



Corporate Bylaws

Amateur Radio Satellites and System Canada

Corporation Reg. No. 1552214-5

August 18, 2025



TABLE OF CONTENTS

TABLE OF CONTENTS	1
BY-LAW NO. 1	4
I - GENERAL	4
Definitions	4
Interpretation	5
Commitment to Truth and Reconciliation	5
Commitment to Equity, Diversity and Inclusion	5
Commitment to Bilingualism	6
Commitment to Political Neutrality	6
Purpose	6
II - MEMBERSHIP	6
Membership classes and conditions	6
Full members	6
Affiliate members	7
Transferring membership	7
Membership dues	7
Termination of membership	8
Effect of termination of membership	8
Discipline of members	8
III - MEETINGS OF MEMBERS	9
Annual general meetings	9
Special general meetings (members calling a meeting of members)	9
Meeting of members held entirely by electronic means	10
Notice of a meeting of members	10
Absentee voting at meeting of members	10
Persons entitled to be present at meeting of members	11
Chair of meetings of members	11
Quorum at meetings of members	11
Voting at meetings of members	11
Rules of order at meetings of members	11
Adjournment of meetings of members	12
IV - DIRECTORS AND OFFICERS	12
Number of directors	12
Qualifications of directors	12
Term of office of directors	12
Advisory committees of the board of directors	13
Election and appointment of officers and directors	13
Officers of the Corporation	13
Qualifications of officers	15
Vacancy of officers and directors	15



Removal of officers	16
Scheduling of election of directors	16
Method of election of directors	16
Remuneration	18
V - MEETINGS OF DIRECTORS AND OFFICERS	18
Calling of meetings of board of directors	18
Notice of meeting of board of directors	18
Regular meetings of the board of directors	18
Quorum at meetings of the board of directors	19
Voting at meetings of the board of directors	19
Rules of order at meetings of board of directors	19
Participation by electronic means at meeting of board of directors	19
Meeting of boards of directors held entirely by electronic means	19
Absentee voting at meetings of board of directors	20
Persons entitled to be present at meetings of board of directors	20
Adjournment of meetings of the board of directors	20
VI - WORKING GROUPS	20
Establishment of working groups	20
Remuneration of group members	21
VII - CORPORATE ADMINISTRATION VIA GOOGLE FOR NONPROFITS	21
Administration via Google for Nonprofits	21
The use of corporate email	21
Corporate records	21
Corporate secrets	22
VIII - CERTIFICATION OF DOCUMENTS AND CORPORATE SEAL	22
Execution of documents	22
Corporate seal	22
IX - CORPORATE FINANCES	22
Financial year end	22
Banking arrangements	23
Borrowing powers	23
Annual financial statements	23
Auditing	24
Electronic banking and transactions	24
X - BY-LAWS, RULES AND REGULATIONS	24
By-laws and effective date	24
Signatures	25
Omissions and errors	25
Mediation and arbitration	25
Dispute resolution mechanism	25
End of Document	27



BY-LAW NO. 1

A bylaw relating generally to the conduct of the affairs of

Amateur Radio Satellites and Systems Canada (AMSAT-CA) Association

(the "Corporation")

BE IT ENACTED as a bylaw of the Corporation as follows:

I - GENERAL

Definitions

In this bylaw and all other bylaws of the Corporation, 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 Corporation;

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

"bylaw" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members;

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

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

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"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.

Interpretation

In the interpretation of this bylaw, 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 bylaws.

Commitment to Truth and Reconciliation

The Corporation recognizes that it operates on the traditional, unceded, and treaty territories of a diverse range of Indigenous peoples across what is now called Canada. The Corporation acknowledges the historical and ongoing impacts of colonialism on Indigenous communities and affirms its commitment to the principles outlined in the Truth and Reconciliation Commission (TRC) Calls to Action.

In particular, as outlined in TRC Call to Action #92, the Corporation will adopt the United Nations Declaration on the Rights of Indigenous Peoples (UNDRIP) as a reconciliation framework, and commits to applying its principles, norms, and standards to corporate policy and core operational activities involving Indigenous peoples and their lands and resources.

It is the responsibility of the President to ensure that efforts related to Truth and Reconciliation are pursued in a manner that is respectful, culturally appropriate, and consistent with the framework identified above.

Commitment to Equity, Diversity and Inclusion

The Corporation is committed to fostering an environment that promotes equity, diversity, and inclusion (EDI) in all aspects of its operations, governance, and outreach. The Corporation values and welcomes the full participation of individuals regardless of race, ethnicity, gender identity, sexual orientation, age, ability, socioeconomic status, religion, or any other characteristic that can give rise to discrimination or barriers to inclusion.



Commitment to Bilingualism

The Corporation recognizes both English and French as official languages of Canada, and such, of its operation and communication. Where possible and subject to the availability of qualified personnel, the Corporation shall strive to conduct its business in both official languages, offer services and programming that are inclusive of both language communities, and provide communications, documents, and outreach materials in English as well as French.

Commitment to Political Neutrality

The Corporation shall remain non-partisan and shall not directly or indirectly support or oppose any political party, candidate for public office, or partisan political cause. No activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted under applicable laws governing not-for-profit and charitable organizations in Canada, and as related to legislation pertaining to Amateur radio only. All activities undertaken by the Corporation shall be consistent with its purposes and shall not compromise its commitment to political neutrality.

Purpose

The purpose of the Corporation shall be as defined in its Certificate of Incorporation.

II - MEMBERSHIP

Membership classes and conditions

There shall be two classes of members in the Corporation, namely full and affiliate members. Members are admitted by the Secretary, upon payment of the membership dues, and receipt of a completed application form approved by the board for this purpose.

The following conditions of membership shall apply:

Full members

Individual membership shall be available to natural persons who have applied and have been accepted for individual voting membership in the Corporation by the Secretary on behalf of the Corporation.

The term of membership of an individual membership shall be annual, subject to renewal in accordance with the policies of the Corporation.



Each individual member is entitled to receive notice of, attend and vote at all meetings of members and each such individual member shall be entitled to one (1) vote at such meetings.

Amateur radio certification is NOT a requirement for individual membership.

Affiliate members

Affiliate membership shall be available to Canadian and international NON-PROFIT legal (non-natural) persons, such as Amateur radio clubs, student engineering clubs, research groups, and other national AMSAT organizations who have applied and have been accepted for affiliate membership in the Corporation by the Secretary on behalf of the Corporation.

The term of membership of an affiliate membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

Affiliate members are entitled to receive a courtesy notice of all meetings of members, and they are entitled to attend these meetings of members, however, they are NOT entitled to vote.

Organizational members can nominate individuals for participation in corporate working groups.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Transferring membership

Memberships are NOT transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

Membership dues

The membership fees shall be determined by the board and schedules of dues rates in force shall be published on the Corporation's website whenever there is a change.

Members shall be notified via electronic means (e-mail) of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the



membership renewal date the members in default shall automatically cease to be members of the Corporation, effective the day of the membership renewal date.

Termination of membership

A membership in the Corporation is terminated when:

- a member sends a letter of resignation to the Secretary via electronic means (e-mail), in which case such resignation shall be effective on the date specified in the resignation;
- the member dies, or, in the case of a member that is an affiliate member, the legal structure of the affiliate is dissolved;
- the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with bylaws;
- the member's term of membership expires without renewal; or
- the Corporation is liquidated or dissolved under the Act.

Members shall be notified of the expiration of their memberships not less than thirty (30) days in advance thereof.

Effect of termination of membership

Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Discipline of members

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

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



In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide thirty (30) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. This notice shall be delivered via electronic means (e-mail) to the address provided by the member upon application for membership of the Corporation.

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 thirty (30) day period. The written submission shall be delivered via e-mail to the corporate email address of the relevant representative. 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 Corporation.

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 thirty (30) 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.

III - MEETINGS OF MEMBERS

Annual general meetings

An annual general meeting of the members of the Corporation shall be held at such place and time as the board may determine. Any general meeting may also constitute a special general meeting to consider, deal with and dispose of any business that may be considered, dealt with or disposed of at a special general meeting.

Special general meetings (members calling a meeting of members)

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 10% 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. All special general meetings of the members shall be held at such places as may be fixed from time to time by the President or by resolution of the entire board as the case may be.

Place of meeting of members



Subject to compliance with section 159 (Place of meetings of members) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

Participation by electronic means at meeting of members

The Corporation chooses to make available a telephonic, electronic or other communication facilities that permits all participants to communicate adequately with each other during a meeting of members.

Any person entitled to attend such a 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 bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Meeting of members held entirely by electronic means

If the directors or members of the Corporation 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.

Notice of 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 electronic (e-mail) means to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Absentee voting at meeting of members

A member entitled to vote at a meeting of members may NOT vote in absentia.



Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Persons entitled to be present at meeting of members

The only persons entitled to be present at a meeting of members shall be individual and affiliate members of the Corporation, as well as the directors, officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Chair of meetings of members

Generally, the board members shall choose one of their number to chair meetings of members. In the event that all members of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Quorum at meetings of members

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be five (5) 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.

Voting at meetings of members

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws 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.

Rules of order at meetings of members

On questions of order and procedure not otherwise determined by bylaw, the provisions of the current edition of Robert's Rules of Order shall prevail.



Adjournment of meetings of members

The chair of any meeting of members, with the consent of the meeting and subject to such conditions as the meeting may impose, may adjourn (i.e. pause and restart) the meeting from time to time and from place to place, and no notice of any such adjourned meeting need be given if the time and place of the adjourned meeting is announced at the original meeting.

IV - DIRECTORS AND OFFICERS

Number of directors

The board shall consist of the six directors, who are also the officers of the Corporation, namely the President, Vice-President, Secretary, Treasurer, Technical Director, and Director of Outreach. The chair and vice chair of the board shall be the President and Vice-President, respectively. Directors and at Large shall NOT be elected.

Qualifications of directors

Directors shall be elected from among the individual members of the Corporation and shall, at the time of nomination, have reached their age of legal majority in their province of residence.

No person shall be eligible for, or hold the office of director whose business connections are of such nature that they could gain financially through the shaping of the affairs of the Corporation by the board, or by the improper exploitation of their office for the furtherance of their own aims or those of their employer. The primary test of eligibility under this clause shall be the freedom from commercial or governmental connections of such nature that one's influence in the affairs of the Corporation could be used for private benefit.

Term of office of directors

The directors shall be elected to hold office for one (1) year, for a term expiring not later than the close of the next annual meeting of members following the election year. Any person may occupy the same office for a maximum of three consecutive terms, with a partial term not being counted as a full term. At the discretion of the board, that person may subsequently return after a break from that position of at least one year.



Advisory committees of the board of directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers and composition as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Election and appointment of officers and directors

The directors of the Corporation who are also officers are selected by election, subject to these bylaws. The board may designate and appoint officers at large who are not board members, and specify their duties and, subject to the Act, or delegate to such officers the power to manage the affairs of the Corporation. Two or more director positions may NOT be held by the same person at the same time.

Officers of the Corporation

The officers of the Corporation shall be the President, Vice-President, Treasurer, Secretary, Technical Director, Director of Outreach who are also directors, and Officers at Large who are not directors in numbers determined by the board at its discretion. They shall have the following duties and powers associated with their positions:

Chair of the Board – The chair of the board shall be the President. The chair of the board, when present, presides at all meetings of the board of directors and of the members. The chair may have such other duties and powers as the board may specify.

Vice-Chair of the Board – The vice-chair of the board, shall be the Vice-President. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair may have such other duties and powers as the board may specify.

President – The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation, ensuring its operation in accordance with its Certificate of Incorporation under the Act. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President, when present, presides at all meetings of the board of directors and of the members. They shall represent the Corporation in its relationship internationally, to the public, and to governmental agencies and officials with which the Corporation may be concerned. They shall be the official spokesperson of the board on all matters of Corporation policy. In the absence of



the Treasurer, the President may assume responsibility for the disbursement of the funds of the Corporation, upon direction from the board. The President shall also be one of the administrators tasked with the orderly facilitation of the business of the Corporation via Google for Nonprofits.

Vice President - In the absence, disability, or other failure to act or the resignation of the President, or their dismissal by the board, the Vice President shall temporarily perform the duties and exercise the powers of the President until the board elects a suitable replacement. Otherwise, the Vice President shall support the President in executing presidential duties, as requested. In the absence of the Treasurer, the Vice President may assume responsibility for the disbursement of the funds of the Corporation, upon direction from the board. The Vice President shall also be one of the administrators tasked with the orderly facilitation of the business of the Corporation via Google for Nonprofits.

Secretary –The Secretary shall attend and be the Secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's electronic records on Google Drive, minutes of all proceedings at such meetings, prepared via Google Docs. The secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall also be one of the administrators tasked with the orderly facilitation of the business of the Corporation via Google for Nonprofits.

Treasurer – The Treasurer shall keep full and accurate records of all financial transactions and shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation. They shall be responsible for the disbursement of the funds of the Corporation, ensuring that proper vouchers exist, and shall render to the Directors and Officers financial statements. The Treasurer, with assistance from the Secretary, shall provide financial reports to the officials, directors and membership of the Corporation as defined in these bylaws.

Technical Director – The Technical Director provides input on technical matters related to the specific projects and pursuits of interest by the Corporation. Their responsibility is to advise the board and the officers of matters of technical importance. The Technical Director also oversees any technical projects of the Corporation, and reports on their status to the membership, directors, and board as and when instructed by the President.

Director of Outreach – The Director of Outreach is responsible for planning, coordinating, and executing community engagement initiatives that promote the mission, programs, and values of the Corporation, as defined in the Certification of



Incorporation. This role is focused on raising awareness, building partnerships, and increasing participation in activities related to Amateur radio and satellite technology, with particular attention to educational and public engagement.

Officers at Large – If appointed, the Officers at Large shall have such powers and duties as the board or President may specify to further the business of the Corporation, as defined in the Certification of Incorporation.

The duties and powers of all officers of the Corporation are determined based on their mandate or the needs of the board or the President. Subject to the Act, the board may modify, increase, or limit the duties and powers of any officer.

Qualifications of officers

The President, Vice-President, Technical Director, and Director of Outreach shall be holders of a Canadian Amateur radio operator certificate of any level, as well as an individual Canadian call sign. The Technical Director shall, at minimum, hold an Amateur radio operator certificate with Advanced qualification, accompanied by an individual Canadian call sign.

The Technical Director shall hold an university or college degree in a STEM field, preferably electrical, mechanical, software, or aerospace engineering fields; OR have well recognized and relevant contributions to the state of the art for the Amateur-satellite service, as evaluated and accepted by the board.

Any individual selected to serve as the Director of Outreach shall be required to undergo a name-based criminal record check conducted through an authorized Canadian law enforcement agency or accredited third-party provider, at the cost of the Corporation. This requirement is due to the potential for outreach activities involving vulnerable populations. The record check must be completed prior to assuming duties and shall be reviewed by the President to ensure the individual is suitable for the role. The Corporation reserves the right to request an updated check at any time during the term of office, and failure to comply or the presence of a relevant conviction may disqualify or result in removal from the position.

Vacancy of officers and directors

The office of a director shall be considered vacated upon the occurrence of any of the following events but only upon a vote of the board confirming that the said office is vacated:

- the death of the director;
- the director's term of membership expires without renewal;



- the director send a letter of resignation to the Secretary via electronic means (e-mail), in which case such resignation shall be effective on the date specified in the resignation;
- the director is expelled in accordance with any discipline of directors section or is otherwise terminated in accordance with the articles or bylaws, ceasing to be a member in good standing;
- they are is found by a Court to be of unsound mind;
- they become bankrupt or is declared insolvent or suspends payments or compounds with their creditors;
- their demonstrate a failure to act, including absence from more than half of the board meetings over a six month period, or abstention from voting on over half of the motions over a six month period;
- as provided in the Act.

If a director vacancy shall occur for any reason, the board may by appointment fill the vacancy with a person in good standing on the books of the Corporation as an individual voting member, and having the other qualifications required of directors. Such an appointment by the board shall be for the remainder of the term.

Removal of officers

The board may remove, whether for cause or without cause, any non-director officer of the Corporation. Non-director officers shall be notified of their removal by the Secretary via electronic means (e-mail) at most in three (3) days after the board's decision.

Scheduling of election of directors

Elections shall take place in November of each year.

Method of election of directors

Election Committee: The Secretary shall appoint an election committee of three or more persons one of whom shall be a director or officer of the Corporation.

Invitation to Submit Nominations: The Secretary shall solicit nominations for directors immediately prior to the month of November in each election year, via a notice that will show the name of the incumbents. Such notice shall be published on the Corporation's website, and shall also be provided to the membership via email.



Nominations: One (1) or more individual voting members, or the incumbent may nominate any qualified member in good standing for the director positions. Such original nominating petitions should be sent to the Secretary via email on the standard form provided and approved by the board for this purpose. Nominations are NOT valid without the informed consent of the nominee.

Review of Eligibility: The Election Committee shall delete the name of any nominee who may be ineligible to election and the name of any who may withdraw. A nominee may withdraw from the election process at any time, via an electronic (e-mail) notification delivered to the Secretary.

Only One Eligible Nominee: If there is only one eligible nominee, the Election Committee shall declare them elected without voting by the membership.

Electronic Voting: On or before the first day of November of each year, the Secretary, shall send by electronic means (e-mail) to every person who on the first day of October of that year was an individual voting member of the Corporation, a PDF listing the candidates, and instructions to return the vote via a Google Form created for this purpose, accessible by the Committee of Tellers only. The listing shall contain a copy of the relevant bylaw provisions, and a copy of each candidate's nomination form.

Committee of Tellers: The Secretary shall appoint a committee of three (3) tellers, none of whom may be candidates. Votes, to be counted, shall bear an electronic time stamp no later than midnight of the last calendar day in November. The Committee of Tellers shall meet virtually, as soon as possible after the voting closes, and in the virtual presence of each other, shall review the results and shall count the vote after first eliminating the vote of anyone disqualified from voting. The meeting shall be recorded in full, and the recording to be archived on the Corporation's Google Drive. Once the count is complete, they shall forthwith prepare a report of the results of the vote, declaring duly elected as the new directors the candidates receiving the greatest number of votes for each position.

Any electronic records generated by the elections process shall be stored on Google Drive, indefinitely. Any member who shall deliver to the Secretary a written petition signed by at least ten individual voting members eligible to vote for a given candidate, stating their desire to ascertain the quantity of relevant ballots for an election, shall be permitted the opportunity to do so at their own expense and shall be accorded reasonable opportunity to satisfy themselves of the correctness of the count reported to the committee.

No Eligible Nominee: If there is no eligible nominee, the procedure provided for in the present article shall be repeated one month later and if there again be no eligible



nominee, the board shall declare the position vacant and may fill the vacancy by appointment.

Remuneration

There shall be NO REMUNERATION of any kind for directors or officers. This shall not preclude the reimbursement of, and the Corporation shall reimburse, within budgetary limits, the reasonable and necessary business as well as traveling expenses of officers and directors from their homes to the place of meeting of the board of directors and the return to their homes.

V - MEETINGS OF DIRECTORS AND OFFICERS

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; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

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 Corporation not less than fourteen (14) days before the time when the meeting is to be held by electronic (e-mail) means .

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 of or have otherwise signified their consent to the holding of such meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Regular meetings of the board of directors

Regular meetings of the board of directors shall take place at least one (1) occasion every month. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any



such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Quorum at meetings of the board of directors

At all meetings of the board, a simple majority shall constitute a quorum.

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.

Rules of order at meetings of board of directors

On questions of order and procedure not otherwise determined by bylaw, the provisions of the current edition of Robert's Rules of Order shall prevail.

Participation by electronic means at meeting of board of directors

The Corporation chooses to make available a telephonic, electronic or other communication facilities that permits all participants to communicate adequately with each other during a meeting of board of directors, 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 bylaw, any person participating in a meeting of board of directors pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Meeting of boards of directors held entirely by electronic means

If the directors of the Corporation call a meeting of board of directors pursuant to the Act, those directors, 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.



Absentee voting at meetings of board of directors

A director entitled to vote at a meeting of the board of directors may NOT vote in absentia.

Persons entitled to be present at meetings of board of directors

The only persons entitled to be present at a meeting of directors shall be those entitled to vote at the meeting, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting. The board may extend the courtesy of attending board meetings of the Corporation to any person whose presence is deemed to be in the interest of the Corporation. Such guests however will be considered non-voting observers.

Non-director officers may attend board meetings, but they are considered non-voting.

Adjournment of meetings of the board of directors

The chair of any meeting of the board of directors, with the consent of the meeting and subject to such conditions as the meeting may impose, may adjourn (i.e. pause and restart) the meeting from time to time and from place to place, and no notice of any such adjourned meeting need be given if the time and place of the adjourned meeting is announced at the original meeting.

VI - WORKING GROUPS

Establishment of working groups

The board, as well as the President at its sole discretion, may establish such standing working groups and ad hoc working groups as they may deem advisable in order to better serve the aims and interests of the Corporation and its members, which members shall hold office at the pleasure of the board, until the working group is terminated at during one of the meetings of the board.

Working groups shall consist of three (3) people, who are individual members of the Corporation or delegated by an affiliate member of the Corporation, unless directed otherwise by the board via special resolution. Each working group shall have a chairperson, appointed by the board of directors, who is responsible for communicating the activities of the working group to the board as and when directed, but at least once a year.



Remuneration of group members

Working group members shall not be entitled to compensation for holding office, except in special cases determined by the board, when the remuneration of such working group members is deemed to be in the best interest of the Corporation, via special resolution of the board. This remuneration shall be set by the board, and also subject to the special resolution process.

VII - CORPORATE ADMINISTRATION VIA GOOGLE FOR NONPROFITS

Administration via Google for Nonprofits

The administration of the Corporation shall be affected by the electronic tools provided by the cloud-based Google for Nonprofits software package, available to the Corporation for an indeterminate time period at no charge due to its incorporation under the Act.

The use of corporate email

The Corporation provides its directors and officers with role-based email addresses which ensure orderly transition of responsibility between incoming and outgoing personnel. Officers and directors are required:

- Use their corporate email addresses for all corporate communications;
- Check their corporate email at least once a week and respond to all correspondence within seven (7) calendar day of receipt, unless otherwise authorized by the board;
- Secure the email accounts following best practices for digital security, including but not limited to setting a non-trivial password, and employing Two Factor Authentication (2FA).

Corporate records

The Corporation provides its directors and officers with centralized, cloud-based document storage, via the Shared Drive feature of Google for Nonprofits. All corporate records and documents of business value shall be stored at this repository. Access to the Shared Drive (named “AMSAT-CA Admin”) shall be limited to directors and officers.



Corporate secrets

The secrets essential to the operation of the Corporation, such as passwords for electronic resources, shall be stored consistent with industry standard practices for cybersecurity, in an encrypted digital vault.

This encrypted digital vault shall contain all the secrets of the Corporation, and the access to this shall be available to the President, Vice-President, and Secretary only, who, at their discretion, on a case-by-case basis, will distribute the secrets to those directors, officers and members of the Corporation who require them for the execution of their duties.

VIII - CERTIFICATION OF DOCUMENTS AND CORPORATE SEAL

Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of the President, Vice Presidents and Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

Corporate seal

The Corporation may have a corporate seal in the form approved by the board. The Secretary of the Corporation shall be the custodian of the corporate seal if one is approved, which they shall deliver only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution.

IX - CORPORATE FINANCES

Financial year end

The financial year end of the Corporation shall be the end of the calendar year.



Banking arrangements

The banking business of the Corporation shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution.

The banking business or any part of it shall be transacted by the President, Vice-President and Treasurer of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

Borrowing powers

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

- borrow money on the credit of the Corporation;
- limit or increase the amount to be borrowed;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Annual financial statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing (including electronic means such as e-mail), declines to receive such documents.

The annual financial statements of the Corporation shall also be available for public dissemination via the Corporation's website, within three (3) month of the Corporation's financial year end.

The responsibilities regarding the annual financial statements of the Corporation shall be shared between the Treasurer and the Secretary.



Auditing

The finances of the Corporation shall be audited if the corporation receives more than CA\$10,000 from public sources (e.g., gifts from non-members, government grants, or donations via other soliciting corps) in three consecutive years.

The finances of the Corporation may be audited at any time when the board of directors decides by special resolution to commission an audit.

The auditor shall be sufficiently qualified a professional at an arms length distance from the Corporation. The remuneration of the auditor shall be authorized by a special resolution of the board of directors.

Electronic banking and transactions

The Corporation shall, at all times, maintain electronic banking capabilities with access available to the President, Vice-President and Treasurer, as well as at least one electronic (paperless) method of taking payments, such as Interac e-Transfer, or the ability to process transactions via commonly accepted credit cards.

X - BY-LAWS, RULES AND REGULATIONS

By-laws and effective date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any bylaws not contrary to the Laws of Canada that regulate the activities or affairs of the Corporation. Any such bylaw, 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 bylaw, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The bylaw, 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 bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.

Rules and regulations

The board may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Corporation as they deem expedient. However, nothing in such rules and regulations shall be contrary to or supersede the



provisions of these bylaws. Should an inconsistency arise, the provisions of these bylaws shall take precedence.

Signatures

The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be electronic, written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

Omissions and errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws 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.

Mediation and arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this bylaw.

Dispute resolution mechanism

In the event that a dispute or controversy among members, directors, officers, working group or advisory committee members, or volunteers of the Corporation arising out of or related to the articles, the bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one (1) mediator, the other party (or if applicable the board of the Corporation) appoints one (1) mediator, and the two (2) mediators so appointed jointly appoint one (1) mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.



The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Invalidity of any provisions of this bylaw

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



End of Document