

Amended May 19, 2018

## **THE ANTHROPOSOPHICAL SOCIETY IN CANADA, INC.**

### **PREAMBLE**

Canada is a mosaic of communities scattered across an expanse of nearly four million square miles. The history of Canada is the history of these scattered centres learning to acknowledge one another, and to link and work together. In a like manner, members and members' groups of the Anthroposophical Society in Canada, scattered across the country in various centres of anthroposophical work, seek to know one another and to value together those activities that show forth who we are.

The by-law below is set forth as a means to make possible that meeting and working together that we seek.

### **BY-LAW NUMBER 1**

Being a by-law relating generally to the transaction of the affairs of

## **THE ANTHROPOSOPHICAL SOCIETY IN CANADA, INC.**

BE IT ENACTED as a by-law of The Anthroposophical Society in Canada, Inc. (hereinafter referred to as the Society) as follows:

### **ARTICLE I – AFFILIATION**

#### **1.1 Affiliation with the General Anthroposophical Society (GAS)**

The Society is affiliated with the General Anthroposophical Society centered at the Goetheanum, and its members adhere to and accept the Principles given by Rudolf Steiner at the founding of the General Anthroposophical Society in December, 1923 (in this by-law referred to as the Principles). A copy of these Principles, as amended at subsequent general meetings of the GAS, is attached hereto as Schedule A and forms a part of this by-law.

### **ARTICLE II – MEMBERSHIP**

#### **2.1 Members**

a. Eligibility – Membership in the Society is open to individuals who subscribe to the Principles of the General Anthroposophical Society or who are members of the General Anthroposophical Society, who satisfy the requirements set out in paragraph 2.1b of this by-law and whose membership is not otherwise ended.

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b. Becoming a Member – An individual may become a member of the Society in one of the following two ways:

i. Submission to the Society of an application for membership. The President of the Society then prepares and signs a membership card for the applicant, and sends it to the Goetheanum. A designated member of the Executive Council of the GAS. signs the membership card, at which time the applicant's membership in the Society becomes effective.

ii. Transfer of membership. An individual who is a member of the General Anthroposophical Society shall become a member of the Society upon the date that the President of the Society receives from such individual a letter or email stating his or her intention to transfer his or her membership to the Society, and including his or her current membership number. Pursuant to subsection 197(1) (Fundamental Change) of the Act and in accordance with the articles, a resolution of the members passed by at least 75% of the votes cast is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.2 Resignation**

a. Any member may resign from the Society by sending a letter to the Society's registered office stating his or her intention to resign. The letter shall include the member's membership card.

b. Termination of membership in the General Anthroposophical Society also terminates membership in the Society.

## **2.3 Expulsion**

a. Any member of the Society may, for just cause, be expelled from the Society at any time by unanimous resolution of the Council confirmed by a majority of the votes cast at a special meeting of members called for that purpose.

b. If the Council determines that a member should be expelled from membership in the Society, then the president, or such other officer as may be designated by the Council, shall provide 20 days' notice of the proposed expulsion to the member and shall provide reasons for the proposed expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Council, in response to the notice received within such 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 Council, may proceed to notify the member that the member is expelled from membership in the Society. If written submissions are received in accordance with this section, the Council will consider such submissions in arriving at a final

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decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions.

c. If the Council decides to expel a member from membership in the Society, then it will call and hold a meeting of members for the purpose of confirming the decision to expel the member. If a meeting of members is already scheduled to be held, then the question of whether to confirm the expulsion decision may be added to the agenda of the already scheduled meeting without the necessity of having to call a special meeting of members. The member who is the subject of the expulsion decision may appear at the meeting of the members to make submissions.

d. Confirmation of the Council's decision to expel a member shall be decided by a majority of the votes cast at the meeting of members. If no decision is made by the members at the meeting or members or if there is no quorum at the meeting of members at which confirmation of the expulsion decision is to be considered, then the decision of the Council will be deemed to be confirmed.

## **2.4 Contributions**

a. The annual contributions for membership in the Society shall be fixed from time to time by the Council and confirmed by the members at an annual or other general meeting of members.

b. Payment of contributions, or arrangements for paying, shall be completed by the Annual General Meeting.

c. Every applicant for membership in the Society shall remit with his or her application an amount equal to the contributions payable for the year in which he or she joins. Any person applying for membership after July 1st in a year may have his or her contributions for that year pro-rated, on a monthly basis, beginning on the first day of the month in which he or she becomes a member of the Society to the following June 30<sup>th</sup>, based on a period of 12 months.

d. The Treasurer of the Society shall have the right, whenever necessary, to adjust the amount of contributions to be paid by any individual member.

## **2.5 Members in Good Standing**

Any member who has met his or her financial obligations under Contributions by the due date of that year shall be considered a member in good standing.

## **2.6 Lapsed Members**

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If, for a period of two years, a member does not meet the obligations outlined in Section 2.4, and does not contact the Society and state his or her intentions, his or her membership in the Society will lapse. The member's name will be sent to the Goetheanum.

### **ARTICLE III – MEETINGS OF MEMBERS**

#### **3.1 Annual and Special General Meetings**

##### **a. Annual General Meeting**

i. The Annual General Meeting of members of the Society shall be held before the end of May in each year and at such hour and such place as may be fixed by the Council.

ii. At each Annual General Meeting, in addition to any other business to be transacted, the report of the Council, the financial statements of the Society and the report of the public accountant of the Society on the financial statements shall be presented, and the Councillors and Officers elected, and public accountant of the Society appointed, for the coming year.

b. Special General Meetings —Special general meetings of the members may be called any time by the Council.

#### **3.2 Notice of Meetings of Members**

Subject to the requirements of the Act, notice of the time and place of a meeting of members shall be given in the manner and subject to the terms and conditions of 13.1 of this by-law to each member entitled to vote at the meeting and other persons entitled to notice by the following means:

a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act and in accordance with the articles, a resolution of the members passed by at least 75% of the votes cast is required to make any amendment to the by-laws to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **3.3 Content of Notice of Meeting of Members**

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will include a reminder that members in good standing who are unable to attend the Annual General Meeting may appoint a proxy to attend on their behalf.

- a) Members may apply to the administrator for an authorized proxy form.
- b) Proxies are only valid if made out in the authorized form.

### **3.4 Quorum of Members**

A quorum for the transaction of business at any meeting of members of the Society shall consist of not less than 7% of the members in good standing including proxy votes.

### **3.5 Decision making by Members**

a. Decision by Consensus – Subject to subsection 137(1) of the Act and except as otherwise provided in this by-law, decisions of members at meetings of members shall be by consensus. Each member in good standing present at such meetings is eligible to participate in the decision making of that meeting.

b. Meaning of “Consensus” – For the purpose of this Section, “consensus” means, in reference to a matter for decision, general acceptance by all members present at the meeting and eligible to vote.

c. Voting by Members – If a meeting of the members cannot reach a consensus on a proposed resolution, then a member may make a special motion requiring that the proposed resolution be put to a vote. Such motion, which must be duly seconded, may not be debated and the motion itself will be voted on and will pass by ordinary resolution. When the motion to put a proposed resolution to a vote is adopted, the proposed resolution will be voted on by the members. In order for the proposed resolution to be adopted it must receive in its favour at least 75% of the votes cast.

### **3.6 Voting by Members – Show of Hands**

Subject to the Act and this by-law, except where a ballot is demanded, a vote on any matter at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

## **ARTICLE IV – MEMBERS’ GROUPS**

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#### **4.1 Members' Groups – Establishment**

a. Council may recognize Members' Groups consisting of members who wish to join together in groups for any purpose and in any manner not in conflict with the by-laws of the Society and the Principles, on condition that these individual members inform Council in writing of their wish to be recognized.

b. A Members' Group shall be recognized as of the date set out in the notice of Council confirming its recognition.

c. Provided that a Members' Group adheres to and accepts, and conducts itself in accordance with, the bylaws and articles of the Society and the Principles, the Members' Group may use the name of the Anthroposophical Society in Canada, and, subject to such directives and limitations as Council may determine, may take responsibility for activities on behalf of the Society.

#### **4.2 Members' Groups – Privileges & Rights**

For greater certainty, Members' Groups shall be recognized for administrative convenience only and otherwise shall have no rights or privileges of membership in the Society, such rights and privileges belonging solely to the individuals who, from time to time, are admitted, and otherwise maintain their good standing, as members of the Society.

#### **4.3 Regulation of Members' Groups**

a. Members' Groups may enact procedures for the operation of their affairs not inconsistent with the by-laws, the articles the policies of the Society as established by the Council from time to time; provided that such procedures shall be of force and effect only after the same have been ratified by the Council. Such procedures may be modified or rescinded in accordance with the policies of the Council in effect from time to time.

b. If a Members' Group does not adhere to and conduct itself in accordance with the bylaws, principles, and articles of the Society, the Council will withdraw recognition of the Members' Group.

#### **4.4 Transition**

On this by-law coming into force and effect, all existing Members' Groups will automatically continue as Members' Groups until they are dissolved or cancelled or otherwise cease to qualify as Members' Groups in accordance with the bylaws of the Society.

### **ARTICLE V – COUNCIL**

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### **5.1 Number**

The Council shall consist of the number of Councillors specified in the articles of the Society. If the articles provide for a minimum and maximum number of Councillors, the Council shall be comprised of the fixed number of Councillors as determined from time to time by the members or, if the members empower the Councillors to determine the number, by resolution of the Council.

### **5.2 Qualification and Term of Office**

a. The Councillors shall be elected by the members at each Annual General Meeting of the members, to hold office for one year or until his or her successors are elected.

b. In addition to the qualifications set out in the Act, each Councillor must be a member of the Society in good standing actively involved in the work of anthroposophy, be recognized for his or her ability to work collegially, and preferably be a member of the School for Spiritual Science. Subject to Section 5.4, a Councillor shall be eligible for re-election, if qualified.

### **5.3 Election of Councillors**

a. Nominations

i. The Council shall propose to the membership of the Society the names of those persons to serve as Councillors for the coming year. Such persons must have the qualifications mentioned in Section 5.2b. The names of all proposed Councillors shall be presented to the membership in writing not less than 40 days prior to the Annual General Meeting of the Society.

ii. Additional nominations for the role of Councillor may be made in writing, signed, by two members of the Society in good standing other than the person proposed, and delivered to the President of the Council by a date that is no later than 25 days prior to the date of the Annual General Meeting, and these additional names will be included with the notice of the Annual General Meeting of members.

iii. The foregoing provisions in the immediately preceding subparagraphs do not preclude nominations of Councillors at meetings of members.

b. Election

Subject to the articles, each Councillor elected at an Annual General Meeting (or such other meeting of members at which an election of Councillors is held) shall be elected by the members

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entitled to vote at such meeting for a term expiring at the next Annual General Meeting following his or her election or until his or her successor is elected or appointed.

#### **5.4 Period of Service**

If otherwise qualified, a Councillor is, upon the completion of his or her term, eligible for re-election and, ideally, Councillors serve for a total period of seven years. In the event of a vacancy occurring on the Council, the Council may appoint any person qualified to fill such vacancy until the time of the next annual general meeting. After completing seven years of service on Council, a person shall be eligible for further service on the Council after a lapse of one year, or by resolution of the Annual General Meeting.

#### **5.5 Duties of Council**

Without limiting the duties, powers and authority of the Council under the Act,

- a. the primary function of the Council is to strengthen the relationship between members and Members' Groups in Canada, and to work with initiatives that may arise from within the membership of the Society;
- b. the Council shall further undertake, with the General Secretary, to strengthen the relationship between the membership of the Society and the General Anthroposophical Society in Dornach, and between the membership of the Society and Anthroposophical Societies in other lands; and
- c. the Council shall have the responsibility to recognize and acknowledge what is done in the name of the Society.

#### **5.6 Quorum**

A majority of the number of Councillors fixed from time to time in accordance with Section 5.1 shall constitute a quorum for meetings of the Council. Any meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Society.

#### **5.7 Conduct of Meetings of Council**

- a. Decision by Consensus – Subject to subsection 137(1) of the Act and except as otherwise provided in this by-law, decisions of the Council shall be by consensus. Questions arising at any meetings of the Council shall be decided by consensus.



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b. Meaning of “Consensus” – For the purpose of this Section, “consensus” means, in reference to a matter for decision, general acceptance by all Councillors present at the meeting.

c. Voting by Councillors – If consensus cannot be reached on a proposed resolution that is time-critical, then a Councilor may make a special motion requiring that the proposed resolution be put to a vote. Such motion, which must be duly seconded, may not be debated and the motion itself will be voted on and will pass by ordinary resolution. If the motion to put a proposed resolution to a vote is adopted, then the proposed resolution will be voted on by the Councillors, and in order for the proposed resolution to be adopted it must receive in its favour at least 75% of the votes cast.

### **5.8 Reimbursement of Councillors**

The Councillors may be reimbursed by the Society for the proper expenses incurred by them in connection with the affairs of the Society.

### **5.9 Removal of Councillors**

Any Councillor may at any time be removed from office by resolution passed by the majority of the votes cast at a special general meeting of members called for that purpose.

## **ARTICLE VI – THE GENERAL SECRETARY**

### **6.1 Duties**

The primary task of the General Secretary is to strengthen the link between the General Anthroposophical Society centered at the Goetheanum with the members of the Society, and the links between the membership of the Society and Anthroposophical Societies in other lands.

### **6.2 Selection of the General Secretary**

The Council, in consultation with the School of Spiritual Science and the membership of the Society, shall propose to the Annual General Meeting of the Society for ratification the name of the person to serve as General Secretary. Upon approval by the Executive Council of the GAS, the person so named and ratified shall become the General Secretary.

### **6.3 Relation to Council**

Upon assumption of his duties, the General Secretary, if not already a member of the Council, shall become an active participant in the work of the Council.

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#### **6.4 Removal**

A person shall cease to serve as General Secretary upon his resignation, or if the Executive Council of the GAS. no longer has confidence in him or her.

#### **6.5 Term**

The appointment of the General Secretary is for seven (7) years. On review by the Council, with the Executive Council of the GAS, the agreement of the acting General Secretary, and ratification by the Membership, this appointment can be renewed.

#### **6.6 Reimbursement**

The General Secretary may be reimbursed by the Society for the proper expense incurred by him in connection with the carrying out of his duties

### **ARTICLE VII – OFFICERS**

#### **7.1 Officers**

The officers of the Society shall be the President, Secretary, and Treasurer and other such officers as the members of the Society may from time to time determine.

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

a. The Council shall propose in writing to the membership of the Society, not less than 40 days prior to the Annual General Meeting of the Society, the names of those Councillors proposed to serve as President, Secretary and Treasurer of the Society for the coming year. If, by a date that is 25 days prior to the date of the Annual General Meeting, any two members in good standing request in writing to the President for the inclusion of one of the other proposed Councillors as an officer, the alternate proposal shall be circulated with the notice of Annual General Meeting, at which time nominations for appointment as officers of the Society shall be closed.

b. If not more than one Councillor is proposed to fill an office, then the members may declare the Councilor to have been appointed to that office.

c. If more than one Councillor is proposed to fill an office, then the office shall be filled by an election by the members held at the Annual General Meeting.

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d. Despite any other provision in this by-law, if, at an Annual General Meeting, there are no qualified candidates for an office who have been duly nominated prior to the meeting, then nominations of Councillors to hold the office shall be held at the meeting.

### **7.3 President**

The President must be a Councillor and shall be the chief executive officer of the Society, charged with the general supervision of the business and affairs of the Society. In the absence or disability of the President, such duties may be performed and his or her powers exercised by the Secretary, or in the absence of the Secretary, by the Treasurer or by a Councillor appointed by resolution of the Council.

### **7.4 Secretary**

The Secretary must be a Councillor and shall attend all national meetings of the members and meetings of the Council and record all facts and minutes of all proceedings. He or she shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society.

### **7.5 Treasurer**

The Treasurer must be a Councillor and shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society in such bank or banks or with such depositories as the Council may direct. He or she shall disburse the funds of the Society under direction of the Council, taking proper vouchers therefor and shall render to the Council whenever required of him an account of all his or her transactions as Treasurer, and of the financial position of the Society.

### **7.6 Agents and Attorneys**

The Council shall have power from time to time to appoint agents or attorneys for the Society with such powers as the Council or President prescribes.

### **7.7 Remuneration**

The President, Secretary, Treasurer, and others appointed to assist the work of the Council shall not receive any remuneration for so serving but may be reimbursed by the Society for his or her proper expenses incurred by them in connection with the affairs of the Society.

### **7.8 Removal**

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a. Removal of Officers – The President, Secretary, Treasurer or the holder of any other office established by the member of the Society may, at anytime, be removed from office by resolution passed by a majority of the members present at a special general meeting of members called for that purpose.

b. Removal of Agents – Any persons appointed as agents of Council may be discharged from his or her duties by resolution passed by a majority of the Council.

## **ARTICLE VIII – PROTECTION OF COUNCILLORS AND OFFICERS**

### **8.1 Limitation of Liability**

Every Councillor and officer in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Councillor or officer shall be liable for the acts, receipts, neglects or defaults of any other Councillor or officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Society arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Society are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Councillor's, officer's or other individual's part, or for any other loss, damage or expense related to the performance or non- performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.

### **8.2 Indemnification**

Subject to the limitations contained in the Act, but without limiting the right of the Society to indemnify any individual to the fullest extent permitted by law, every present and former Councillor and officer of the Society, and every other individual who acts or acted at the Society's request as a director or an officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified by the Society from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative,

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investigative or other proceeding in which the individual is involved because of that association with the Society or other entity, provided that the individual to be indemnified

a. acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Society's request; and

b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

### **8.3 Advance of Costs**

The Society may advance money to a Councillor, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2. The individual shall repay the money if the individual does not fulfill the conditions of Section 8.2.

## **ARTICLE IX – PUBLIC ACCOUNTANT AND FINANCIAL STATEMENTS**

### **9.1 Public Accountant**

At the Annual General Meeting of members, a qualified person shall be appointed as the public accountant of the Society to hold office until the next Annual General Meeting and if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Councillors may, if a quorum of the Councillors is then in office, fill any vacancy in the office of public accountant arising between Annual General Meetings.

### **9.2 Financial Statements**

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

## **ARTICLE X – FINANCIAL**

### **10.1 Financial Year**

Until otherwise ordered by the Council, the financial year of the Society shall end on the 31st day of December each year.

### **10.2 Banking Arrangements**

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All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or agent of the Society and in such manner as shall be determined by resolution of the Council. Such officer or agent alone may endorse notes and drafts for the collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society. Any such officer or agent so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms for settlement of balances and release or verification slips.

## **ARTICLE XI – CONTRACTS AND EXECUTIONS OF DOCUMENTS**

### **11.1 Signature and Seal**

Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two of the President, the Secretary and the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Council shall have power by resolution to appoint an officer on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Society when required may be affixed to contracts, documents and instruments in writing.

## **ARTICLE XII – BORROWING**

### **12.1 Borrowing by the Society**

The Council may from time to time:

- borrow money on the credit of the Society;
- issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
- give a guarantee on behalf of the Society to secure performance of an obligation of any person;

and

d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

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The Councillors may, by resolution, delegate the powers referred to in Section 12.1 to a Councillor, a committee of Councillors or an officer.

## **ARTICLE XIII – NOTICES**

### **13.1 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Council or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 of the Act or 134 of the Act; or
- b. if mailed to such person at such person's address as shown in the records of the Society by prepaid ordinary or air mail; or
- c. if sent by courier to such person at such person's address as shown in the records of the Society; or
- d. if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the Society; or
- e. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Council in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to

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be given by the Society may be written, stamped, type written or printed or partly written, stamped, type written or printed.

### **13.2 Waiver**

Where a notice or other document is required by this bylaw or the Act to be sent, the sending of the notice or document may be waived or the time for the notice or document may be waived or abridged at any time with the consent in writing of the person entitled to the notice or document.

### **13.3 Omissions and Errors**

The accidental omission to give any notice to any members, director, officer, member of a committee of the Council or public accountant, or the non receipt of any notice by any such person where the Society 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.

## **ARTICLE XIV – ENACTING, AMENDING REPEALING BY LAWS**

### **14.1 Method of Coming into Force**

a. Subject to the Act and the articles, the Council may make, amend or repeal any by-laws that regulate the activities or affairs of the Society. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Councillors until the next meeting of members where it may be confirmed, rejected or amended by the members. 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.

b. This section does not apply to a by-law that requires approval of the members according to subsection 197(1) (fundamental change) of the Act, in which case, in accordance with the articles, any enactment, amendment or repeal of such a bylaw shall not be effective until approved by the members by at least 75% of the votes cast.

## **ARTICLE XV – GENERAL**

### **15.1 Definitions**

In this by-law and all other by-laws of the Society, unless the context otherwise requires:



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“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;

“Annual General Meeting” means the annual meeting of the membership, as required under the Act;

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

“by-laws” means this by-law and any other by-laws of the Society as amended and which are in force and effect;

“Council” means the board of directors of the Society; “Councillor” means a member of the Council;

“GAS” and “General Anthroposophical Society” means the organization responsible for the advancement of anthroposophy throughout the world;

“Goetheanum” means the worldwide headquarters of the General Anthroposophical Society, located in Dornach, Switzerland’

“ordinary resolution” means a resolution passed by a majority of the votes cast on that resolution, and “Society” means The Anthroposophical Society in Canada Inc.

## 15.2 Interpretation

a. 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.

b. Other than as specified in Section 15.1, above, words and expressions defined in the Act have the same meanings when used in this by-law.

c. Where reference is made in this by-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re enactment of the statute or section of the statute, as the case may be.

## 15.3 Seal

Amended May 19, 2018

The Society may have a corporate seal in the form approved from time to time by the Council. If a corporate seal is approved by the Council, the secretary of the Society shall be the custodian of the corporate seal.

#### **15.4 Invalidity**

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

#### **ARTICLE XVI – REPEAL OF PRIOR BY LAWS**

All prior by-laws of the Society shall be repealed in their entirety upon the coming into force of this by-law, without prejudice to any actions taken by or on behalf of the Society under or by the authority of such prior by-laws. Neither the enactment of this by-law nor the repeal of the prior by-laws of the Society shall invalidate any past act of any director, officer, member or other person, including, without limitation, resolutions of the Council or of the members enacted or passed pursuant to any prior by-law, it being the intention that this by-law shall speak only from the date it comes into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior by-law of the Society.

#### **ARTICLE XVII – EFFECTIVE DATE**

This by-law shall come into force and effect on the date that the Corporation is continued under the Act.

#### **ARTICLE XVIII – TRANSITION**

Following the 2014 Annual General Meeting of members, all provisions of this by-law entitled “Transition” shall be deemed to be removed from this by-law and thereafter this By-law may be reproduced as By-law Number 2 (or the next successive number if By-law Number 2 is in existence) without containing any such transitional clauses.