2 words importing the singular number only will include the plural and vice versa and words importing the masculine gender only will include the feminine and neuter genders;

1.2.3 the words "includes" or "including" as used in the By-laws mean includes or including without limitation;

1.2.4 the word "person" will include an individual, sole proprietorship, corporate body, partnership, trust, unincorporated organization, and a natural person;

1.2.5 if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles of the Act, the provisions contained in the articles of the Act, as the case may be, shall prevail; and

1.2.6 the division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

## **SECTION 2**

### **BUSINESS OF THE CORPORATION**

#### **2.1 Corporate Seal**

The Corporation may, but need not, have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the President shall be the custodian of the corporate seal. A document executed on behalf of the Corporation is not invalid merely because the corporate seal, if any, is not affixed thereto.

#### **2.2 Registered Office**

Unless changed in accordance with the Act, the registered office of the Corporation shall be in the City of Calgary, Province of Alberta.

#### **2.3 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

#### **2.4 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 may designate, appoint or otherwise from time to time. All cheques, bills of exchange and other negotiable instruments issued or endorsed in the name of the Corporation shall be signed by two (2) Officers, employees or agents of the Corporation authorized by resolution of the Board. Other banking business of the Corporation shall be transacted by such Officer(s), employee(s) or agent(s) of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

#### **2.5 Public Accountant and Level of Financial Review**

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

#### **2.6 Annual Financial Statements**

The Corporation shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may:

- a) give notice to the members stating that such documents are available at the registered office of the Corporation and any member may request a copy free of charge at the registered office or by prepaid mail; or
- b) give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website.

#### **2.7 Financial Year**

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be the 31st day of March in each year.

#### **2.8 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing or other means requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors or as may be determined by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

#### **2.9 Operating Policies**

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Corporation relating to matters such as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest, strategic direction, publications of the Corporation, financial affairs as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time (the "Operating Policies"). Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

## SECTION 3

### MEMBERS

#### **3.1 Membership**

3.1.1 There shall be only one (1) class of member in the Corporation.

3.1.2 Membership will be open to:

- a) those Persons and Organizations that are Members in good standing on the date these By-laws come into force;
- b) those Persons and Organizations whose subsequent application for admission as a Member has been accepted in accordance with these By-laws., and have agreed to embrace and promote the values and principles set out in the CRIN membership application and adhere to the terms thereof, as such membership application is updated as approved by the Board from time to time.

#### **3.1.3 Membership Rights and being in Good Standing**

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate in all meetings of Members. A Member must be in "good standing" in order to vote at the meetings of the members. A Member shall be considered to be in good standing if the Member:

- a) became a Member of the Corporation before the meeting of Members; and
- b) is in compliance with the terms of the membership application, including the values and principles set out therein.

#### **3.1.4 Transfer of Membership**

A membership may only be transferred to the Corporation and not to any other person or legal entities.

#### **3.1.5 Membership Fees**

No membership fees or dues shall be levied by the Corporation in respect of the Members, unless otherwise directed by the Board.

#### **3.2 Termination of Membership**

A membership in the Corporation is terminated when:

- 3.2.1 the Member dies;
- 3.2.2 a Member fails to meet the conditions for membership described in Section 3.1.2(b) of these By-laws and the Member is removed as a Member of the Corporation by a Special Resolution of the Board of Directors;
- 3.2.3 the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation; or
- 3.2.5 the Corporation is liquidated or dissolved under the Act.

## SECTION 4

### MEETINGS OF MEMBERS

#### **4.1 Annual Meetings**

Subject to the Act, the meeting of Members, the annual meeting of Members, will be held on the date and at the time determined by the Board, but in any case, (i) not more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) not later than six (6) months after the end of the Corporation's preceding Financial Year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- 4.1.1 review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members
- 4.1.2 elect Directors;
- 4.1.3 appoint the public accountant; and
- 4.1.4 transact any other business that may be properly brought before the Members;

## **4.2 Special Meetings and Requisition Meetings**

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

## **4.3 Place of Meetings**

Meetings of Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

## **4.4 Meeting by Electronic Means, etc.**

Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of this Act to be present at the meeting.

## **4.5 Notice of Meetings**

4.5.1 Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

4.5.1.1 by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;

4.5.1.2 by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or

4.5.1.3 by announcement on the Corporation's web site or in the Corporation's newsletter to members pursuant to Section 11 herein.

4.5.2 Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business". The public accountant and any other person or persons designated by the

Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

#### **4.6 Waiver of Notice**

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. Attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.7 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members will be those Members in good standing pursuant to Section 3.1.3 herein, the Directors, and the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of a majority of the Directors.

#### **4.8 Quorum**

A quorum of the Board will constitute a quorum at such meeting.

#### **4.9 Manner of Voting**

4.9.1 Each Member is entitled to one (1) vote at a meeting of Members.

4.9.2 At all meetings of Members, every resolution will be determined by a majority of votes cast on that resolution by Members who are in attendance at a meeting unless otherwise specifically provided by the By-laws or the Act.

4.9.3 If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Corporation has made available for the purpose. Any vote at a meeting of Members may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.

#### **4.10 Adjournments**

Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:

4.10.1 for less than 31 days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or

4.10.2 by one or more adjournments for an aggregate of more than 30 days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

## SECTION 5

### DIRECTORS

#### **5.1 Powers and Responsibilities of the Board**

The Board is responsible for the approval of the overall strategy, budget and governance of the Corporation. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

#### **5.2 Number of Directors**

The Board will consist of a minimum of three (3) Directors and maximum of twenty-five (25) Directors, each of whom will be elected or appointed in accordance with these Bylaws; and at least two of whom are not officers, employees or agents of the Corporation or its affiliates. The number of Directors shall be determined from time to time by resolution of the Board.

#### **5.3 Duties of Directors**

Pursuant to the Act every Director will:

- a) act honestly and in good faith with a view to the best interest of the Corporation;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- c) act in accordance with the Articles, these By-Laws and the Act and the regulations thereunder.

#### **5.4 Qualification of Directors**

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if an individual:

- 5.4.1 is less than 18 years of age;
- 5.4.2 has been found to be mentally incompetent / incapable by a court in Canada or elsewhere;
- 5.4.3 has the status of a bankrupt;

5.4.4 has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

## **5.5 Terms of Directors**

A Director will be elected to a term of office of either two (2) or three (3) years. The length of the term of office will be based on the recommendation of the Board and subject to the approval of the Member at the time the Director is elected. Following their initial term, each Director will be eligible for re-election as a Director.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting, his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

## **5.6 Consecutive Terms and Term Limits**

Directors may be elected for up to nine (9) consecutive years, by any combination of terms. A Person who has served as a Director for nine (9) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term. The Board may at its discretion, appoint by Board Resolution a number of advisors to the Board from time to time.

## **5.7 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as a successor Directors are elected.

## **5.8 Appointment to fill Vacancy(ies)**

5.8.1 Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:

- a) a failure to elect the number or minimum number of Directors provided for in the Articles; or
- b) an increase in the number or the minimum or maximum number of Directors provided for in the Articles.

5.8.2 Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Section 5.5.11, the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.8.3 If a Director ceases to hold office before the expiry of his or her term, the Board, may appoint a Member qualified in accordance with Bylaw 5.4 to fill the resulting vacancy. The position occupied by such an appointed replacement Director will become available for election at the next general meeting of Members and each such appointed replacement Director will continue in office until the conclusion of the next general meeting of Members unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position at the next general meeting of Members. The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out in section 3.6.

## **5.9 Election of Directors**

Directors will be elected by the Members at the General Meeting and will take office commencing at the close of such meeting.

## **5.10 Transition of Directors' Terms**

5.10.1 Each Person who is a Director on the date these By-laws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these By-laws.

5.10.2 Any previous terms served by Directors prior to these By-laws coming into force will be counted towards the term limits set out in article 3.4 above.

## **5.11 Removal of Director**

5.11.1 The Members may, by resolution, at a special meeting remove any Director from office for any reason.

5.11.2 The office of Director shall be vacated upon the written resignation by that Director, effective at the time the written resignation is sent to the Chairman or at the time specified in the written resignation, whichever is later.

5.11.3 The office of Director shall be vacated upon on the Director's death.

# SECTION 6

## MEETINGS OF DIRECTORS

### **6.1 Meetings of the Board**

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Section 11.1 to each Director not less than 48 hours before the time when the meeting is to be held, but if the Chair considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephone or electronic means no less than four (4) hours before the meeting.

No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act. Except where there may be a conflict of interest, any other person or persons designated by the Board will be entitled to receive notice of every meeting of the Board, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

## **6.2 Place of Meetings**

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the Board.

## **6.3 Meeting by Electronic Means, etc.**

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

## **6.4 Calling of Meetings**

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under Section 4.9, the Chair or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

## **6.5 Adjourned Meeting**

Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

## **6.6 Quorum**

A majority of the number of Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

## **6.7 Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Corporation, or a matter for consideration by the Directors:

- 6.7.1 will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- 6.7.2 will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- 6.7.3 is not entitled to vote on the contract, transaction or matter;

- 6.7.4 will absent him or herself from the meeting or portion thereof:
- i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - ii) in any case, during the vote on the contract, transaction or matter; and
- 6.7.5 refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies do not contradict the Act or these By-laws.

## **6.8 Chair of Meetings**

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair and such alternate Person appointed by the Board for that meeting, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

## **6.9 Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

## **6.10 Votes to Govern**

Each Director is authorized to exercise one (1) vote at each meeting of the Board of Directors. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the question / resolution is defeated

## **6.11 Remuneration and Expenses**

The Directors will serve without remuneration for their services or for attending meetings and no Director shall directly or indirectly receive any profit from such Director's position as such.

## **6.12 Regular Meetings**

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least once (1) time per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

### **6.13 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

### **6.14 Minutes**

The Board shall see that all minutes of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

## **SECTION 7**

### **OFFICERS**

#### **7.1 Appointment**

The Board, in its discretion, may appoint any of the Officers named herein, as well any other officers as the Board may determine. Officers should, when possible, be appointed from among the Directors of the Corporation. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws.

The offices of the Corporation are Chair, Vice-Chair, President and Treasurer, together with such other offices, if any, as the Board, in its discretion, may determine. Holders of the offices of the Chair, Vice-Chair, and Treasurer must be Directors.

The Board, in its discretion, may create and remove offices of the Corporation, as it deems necessary and determine the duties and responsibilities of all such offices from time to time.

#### **7.2 Appointment of Officers**

At the meeting of the Board, immediately following an annual general meeting of Members the Board will appoint Officers of the Corporation. The Board may resolve to delegate the authority to appoint Officers to the Steering Committee or such other committee of the Board as the Board resolves.

#### **7.3 Term of Officers**

The term of office for each Officer will be one (1) year, commencing on the date the Director is appointed as an Officer in accordance with Section 7.1 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be appointed as an Officer for consecutive terms.

#### **7.4 Removal of Officers**

A Person may be removed as an Officer by Board Resolution.

#### **7.5 Replacement of Officers**

Should the Chair or any other Officer for any reason be unable to complete his or her term, the Board will remove such Officer from his or her office and will appoint a replacement without delay.

#### **7.6 Duties of the Chair**

The Chair will supervise the other Officers in the execution of their duties and will preside at all meetings of the Corporation and of the Board.

#### **7.7 Duties of the President**

The President shall be the chief executive officer of the Corporation and chair the Executive Committee as detailed in Section 5.1.1. The President shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.

#### **7.8 Duties of Vice Chair**

The Board may appoint a Vice-Chair who will exercise any powers and perform any duties that the Board may specify and who, if appointed, will hold office from the date of appointment or until their successor is appointed. During the absence or disability of the Chair, the Chair's duties will be performed by the Vice-Chair or by any other Officer who is designated by the Board to exercise those powers.

#### **7.9 Duties of the Treasurer**

The Treasurer will be responsible for making the necessary arrangement for:

- a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
- b) the rendering of financial statements to the Directors, Members and others, when required.

#### **7.10 Duties of the secretary to the Board**

The secretary to the Board (the "**secretary**") will be the Director of Operations, and will be responsible for making the necessary arrangements for:

- a) the issuance of notices of meetings of the Board
- b) the keeping of minutes of all meetings of the Board
- c) the custody of all records and documents of the Board, except those required to be

- kept by the Treasurer;
- d) the maintenance of the register of Members; and
- e) the conduct of the correspondence of the Board.

#### **7.11 Absence of the secretary at Meetings**

If the secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to perform needed duties of the secretary at the meeting.

#### **7.12 Agents and Attorneys**

The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate from time to time.

#### **7.13 Terms of Office**

7.13.1 Each Officer shall continue in office until:

- a) their term of appointment expires;
- b) the election or appointment of a successor;
- c) the Officer's resignation by delivery of a written resignation to the President;
- d) the Officer ceasing to be a Director, if applicable;
- e) the Officer's removal by resolution of the Board; or
- f) the Officer's death.

7.13.2 If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by Board Resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

#### **7.14 Remuneration**

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Corporation, provided they are not also Directors of the Corporation.

## SECTION 8

### COMMITTEES

#### **8.1 Committees of the Board**

The Board of Directors may establish, by resolution, committees of the Board of Directors on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

- 8.1.1 The Executive Committee reports to the Board and is comprised of a subset of the Steering Committee and designed to act as an operations working group that is chaired by the President. The Executive Committee includes the President, Steering Committee vice chairs, chairs of the Steering Committee's sub-committees, Chair of the Board and the Director of Operations.
- 8.1.2 The Steering Committee serves as a forum for strategic discussions rather than a decision-making body for the Corporation, focusing on information and positions and providing recommendations to the Board for consideration and potential approval through the President.

Membership in the Steering Committee reflects its strategic and operational functions and scope. The Steering Committee scope includes but is not limited to ensuring adherence to the Network's principles, providing a single point of contact into the clean resource innovation sector for governments, measuring and evaluating CRIN performance, and providing general CRIN coordination as required. The Steering Committee will review its scope of activities and will amend as necessary in order to meet its strategic and operational objectives from time to time.

The Steering Committee is chaired by the Director of Operations and elects from within the committee two vice-chairs (one representing the oil and gas sector and one representing non-oil and gas industry) and the President. The Steering Committee may also form sub-committees to meet its objectives as deemed necessary, e.g., Technology Enablement and Membership Engagement and Outreach.

The Steering Committee Terms of Reference describes membership, member nomination and approval process, scope, duties, sub-committees, and other business of the committee and are reviewed and updated and approved by the Board from time to time.

#### **8.2 Advisory Bodies**

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

#### **8.3 Procedure**

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

## SECTION 9

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

#### **9.1 Limitation of Liability**

Except as provided in the Act, no Director or Officer or former Director or Officer will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **9.2 Indemnity**

9.2.1 Subject to the Act, the Corporation will indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation if:

9.2.1.1 he or she acted honestly and in good faith with a view to the best interests of the Corporation; and

9.2.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful and not negligent.

9.2.2 The right to indemnity provided in this Section 9.2 will include the right to the advance of monies from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 9.2.1, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 9.2.1. The Corporation will also indemnify the persons listed in Section 9.2.1 in any other circumstances that the Act permits or requires.

#### **9.3 Insurance**

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any Director or Officer against any liabilities and in any amounts as the Board may determine and as are permitted by the Act.

## SECTION 10

### AMENDMENT OF BY-LAWS

#### 10.1 Amendments

The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-laws, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to any amendment that requires a Special Resolution of the Members according to subsection 197(1) of the Act, namely, any amendment to the articles or the By-laws of the Corporation to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation 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 each 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 directors fixed by the articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

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

Such amendments are only effective when confirmed by the Members.

## SECTION 11

### NOTICES

#### **11.1 Method of Giving Notice**

A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 11.1 to a Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law. Notices to Members may also be effected by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members; and if the Corporation has more than 250 members, by publication (i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Corporation reside as shown by their addresses in the register of members, or (ii) at least once in a publication of the Corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

#### **11.2 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

SECTION 12

EFFECTIVE DATE

ENACTED by the Directors as a By-Law of the Corporation on the \_\_day of \_\_\_\_, 2020

\_\_\_\_\_

Chair

\_\_\_\_\_

PTAC President

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the \_\_day of \_\_\_\_, 2020

\_\_\_\_\_

Chair

\_\_\_\_\_

PTAC President

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