



## Roman Republic Cultural Group

(the "Corporation")

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

### 1. Definition

In this by-law and all other by-laws 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. Within the Corporation directors are also known as "Lictor Curiatus Magister";

"**by-law**" means this by-law and any other by-law 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 entitled to vote 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. Within the Corporation a meeting of the members entitled to vote is also called a meeting of the "Comitia Curiata";

"**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 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.

**2. 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 its directors, or by officers of the Corporation upon the resolution of the 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.

**3. Financial Year**

The financial year end of the Corporation shall be January 1 in each year.

**4. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board 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 a director or by an officer or officers of the Corporation and/or other persons as the board of directors upon resolution from time to time designate, direct or authorize.

**5. Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. 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.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-laws.



Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

#### 6. **Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available online and that any member may, on request, obtain a copy digitally free of charge.

#### 7. **Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class: Citizen Lictor Curiatus and Class: Citizen. The following conditions of membership shall apply:

##### **Class: Citizen Lictor Curiatus Members**

1. Class: Citizen Lictor Curiatus voting membership shall be available only to individuals who are invited to become Class: Citizen Lictor Curiatus members.
2. Invitations for Class: Citizen Lictor Curiatus membership are to be approved by a resolution of the members (Comitia Curiata).
3. Invitations are to only be made to persons already holding Class: Citizen membership.
4. Persons invited to hold Class: Citizen Lictor Curiatus membership are to be informed by written electronic document. A person who is invited has thirty (30) days to respond to the invitation. If a person fails to respond, then the invitation is automatically withdrawn.
5. Class: Citizen Lictor Curiatus) voting members must pay all annual membership dues on time as determined by the by-laws and vote at least once a calendar year. Class: Citizen Lictor Curiatus members which fail to maintain these requirements or other requirements outlined in the bylaws are to automatically become Class: Citizen members and must be re-invited by the resolution of the members in order to return to Class: Citizen Lictor Curiatus status.



6. As set out in the articles, each Class: Citizen Lictor Curiatus voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class: Citizen Lictor Curiatus voting member shall be entitled to one (1) vote at such meetings.
7. There are to be a maximum of thirty (30) and a minimum of three (3) Class: Citizen Lictor Curiatus members at any given time.
8. All Class: Citizen Lictor Curiatus members must be at least 18 years of age

#### **Class: Citizen Members**

1. Class: Citizen non-voting membership shall be available only to individuals who have applied and have been accepted for Class: Citizen non-voting membership by the secretaries or directors of the Corporation.
2. All Class: Citizen members must be at least 18 years of age
3. Subject to the Act and the articles, a Class: Citizen non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

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 by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

#### **8. Notice of a Meeting of the Members (Comitia Curiata)**

Notice of the time and place of a meeting of members (Comitia Curiata) shall be given to each member entitled to vote at the meeting and to the Advocate (tribune) officers by telephonic, electronic or other communication facility, and a notice of the meeting is to be posted in a public location, by electronic or other communication facility, where all classes of members have access, during a period of seven (7) to thirty (30) 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 (Comitia Curiata) is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.



**9. Access to the minutes of a Meeting of the Members (Comitia Curiata)**

The minutes of all meetings of the members (Comitia Curiata) and board shall be presented for approval by resolution to the board within seven (7) days of closure of a meeting. The minutes of the meeting, once approved, shall be posted within two (2) days after approval within a public location, by electronic or other communication facility, where all classes of members have access.

If a resolution is passed during a private meeting that an item or discussion be confidential then the public minutes are to amended with the confidential item removed and replaced with the following: Content removed as stipulated in the bylaws due to confidentiality resolution passed by the members (Comitia Curiata) of the Corporation (Roman Republic)

The private minutes held in confidence by the board are to remain unedited.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members (Comitia Curiata) is required to make any amendment to the by-laws of the Corporation addressing access to the minutes of members (Comitia Curiata) meetings.

**10. Members Calling a Meeting of the Members (Comitia Curiata)**

Any directors can call a special meeting of members (Comitia Curiata). In accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights, may request a special meeting of the members (Comitia Curiata). If the directors (Lictor Curiatus Magister) do not call a meeting within twenty-one (21) days of receiving this requisition, any member who signed the requisition may call and chair the meeting.

**11. Absentee Voting at Members' Meetings (Comitia Curiata)**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder.

Proxyholders are to be Class: Citizen Lictor Curiatus) members. A proxyholder is to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given;



- b. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed. The proxyholder may cast one (1) vote for themselves and another single (1) vote on behalf the proxy.
- c. a proxyholder is to be assigned by written document drafted and signed by the proxy. This document must be sent to the directors. The document must indicate:
  - i. The member name of the Class: Citizen Lictor Curiatus) member who is to be the proxyholder
  - ii. The meeting of the members in which the proxy is to apply

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## 12. Membership Dues

1. All classes of members shall be notified of membership dues payable, if any are not paid by July 31 of the current calendar year the members in default shall automatically be reassigned to Class: citizen membership.
2. Managers of the Corporation with approval of the Advisory Committee may set the amount of dues to be paid. The board may veto any fee amount proposed.

## 13. Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
3. the member resigns by delivering a written resignation to the officers of the Corporation, to the directors (Lictor Curiatus Magister), or posting such a statement publically before the members of the Corporation. In such case, the resignation shall be effective on the date specified in the resignation statement;
4. the member is expelled in accordance with any discipline of members section of the bylaws or is otherwise terminated in accordance with the by-laws;
5. the Corporation is liquidated or dissolved under the Act.



#### 14. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, all the rights of the member, automatically cease to exist. The person with terminated membership must be reapproved as a member in order to regain the rights revoked. In this case the reapproved member will have those rights granted to a standard newly approved member and will be assigned to Class: Citizen membership.

#### 15. Discipline of Members

The members (Comitia Curiata) shall have authority to expel any Class: Citizen Lictor Curiatus or Class: Citizen member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the members (Comitia Curiata) in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Class: Citizen Lictor Curiatus members are only to be suspend or expelled by special resolution of the members (Comitia Curiata).

Class: Citizen members are only to be suspend or expelled by resolution of the members (Comitia Curiata).

In the event that it is determined that a member should be expelled or suspended from membership in the Corporation, the directors (Magister Lictor Curiati), or such other officer as may be designated by the board, shall provide ten (10) 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 directors (Magister Lictor Curiati), or such other officer as may be designated by the board, in response to the notice received within such ten (10) day period.



In the event that no written submissions are received by the members (Comitia Curiata) or designated officer, the expelled/suspended member is to be notified of confirmation of the suspension or expulsion from membership in the Corporation.

If written submissions are received in accordance with this section, the conflict resolution process within the bylaws can be utilized upon the discretion of the board. If upon failure of the conflict resolution process, or if this process is deemed unnecessary by the board, the board will consider arriving at a final decision by resolution. A final decision must be made within forty (40) days of receipt of the written submission.

If this appeals process results in a retraction of the initial decision for expulsion, the members (Comitia Curiata) must verify this decision by resolution. The decision to withdraw a prior resolution for expulsion requires a regular resolution of the members (Comitia Curiata) if the member in question is a Class: Citizen member. If the member in question is a Class: Citizen Lictor Curiatus member a special resolution of the members (Comitia Curiata) is required. If the decision to withdraw expulsion fails to be ratified by the members (Comitia Curiata) in accordance to this section, the original resolution to expel the member becomes final.

If a member is to be expelled after the appeals process has occurred the directors or designated officer shall notify the member concerning the final decision within five (5) days from the date of a final decision being made by the board or members (Comitia Curiata). The decision made 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 (Magister Lictor Curiati) if the proposal is supported by not less than 3% of the Class: Citizen Lictor Curiatus members entitled to vote at the meeting (Comitia Curiata) at which the proposal is to be presented. All nominees must be Class: Citizen Lictor Curiatus members.

#### **17. Place of Members' Meeting (Comitia Curiata)**

Meetings of the members (Comitia Curiata) will be held through electronic means provided freely by the Corporation or at a location agreed upon by all Class: Citizen Lictor Curiatus members.





**18. Persons Entitled to be Present at Members' Meetings (Comitia Curiata)**

The only persons entitled to be present at a meeting of members (Comitia Curiata) shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws 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.

**19. Confidentiality and Private Member' Meetings (Comitia Curiata) and Board Meetings**

The members (Comitia Curiata) or the Board may hold private meetings. Such private meetings require a resolution in order to be initiated. All in attendance at a closed or private meeting are bound to hold discussions that occur within that meeting in confidentiality with the others in attendance. Such confidentiality is to be maintained until the meeting proceedings are over, and once the proceedings are over, they are bound by any continuing confidentiality agreements agreed upon by resolution during the private proceedings.

**20. Chair of Members' Meetings (Comitia Curiata)**

The member who publically called the meeting shall chair the meeting.

**21. Quorum at Members' Meetings (Comitia Curiata) and Board Meetings**

A quorum at any meeting of the members (Comitia Curiata) or the board (unless a greater number of members are required to be present by the Act) shall be 50 percent of the members entitled to vote at the meeting.

**22. Votes to Govern at Members' (Comitia Curiata)**

At any meeting of members (Comitia Curiata) on every question shall, unless otherwise provided by the articles 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 person who has been a member of the Corporation the longest, as determined by lowest membership number, shall have a second vote in order to break the tie.

**23. Participation by Electronic Means at Members' (Comitia Curiata) Meetings**

At any meeting of members (Comitia Curiata) on every question shall, unless otherwise provided by the articles 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 person who has been a member of the Corporation the longest, as determined by lowest membership number, shall have a second vote in order to break the tie.

**24. Members' (Comitia Curiata) or Director's Meeting Held Entirely by Electronic Means**

If the directors (Magister Lictor Curiati) or members of the Corporation call a meeting 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.

**25. Number of Directors (Magister Lictor Curiati)**

The board shall consist of the number of directors (Magister Lictor Curiati) 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 (Comitia Curiata) by ordinary resolution.

**26. Term of Office of Directors (Magister Lictor Curiati)**

At the first election of Directors (Magister Lictor Curiati) following the approval of this by-law, one (1) director shall be elected for a three-year term, and a one (1) director shall be elected for a two-year term and one (1) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors (Magister Lictor Curiati) shall be elected for three-year (3) terms.

**27. Calling of Meetings of Board of Directors**

Meetings of the board may be called by any director (Lictor Curiatus Magister) at any time;

**28. 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 in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law 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.

### **29. Votes to Govern 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 person who has been a member of the Corporation the longest, as determined by lowest membership number, shall have a second vote in order to break the tie.

### **30. Committees of the Corporation**

The board will be advised by committees and may from time to time appoint additional committees or other advisory bodies, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Such committees will be organized by protocols defined by standing operating procedures and/or internal rules created by the committee.

There are two categories of committees within the Corporation:

*Standing Committees* – These committees have the ability to ratify standing operating procedures and nominate members to be officers of the Corporation. The rules governing these committees are defined in the bylaws and standing operating procedures. Membership to these committees is determined by the secretaries (Censores) or by rules outlined in standing operating procedures. If no secretary (Censor) is available, then the board may populate committees as required. Only Class: Citizen Lictor Curiatus members and Class: citizen members may participate in a standing committee. There are to be four standing committees of the Corporation:

- a. Advisory Committee (Senate)
- b. Century Committee (Comitia Centuriata)
- c. Tribal Committee (Comitia Tributa)
- d. Plebeian Committee (Concilium Plebis)



2. *Temporary Committees* – These are committees which are created by officers, standing committees, or members for specific business of the corporation. They cannot ratify standing operational procedures or nominate officers of the Corporation. Temporary committees may create internal rules to govern their operation but must also adhere to all bylaws and operating procedures.

Any standing committee may be dissolved by unanimous resolution of the members (Comitia Curiata). Temporary committees can be dissolved by simple resolution of the board or by the majority agreement of the members of the temporary committee.

### 31. **Appointment of Officers (Magistrates)**

The members (Comitia Curiata) may designate the offices (magistrates) of the Corporation, 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 Corporation. A director (Lictor Curiatus Magister) may be appointed to any office of the Corporation. An officer may, but need not be, a director (Lictor Curiatus Magister). Two or more offices may be held by the same person.

### 32. **Description of Offices**

Unless otherwise specified by the members (Comitia Curiata) (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

3. **Manager (Consul)** – A maximum of two (2) managers (consuls) shall be nominated by the Century Committee (Comitia Centuriata) and subsequently ratified by resolution of the members (Comitia Curiata). Managers (consuls) shall be responsible for the daily affairs of the Corporation. They shall be responsible for creating and implementing the strategic plans and policies of the Corporation. The managers shall be subject to the authority of the board. The managers may suspend or expel Class: Citizen members as a disciplinary measure as defined in the bylaws. Any expulsion must be ratified by the members (Comitia Curiata) as specified in the bylaws. The managers shall have speaking rights on the advisory committee (Senate). The managers shall also have the ability



to call and chair the advisory committee (senate), tribal committee (Comitia Tributa) and century committee (Comitia Centuriata). The managers shall have the ability to issue temporary operating procedures (edicts), and to propose standing operating procedures (lex). The managers (consuls) may overrule any temporary operating procedure (edict), or proposed standing operating procedure (lex), issued by another officer including another manager (consul). Other duties are to be specified in the standing operating procedures of the Corporation. A manager (consul) must be a Class: Citizen Lictor Curiatus or Class: citizen member and holds this office for a term of one (1) year. Associate Manager - A maximum of two (2) associate managers shall be nominated by the Century Committee and ratified by resolution of the members.

- a. *Associate Managers (Praetor)* - A maximum of two (2) associate managers (praetors) shall be nominated by the Century Committee (Comitia Centuriata) and subsequently ratified by resolution of the members (Comitia Curiata). The Associate Managers (praetors) shall assist the managers (consuls) in the daily affairs of the Corporation. They shall be responsible for assisting in the creation and implementation of the strategic plans and policies of the Corporation. The associate managers (praetors) shall, be subject to the authority of the board. This officer may suspend or expel Class: citizen members unless such a decision is overruled by a manager (consul). Any expulsion must be ratified by the members (Comitia Curiata) as specified in the bylaws. The associate managers (praetors) shall have speaking rights on the advisory committee (Senate). The associate managers shall also have the ability to call and chair the advisory committee (senate), tribal committee (Comitia Tributa) and century committee (Comitia Centuriata). This officer shall have the ability to issue temporary operating procedures (edicts), and to propose standing operating procedures (lex). The associate managers (praetors) may overrule any temporary operating procedure (edict), or proposed standing operating procedure (lex), issued by another officer including another associate manager (praetor); however, they may not overrule any operating procedures proposed by the managers (consuls) or the secretaries (Censores). Other duties are to be specified in the standing operating procedures of the Corporation. An associate manager (praetor) must be a Class: Citizen Lictor Curiatus or Class: citizen member and may



hold this office for a term of one (1) year. This officer is to be appointed by resolution of the members.

- b. *Secretary (Censor)* – A maximum of two (2) secretaries (censores) shall be nominated by the Century Committee (Comitia Centuriata) and subsequently ratified by resolution of the members (Comitia Curiata). Secretaries (censores) are to assist the directors upon request as custodians of all books, papers, records, documents and other instruments belonging to the Corporation. The secretaries shall be responsible for managing membership dues collection and for appointing members to the Advisory Committee (senate), Century Committee (Comitia Centuriata), Tribal Committee (Comitia Tributa), and Plebeian Committee (Concilium Plebis). The secretaries shall also have the ability to approve new Class: Citizen members into the Corporation. The secretaries (censores) shall, be subject to the authority of the board. This officer shall have speaking rights on the Advisory Committee (senate). The secretaries (censores) shall have the ability to issue temporary operating procedures (edicts) and overrule the temporary operating procedures (edicts) issued by another secretary (censor). Other duties are to be specified in the standing operating procedures of the Corporation. A secretary must be a Class: Citizen Lictor Curiatus or Class: Citizen member and may hold this office for a term of two (2) years.
- c. *Resource Assistant (Aedile)* – A maximum of four (4) Resource Assistants (aediles) shall be nominated. Two (2) by the Tribal Committee (Comitia Tributa) and two (2) by the Plebeian Committee (Concilium Plebis) and ratified by resolution of the members (Comitia Curiata). The resource assistants (aediles) are to assist with development and supervision of online resources as well as general development and maintenance of membership services. This officer shall, be subject to the authority of the board. The Resource Assistants (aediles) shall have speaking rights on the Advisory Committee (senate). This officer shall have the ability to issue temporary operating procedures (edicts) and may overrule any temporary operating procedure (edict) issued by another officer including another Resource Assistant (aedile); however, they may not overrule temporary operating procedures (edicts) proposed by the managers (consuls), associate managers (praetors) or secretaries (censores). Resource Assistants (aediles) originally nominated by the Plebeian Committee



(Concilium Plebis) may also call and chair meetings of the Plebeian Committee (Concilium Plebis). Other duties are to be specified in the standing operating procedures of the Corporation. A Resource Assistant (aedile) must be a Class: Citizen Lictor Curiatus or Class: citizen member and may hold this office for a term of one (1) year.

- d. *Advocate (Tribune)* - A maximum of four (4) Advocates (tribunes) shall be nominated by the Plebeian Committee (Concilium Plebis) and ratified by resolution of the members (Comitia Curiata). The Advocates (tribunes) shall have the ability to overrule any temporary operating procedure (edict), proposed standing operating procedure (lex), or proposed expulsion of a member from the Corporation if performed by an officer; however, such action requires the written public support of one additional Advocate (tribune) and the majority support of the Plebeian Committee (Concilium Plebis). This officer cannot rescind any standing operating procedure already (lex) ratified and in force. This officer cannot rescind any decision to expel a member which has already been finalized or ratified upon by the members (Comitia Curiata). The Advocate (tribune) may also call and chair meetings of the Plebeian Committee (Concilium Plebis). The Advocates (Tribunes) shall have the ability to attend and observe all private and public meetings of the members (Comitia Curiata). Other duties are to be specified in the standing operating procedures of the Corporation. This officer shall, be subject to the authority of the board. An advocate can only be a Class: Citizen member and may hold this office for a term of one (1) year.
- e. *General Assistant (Quaestor)* - A maximum of four (4) General Assistants (quaestors) shall be nominated by the Tribal Committee (Comitia Tributa) and ratified by resolution of the members (Comitia Curiata). The General Assistants (quaestors) are to assist other officers and directors on various tasks as specified by the board, Advisory Committee (senate), or operating procedures. The General Assistants (quaestors) shall have speaking rights on the Advisory Committee (senate). This officer shall have the ability to issue temporary operating procedures (edicts) but may not overrule temporary operating procedures (edicts) proposed by other officers except those issued by other General Assistants (quaestors). Other duties are to be specified in the standing operating procedures of the Corporation. This officer shall, be subject to the authority of the board. A General Assistant



(quaestor) must be a Class: Citizen Lictor Curiatus or Class: Citizen member and may hold this office for a term of one (1) year.

- f. *Regional Manager (Procurator)* – As many Regional Managers (procurators) as required are to be nominated by the advisory committee (senate) and ratified by resolution of the members (Comitia Curiata). All Regional Managers (procurators) are to represent the interests of members within a defined geographic area. This geographic area is to be defined by the advisory committee (senate) and confirmed by resolution of the members (Comitia Curiata). This officer shall have the ability to issue temporary operating procedures (edicts) which apply directly to their assigned region, but may not overrule any operating procedures proposed by other current officers of the Corporation, or issue temporary operating procedures (edicts) which influence a region not within their appointed geographic area. Other duties are to be specified in the standing operating procedures of the Corporation. This officer shall, be subject to the authority of the board. A Regional Manager (procurator) must be a Class: Citizen Lictor Curiatus or Class: citizen member member and may hold this office for a term of one (1) year.
- g. *Assistant to the Board* – The board may directly appoint by resolution as many assistants as needed to carry out tasks defined by the board. This officer shall be subject to the authority of the board. The officer shall serve a term of one (1) year.
- h. *Webmaster (Aranearius)* – The board may directly appoint by resolution a webmaster (aranearius) to maintain the online resources of the Corporation. This officer shall be subject to the authority of the board. The officer shall serve a term of one (1) year.
- i. *Financial Assistant (Praefectus aerarii)* - The board may directly appoint by resolution a financial assistant to maintain financial records and documentation on behalf of the corporation. This officer shall be subject to the authority of the board. They are to work with the general assistants (Quaestors) on this task. The officer shall serve a term of one (1) year.

### 33. Vacancy in Office

In the absence of a written agreement to the contrary, the members (Comitia Curiata) may remove any officer of the Corporation through issuing a resolution. Unless so removed, an officer shall hold office until the earlier of:





- a. the officer's successor being appointed,
- b. the end of the officer's term
- c. the officer's resignation,
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant before the end of a term, the directors (Magister Lictor Curiati) may, by resolution, appoint a person to fill such vacancy. Alternately, the board may ask a committee of the Corporation to nominate another person to fill the vacancy. Such nominees presented by committees are to be ratified by the board.

#### **34. Invalidity of any Provisions of this By-law**

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

#### **35. 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 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.

#### **36. 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 as provided in the section on dispute resolution mechanism of this by-law.

#### **37. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, 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, by-laws or the Act, and as an alternative to such person



instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be managed in accordance to the operating procedures governing disputes within the Corporation.
- b. If the operating procedures cannot settle the dispute or controversy a report shall first be submitted to the Advocates (Tribunes) and the Associate Managers (Praetors). Each officer is to appoint one (1) mediator, and the board of the Corporation and advisory committee (senate) has the option of appointing one (1) mediator each. The two to four mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- c. The number of mediators may be reduced from four to three or two or one upon agreement of all the original parties involved in the dispute.
- d. If the parties are not successful in resolving the dispute through mediation, then the parties can 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.

### **38. 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 Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members (Comitia Curiata) where it must be confirmed, rejected or amended by the Class: Citizen Lictor Curiatus members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members (Citizen Lictor Curiatus) 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 (Comitia Curiata) at the next meeting or if it is rejected by the members (Comitia Curiata) at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

### **39. Operating Procedures**

Within the Corporation operations shall be determined by a combination of by-laws and operating procedures. All operating procedures must adhere to the charter and by-laws of the Corporation. No operating procedure addressing the use of Corporate monetary funds and the creation or dissolution of material assets of the Corporation can be ratified without approval by resolution of the members (Comitia Curiata).

There are two types of operating protocols within the Corporation defined as the following:

1. *Standing Operating Procedures (Lex)* – These are operating procedures which define the activities of committees, officers, members, and other regular undertakings of the Corporation.

These procedures are proposed by officers who have designated power, as stated in the bylaws, to make such proposals. These proposed standing operating procedures must be ratified by the Advisory Committee (senate) plus one of the following committees:

- a. Tribal Committee (Comitia Tributa)
- b. Century Committee (Comitia Curiata).



Alternatively, the board may directly issue and ratify standing operating procedures by resolution.

These procedures remain in effect until rescinded by the Advisory Committee (senate) plus one of the additional following committees:

- c. Tribal Committee (Comitia Tributa)
- d. Century Committee (Comitia Curiata).

The board may also directly rescind standing operating procedures by resolution and without ratification by a committee.

All standing operating procedures created must define which committee (Tribal or Century), in addition to the advisory committee (senate) is required to ratify or rescind the protocol in question.

2. *Temporary Operating Procedures (Edict)* - These are operating procedures which define temporary activities of officers, members, and other regular undertakings of the Corporation.

This class of operating procedures cannot govern the activities of standing committees of the Corporation. These operating procedures cannot conflict or supersede ratified standing operating procedures (lex) or with the by-laws or the charter of the Corporation. Both the by-laws/charter and standing operating procedures may govern the influence temporary operating procedures have on the activities of the Corporation.

This class of operating procedures are proposed by officers who have such designated power, as stated in the bylaws, to issue temporary operating procedures. These operating procedures can be rescinded by officers who have the designated power, as stated within the bylaws, to cancel temporary operating procedures issued by another particular officer. Alternatively, the board may terminate a temporary operating procedure by resolution.

All temporary operating procedures are automatically terminated when the issuing officer no longer holds the office which granted them the authority to issue the operating procedure in question. Newly appointed officers may



- choose to reissue the temporary operating procedures of their predecessor by issuing a new temporary operating procedure stating this desire and the particular procedures which are being reissued.
3. All operating procedures proposed and ratified must clearly indicate the classification type: Standing Operating Procedure (Lex) or Temporary Operating Procedure (Edictum). This must be indicated within the title of the document outlining the procedure.

#### **40. Confidence in the Board**

Members of all classes of members within the Corporation can submit a petition to the board demanding a vote of no confidence in the board. This petition must meet the following criteria to be valid:

- 1) the support equal to or greater than  $2/3$  (rounded to the nearest whole number) of all members of the corporation who have:
  - a. Paid membership dues within the previous calendar year from which the petition is submitted.
  - b. Been members of the Corporation for a minimum of eighteen (18) continuous months as counted from the date in which the petition is signed by the member
- 2) must contain electronic or written signatures accompanied by the legal name and contact information of each member supporting a vote of no confidence

If the directors receive a valid petition they must call a vote of no confidence in the board. All classes of members are entitled to cast a ballot in this extraordinary vote. This vote must occur within thirty (30) days of this petition being submitted to the directors. No member may be expelled from the Corporation until the extraordinary all members vote is resolved. A public notification of this vote is to be provided by the directors in written or electronic format at least fifteen (15) days before ballots are accepted. This notification is to be posted in a location which is accessible and frequented by all members. This vote is to occur electronically and be freely accessible to all members of the Corporation.



A regular members meeting (Comitia Curiata) must occur prior to ballots being accepted. The meeting of these members (Comitia Curiata) is to select by resolution two (2) Class: Citizen Lictor Curiatus members who are to supervise, count and validate the ballots in the all members vote to be held.

- a. If the supervisors of the vote disagree on the outcome they must jointly select a third member to determine the outcome of the extraordinary all members vote

Ballots in the extraordinary all members vote must be accepted for 10 days. After this time ballots are not to be accepted.

Each member from all membership classes may cast an electronic, private ballot, which is equally weighted as one (1) vote for each member.

The item to be decided at the extraordinary all members vote is the following:

- b. All directors of the Corporation are to be removed from the board before the conclusion of their term. This is to occur in accordance with bylaws of the Corporation addressing a loss of confidence.

The item of no confidence is considered ratified if greater or equal to 2/3 (rounded to the nearest whole value) of the members responding in the extraordinary all members vote are in favour.

If the item of no confidence is ratified, then the directors must call a regular meeting of the members (Comitia Curiata) within fifteen (15) days. No member may be expelled from the Corporation in the days prior to this meeting being called or adjourned. At this meeting three (3) new directors are to be elected in accordance with the bylaws outlining the election of directors.

The members elected as directors are to complete the terms of the directors who were replaced. The member selected to be a director with the lowest membership number will complete the longest remaining director term, the member with the second lowest membership number will complete the second longest remaining director term, the member with the highest membership number will complete the shortest remaining director term.

The directors who are replaced are not eligible to sit on the board for four (4) years as counted from the date the petition was submitted to the board. These former directors are to remain as Class: Citizen Lictor Curiatus members with all



associated rights and privileges unless expelled in accordance to the regulations specified in the bylaws.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members (Comitia Curiata) is required to make any amendment to the by-laws of the Corporation to change the section of the bylaws pertaining to a vote of no confidence.