

THE BY-LAWS OF THE CANADIAN JAPANESE CULTURAL CENTRE OF HAMILTON

Canadian Japanese Cultural Centre of Hamilton (CJCC) (the "Centre")

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

1. Definitions

In this by-law and all other by-laws of the Centre, unless the context otherwise requires: **"Act"** means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Centre;

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

"by-law" means this by-law and any other by-law of the Centre as amended and which are, from time to time, in force and effect;

"members' meeting" includes an annual members' meeting or a special members' meeting; **"special members' meeting"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual members' meeting;

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

"proposal" means a proposal submitted by a member of the Centre;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

2. Interpretation

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

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

3. Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Centre may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Centre to be a true copy thereof.

4. Financial year end

The financial year end of the Centre shall be August 31 in each year.

5. Banking arrangements

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

6. Borrowing powers

The directors of the Centre may, without authorization of the members,

1. borrow money on the credit of the Centre;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the Centre;
3. give a guarantee on behalf and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Centre, owned or subsequently acquired, to secure any debt obligation of the Centre.

7. Annual financial statements

The Centre may, instead of sending copies of the annual financial statements and other documents of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided are available at the registered office of the Centre and any member may, on request, obtain a copy free of charge at the registered office, by email, or by mail.

8. Membership conditions

Subject to the articles, there shall be one class of members in the Centre. Membership in the Centre shall be available only to individuals interested in furthering the Centre's purposes and who have applied for and been accepted into membership in the Centre by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Centre. A special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions.

9. Transferring membership

A membership may only be transferred to the Centre. A special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of members meeting

Notice affixed to a notice board (physical & digital) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means: a. Notice of the time and place of a meeting of members shall be

given to each member entitled to vote at the meeting by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Centre's activities is regularly posted and that is located in the main facilities of the Centre. b. on the Centre website. A special resolution of the members is required to make any amendment to the by-laws of the Centre to change the manner of giving notice to members entitled to vote at a meeting of members.

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

A special resolution of the members is required to make any amendment to the by-laws of the Centre to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members calling a members' meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Termination of membership

A membership in the Centre is terminated when:

1. the member dies or resigns;
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires; or
4. the Centre is liquidated and dissolved under the Act.

13. Effect of termination of membership

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

14. Discipline of members

The board shall have authority to suspend or expel any member from the Centre for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Centre;
2. carrying out any conduct which may be detrimental to the Centre as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Centre.

15. In the event that the board determines that a member should be expelled or suspended from membership in the Centre, the president, or such other officer as may

be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Centre. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

16. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

17. Cost of publishing proposals for annual members' meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

18. Place of members' meetings

Subject to compliance with section 159 (Place of members' meetings) of the Act, meetings of the members may be held at any place within Canada in person or by electronic means as determined by the board.

19. Persons entitled to be present at members' meetings

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

20. Quorum at members' meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the lesser of 20 members or a simple majority of members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

21. Voting at members' meeting

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

22. Participation by electronic means at members' meeting

If the Centre chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Centre has made available for that purpose.

23. Members' meeting held entirely by electronic means

If the directors or members of the Centre call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

24. Number of directors

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

25. Term of office of directors

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

26. Calling of meetings of board of directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Centre has only one director, that director may call and constitute a meeting.

27. Notice of meeting of board of directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Centre not less than 10 days before the time when the meeting is to be held by one of the following methods:

1. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
2. by an electronic document.

28. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Notice of an

adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

29. Voting at meetings of the board of directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

30. Appointment of Officers

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

31. Invalidity of any provisions of this by-law

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

32. Omissions and errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Centre has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

33. By-laws and Effective Date

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

This section does not apply to a by-law that requires a special resolution of the members because such by-law amendments or repeals are only effective when confirmed by members.